

BYLAWS OF WORKSITE WELLNESS COUNCIL OF MASSACHUSETTS

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Worksite Wellness Council of Massachusetts. It shall be a nonprofit organization incorporated under the laws of the Commonwealth of Massachusetts.

Section 2 — Purpose: Worksite Wellness Council of Massachusetts is organized exclusively for charitable and educational purposes.

The Worksite Wellness Council of Massachusetts is the preeminent, independent and objective resource for health promotion in the workplace and champions wellness programs to help employers encourage healthy employees, healthy families, and healthy communities across the Commonwealth. The Worksite Wellness Council of Massachusetts is organized for the purpose of providing networking, education, tools, and other resources to help employers cultivate and sustain a culture of health and wellness for employees and their families. The Worksite Wellness Council of Massachusetts aims to:

- Champion worksite health promotion within the employer community
- Create a community and peer group of worksite health promotion professionals.
- Represent health promotion professionals as a common voice on professional matters.
- Provide quality professional development activities.
- Facilitate communication and networking about health promotion best practices.
- Grow by increasing membership, improving services and continuing innovation.
- Partner with other Massachusetts and national professional organizations.
- Foster the adoption of best practices through innovated programs and resources.
- Provide thought leadership on worksite health promotion topics.
- Liaise with other health promotion organizations interested in advancing worksite health promotion.

Section 3 - Operation as a Tax Exempt Organization; Exempt Activities

(a) The organization will operate within the meaning of Section 501(c)(3) of the Internal Revenue Code (“the Code”).

(b) The organization will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Code.

(c) Notwithstanding any other provision of these Bylaws, no director, officer, employee, or agent of the organization is permitted to take any action or carry on any activity by or on behalf of the organization, which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.

(d) No part of the net earnings of the organization may inure to the benefit of, or be distributable to, any director, officer, employee, or agent of the organization.

(e) If the organization dissolves, the balance of the money and property received by the organization, after payment of all of the debts and obligations of the organization, must be used, distributed, or transferred exclusively to an organization or organizations with a substantially similar purpose or purposes. The Board of the Directors will choose the specific organization or organizations to whom such a distribution will be made. No director, officer, employee, or agent of the organization, nor any private individual, will be entitled to any distribution or division of the remaining property or proceeds of the organization.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Application for membership shall be open to any current resident, business operator, or employee of an organization conducting business in the Commonwealth of Massachusetts that supports the purpose statement in Article I, Section 2. Membership is granted after submission of a completed membership application and annual dues.

Section 2 — Annual dues: The Board of Directors shall determine the amount required for annual dues. The Board of Directors reserves the right to modify dues as needed, based on a majority vote of the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 — Rights of members: Each member shall have access to member resources and benefits as defined by the Board of Directors.

Section 4 — Resignation and termination: Any member may resign by filing a written statement of resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Membership in the organization may be terminated by a majority vote of the Board of Directors.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held at least quarterly, at a time and place designated by the Board Chairperson.

Section 2 — Annual meetings: An annual meeting of the members shall take place in a month designed by the Chairperson. The specific date, time and designated location for said meeting will be designated by the Chairperson. At the annual meeting the members shall receive reports on the activities of the association, and provide feedback to the Board of Directors on the direction of the organization for the coming year.

Section 3 — Special meetings: The Chairperson, the Executive Committee, or a simple majority of the Board of Directors may call special meetings.

Section 4 — Notice of meetings: Notice of each meeting shall be given to each member, by electronic means or via the organization's website, not less than two weeks prior to the meeting.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board of Directors shall be responsible

for overall policy and direction of the organization, and shall delegate responsibility of day-to-day operations to the committees. The Board shall have up to 15, but no less than 9 voting members.

New members may be added to the Board of Directors by majority vote of the Board of Directors. The Board shall receive no compensation other than reimbursement of reasonable expenses.

Section 2 — Terms:

Each voting Director will serve either a one-year or two-year term. Class A and Class B Directors' terms will expire every two years. Class C Directors' terms will expire yearly. All Directors will be divided into three classes as nearly equal in number as is practicable in order to stagger the terms of Directors and achieve continuity of governance of the Council. The number of Directors in each class will be fixed as determined by the Board of Directors.

Directors are eligible for re-election in the same position for up to three consecutive terms. There is no limit to non-consecutive terms.

When mutually agreed upon, the Immediate Past Chair may serve as an ex-officio Board member for a one-year term with no voting privileges, with the option to renew for two additional one-year consecutive terms by majority vote of the Board of Directors.

Section 3 — Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and place. Each Board member shall be entitled to written notice, electronic or mail, of an official meeting at least two weeks prior to the meeting.

Section 4 — Board elections: The Board will be self-perpetuating in that the Board itself will nominate and elect new members, with the exception of ex-officio Board members. The current Directors will vote on the slate of Directors presented by the Nominating Committee.

Section 5 — Nominating Committee: A nominating committee, chaired by the Vice-Chairperson of the Board of Directors, and made up of at least one Board member and one Board Member at Large, will present a slate of nominees for the Board of Directors to serve new terms or to re-elect existing Board members.

Section 6 — Quorum: A quorum of at least forty percent of Board members is required for motions to pass.

Section 7 — Officers and Duties: The officers of the Board shall consist of the Chair, Vice-Chair, Secretary and Treasurer. Their duties are as follows:

The Chairperson shall convene regularly scheduled Board meetings, and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chairperson, Secretary, Treasurer. The presiding Chairperson shall have voting privileges at that meeting.

The Vice-Chairperson shall chair the Nominating Committee and committees on special subjects, as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. The treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members.

Section 8 — Vacancies: When a vacancy on the Board exists mid-term, the Nominating Committee shall use established Nominating Committee processes to fill the position. The candidate shall be presented and voted upon at a future Board meeting. The new member's term shall run only to the end of the vacant Board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. A Board member may be terminated from the Board due to excess absences, equivalent to more than 25% absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board members.

Section 11 — Special meetings: Special meetings of the Board shall be called upon the request of the Chairperson, or by vote of one-third of the Board. The secretary shall send notice of special meetings to each Board member at least two weeks prior to such special meeting.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The Board may create committees as needed. By way of illustration: fundraising, public relations, data collection. The Board shall vote on the appointment of all committee chairs.

Section 2 — Executive Committee: The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Organization and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board of Directors.

Section 3 — Finance Committee: The Treasurer shall serve as the chair of the Finance Committee, which shall include at least one other Board member selected by the Executive Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, assisting in the fundraising plans approved by the board, and the annual budget process. The Board must approve the budget and all expenditures must be within budget. The Executive Committee must approve any change in the budget. The fiscal year shall be the calendar year. Financial reports through the prior month, showing income, expenditures, and cash balance(s) for accounts used by the Council shall be submitted for review at each board meeting. Annual reports shall be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

Section 4 — Marketing and Communications Committee: The Marketing and Communications Committee shall be responsible for all member communications, and for marketing the

organization to the Massachusetts business community. The chair of the Marketing Committee shall be a member of the Board of Directors.

Section 5 — Programs Committee: The Programs Committee shall be responsible for establishing standards for meeting presentations that support the purpose of the organization, identifying qualified speakers, and handling all meeting logistics. The chair of the Programs Committee shall be a member of the Board of Directors.

Section 6 – Membership Committee: The Membership Committee is responsible for making recommendations to the Finance Committee and the Board of Directors on the annual membership and sponsorship dues and for identifying ways to recruit new members and sponsors. The Membership Committee shall work closely with the Marketing and Communications committee to actively promote membership in the organization.

ARTICLE VI — DIRECTOR AND STAFF

Section 1 — Executive Director: The Board of Directors may hire an Executive Director. The Executive Director shall carry out day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director shall attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description, as selected by the Board of Directors.

ARTICLE VII — CONFLICTS OF INTEREST

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE VIII — INDEMNIFICATION

Section 1 — Right to Indemnification. The Council shall indemnify and reimburse out of the corporate funds, any person (or the personal representative of any person) who at any time serves or shall have served as a director, officer, employee or other agent of the Council, or who serves or shall have served at the Council's request as a member, director, officer, employee or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he or she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceeding to which he or she is made a party by reason of such service, 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 Council or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. In effecting such indemnity and reimbursement, the Council may enter into such agreements and direct the officers of the Council to make such payment or payments and take such other action (including employment of counsel to defend against such

claims and liabilities) as may in its judgment be reasonably necessary or desirable. Such indemnifications or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

Section 2 — Indemnification in Advance of Final Disposition of Action. Indemnification of the persons specified in Section 6.1 may include payment by the Council of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to not be entitled to indemnification under this bylaw or under Section 6 of Chapter 180 of the General Laws of Massachusetts as the same may be amended (“Chapter 180”) and upon receipt of a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 1 of this Article and under Section 6C of Chapter 180.

Section 3 — Insurance. The Council shall purchase liability insurance for the indemnity specified herein to the fullest extent as determined from time to time by the Board of Directors of the Council.

ARTICLE IX — AMENDMENTS

Section 1 — Amendments: These Bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on May 30, 2017