

**BYLAWS**  
**OF**  
**PROGRESSIVE MASSACHUSETTS, INC.**

**ARTICLE 1**

**NAME**

1.1 **Name**

The name of this organization shall be Progressive Massachusetts, Inc.

**ARTICLE 2**

**MISSION**

2.1 **Purpose Statement**

**Progressive Massachusetts, Inc.** (“Progressive Massachusetts” or the “Corporation”) is organized exclusively for the purpose of promoting the common good and the general welfare within the meaning of Internal Revenue Code Section 501(c)(4) by advocating for public policy that promotes social, economic, and environmental justice. Progressive Massachusetts welcomes all progressives regardless of party affiliation.

2.2 **Aspiration Statement**

Progressive Massachusetts is a statewide, diverse grassroots organization built from the ground up by organizers and activists from across Massachusetts who seek to promote the general welfare by advancing public policy that promotes social, economic, and environmental justice.

**ARTICLE 3**

**MEMBERSHIP**

3.1 **Individual Membership.**

Progressive Massachusetts is a membership organization whose members all share Progressive Massachusetts’s mission and embrace the strategies used to achieve that mission.

Any individual living in Massachusetts who is 16 years old or over may join Progressive Massachusetts as a Member as long as they provide their mailing address and e-mail address for the purpose of receiving communications from Progressive

Massachusetts; agree to support the purpose, mission, and strategies of Progressive Massachusetts; and pay annual dues as provided in Article 4 of these Bylaws. Membership is subject to approval by the Board.

### 3.2 Membership Engagement.

Members will be encouraged, but not required, to form and/or join a Chapter pursuant to the provisions of Article 5 of these Bylaws and to be involved in activities sponsored by Progressive Massachusetts.

### 3.3 Membership Privileges.

All dues-paying Members will have the right to vote only on decisions required to be put before the Members pursuant to these Bylaws, the Articles of Organization, applicable law or otherwise put before the membership by the Board in its sole discretion (e.g., endorsements and Board selection).

### 3.4 Annual Meeting

An annual meeting of the Members shall be held in first quarter of each year, at which time the Members shall elect Directors and transact other business as may properly come before them.

### 3.5 Special Meetings

Special meetings of the Members may be called by the President or the Board. Special meetings of the Members shall also be called by the Clerk (or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer) upon the application of Members representing at least ten percent (10%) of the smallest quorum of Members required for a vote upon any matter at the annual meeting of the Members.

### 3.6 Notice of Meetings

A written notice of each meeting of the Members, stating the place, date, and time and the purposes of the meeting, shall be given at least five (5) days before the meeting to each Member entitled to vote at such meeting and to each other member who, by law, by the Articles of Organization, or by these Bylaws, is entitled to notice, if any, by leaving such notice with the member at his or her residence or usual place of business, or by mailing it, postage prepaid, addressed to such member at his or her address, or by e-mailing it so such member's e-mail address, as it appears in the records of the organization. Whenever notice of a

meeting is required, such notice need not be given to any Member if a written waiver of notice, executed by him or her (or by the Member's attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting.

3.7 Quorum.

For any decision of the Members, a quorum constitutes the lesser of fifty (50) or ten-percent 10% of the Members then in good standing and entitled to vote on any action proposed at the meeting shall constitute a quorum, except when a larger quorum is required by law, by the Articles of Organization, or by these Bylaws. Any meeting may be adjourned to such date or dates not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question at that meeting, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.8 Action by Vote.

Each Member shall have one vote. When a quorum is achieved, a majority of the votes properly cast by Members, present in person or by proxy, shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these Bylaws. For Endorsement Procedures, see Article 10 below.

3.9 Action by Writing.

Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

3.10 Proxies.

Every Member entitled to vote at any meeting or to express written consent without a meeting as herein provided may do so by proxy, defined as voting electronically or on paper, prior to the meeting. For this act of voting, "proxy" excludes authorizing another person or persons to vote on a Member's behalf. "Prior to" the meeting includes the time period from the announcement of the topic of the vote until the commencement of the meeting.

3.11 Resignations, and Removals.

Any Member may resign by giving written notice to the President or the Clerk. Any Member may be removed, with cause, by a vote of four-fifths (4/5) of the Board of Directors, after notice of the removal has been given to that Member with the specific purpose for removal stated, and with an opportunity to be heard provided.

3.12 Right to Governing Documents.

The Corporation shall make its articles of organization and bylaws available to any Member who requests such documents.

3.13 Members of Record Eligible to Vote

For the purpose of determining Members entitled to notice of or to vote at any meeting, or in order to make a determination of Members for any other proper purpose, the Board may provide that the Membership rolls shall be closed for a stated period of not more than seventy (70) days ending on the date on which the particular action requiring such determination of Members is to be taken. If the Membership rolls shall be closed for the purpose of determining Members entitled to notice of or to vote at a meeting of Members, such rolls shall be closed for at least ten (10) days immediately preceding such meeting. The record date for determining Members entitled to express consent in writing without a meeting, when no notice of meeting is mailed, shall be the day on which the first written consent is expressed.

**ARTICLE 4**

DUES

Members shall pay annual dues. There shall be a minimum dues payment, subject to change by the Board, of \$5.00, which must be paid in order to be a Member. Members who lapse will gain all the benefits of membership as soon as their funding is renewed.

**ARTICLE 5**

CHAPTERS

5.1 Chapter Organization

A Chapter is any group of members organized as Progressive Massachusetts and granted status as a chapter by the Board through a Board resolution and by a vote of 4/5ths of the Board. Chapters are geographically based (e.g., Progressive Massachusetts Arlington) and will be required to follow the organization's "Chapter Procedures Document" as such document may be created and amended from time to time by the Board. A Chapter may be decertified by a vote of 4/5ths of the Board.

5.2 Chapter Autonomy

Subject to the rules and procedures set forth in the "Chapter Procedures Document," Chapters will have autonomy to work on local candidate races and/or issues as consistent with the mission and values of Progressive Massachusetts completely separate from the state-wide electoral and/or issue priorities of Progressive Massachusetts but must inform the Board about those activities.

Chapters must commit to devoting at least half of their work to support for Progressive Massachusetts endorsed candidates and/or issues.

In some rare instances, a local Chapter may decide to work on an issue/candidate campaign that, in the view of the Board, is inconsistent with the mission and values of Progressive Massachusetts. In this case, by a vote of 2/3 of the Board, the Chapter will be asked not to use the name Progressive Massachusetts in any way associated with that issue/campaign.

## **ARTICLE 6**

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## **ARTICLE 7**

### **BOARD OF DIRECTORS**

#### **7.1 Election of the Board of Directors**

Progressive Massachusetts shall have a Board of Directors (the “Board”) consisting of up to 13 members and no less than 7 members (each such member, a “Director”). All such Directors must be also members of the Corporation.

The initial seven (7) Directors as of the date of these Bylaws are named in the attached Exhibit A and shall serve a two-year term ending on the second annual meeting after the date of these Bylaws. At the next annual meeting after the date of these Bylaws, up to an additional six (6) Directors shall be elected to serve a two-year term, thereby establishing staggered elections whereby only approximately half of the Directors are up for re-election each year.

The Board may designate eligibility requirements for up to 50% of the Director positions for areas such as specific necessary skills; chapter leadership; diversity, equity, and inclusion; or other characteristics, traits, or requirements that the Board may determine from time to time.

Members can choose to nominate themselves for the Board, and the Board can choose to nominate candidates. Whether self-nominated or Board-nominated, each candidate is required to gather at least ten (10) signatures from members of Progressive Massachusetts willing to show support of the candidate to become a Board member. All nominations shall be due to the Clerk at least thirty (30) days prior to the date of the Annual Meeting.

Members shall be eligible to vote for as many candidates as there are open positions. For instance, by way of example only, if there are four open positions and eight nominated candidates to fill those positions, Members may vote for up to four candidates. If the number of candidates does not exceed the number of open Board positions, those candidates will be deemed elected upon receiving the vote of a majority of members voting. If the number of candidates exceeds the number of

open Board positions, the candidates with the most votes will be deemed elected up to the number of available open Board positions.

State and county officials in elected or appointed office, candidates for state or county office, staff of such candidates or officials, immediate family members of such candidates or officials, and staff of the Corporation are ineligible to serve on the Board.

## 7.2 Term of Office

Directors shall serve for two years and may serve for up to three consecutive terms.

A Director shall serve from the time of his or her election until the annual meeting of the Members during the year in which the Director's term expires and until his or her successor is elected and qualified.

Directors who serve the maximum three 2-year terms (6 years total) are eligible for nomination again after 1 year off the Board.

## 7.3 Power and Duties of the Directors

The Board shall have and may exercise all of the powers of the Corporation except those powers reserved hereunder to the Members, and the Directors shall be expected to fulfill the following duties:

To consider and facilitate policy directions for Progressive Massachusetts in accordance with the purposes of these Bylaws and to direct and assure a program necessary to carry out these purposes;

To oversee and assure compliance of all programs with financial and/or other reporting required by funding sources and state, local, and federal agencies;

To establish Committees as the need may arise, which Committees shall report to and exist at the pleasure of the Board, shall have only the powers specifically granted by the Board, and shall not have the power to bind the Board. Committees may include Members who are not Directors;

To hire and dismiss staff;

To advance the financial well-being of Progressive Massachusetts by paying their own dues and encouraging other dues and donations;

To contribute their talents, expertise, and resources to help advance the mission of Progressive Massachusetts;

To participate in at least three-quarters of any Board meetings held in a calendar year and participate in two-thirds of all other communication efforts and meetings required of the Board; and

To regularly participate in the activities of Progressive Massachusetts.

7.4 Committees.

The Board of Directors may, by vote of a majority of the Directors then in office, elect or appoint one or more Committees and delegate to any such Committee or Committees that consist solely of Directors any or all of the powers of the Board of Directors, except those which by law, by the Articles of Organization or by these Bylaws they are prohibited from delegating. Unless the Board of Directors otherwise determines, the Executive Committee (as defined in paragraph 8.1) shall have all of the powers of the Board of Directors during intervals between meetings of the Directors, except for the powers specified in Section 55 of Chapter 156B of the General Laws of Massachusetts. Unless the Board of Directors otherwise designates, committees shall conduct their affairs as nearly as may be in the same manner as is provided in these Bylaws for the Board of Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.

7.5 Regular Meetings.

There shall be an annual meeting of the Board of Directors which shall take place within thirty days of the annual election of the Board of Directors. Other regular meetings of the Board of Directors may be held at such places and at such times as the Board of Directors may determine.

7.6 Special Meetings.

Special meetings of the Board of Directors may be held at any time and at any place when called by the President of the Board of Directors or by two or more Directors.

7.7 Notice of Meetings.

Notice of the time and place of any special meeting of the Board of Directors shall be given to each Director by mail, telephone, electronic mail (e-mail), or word of mouth at least forty-eight (48) hours prior to such meeting. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization, or these Bylaws.

7.8 Quorum.

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

7.9 Action by Vote.

When a quorum is present at any meeting of the Board of Directors, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

7.10 Action by Writing.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing or electronic communication capable of being reduced to a written record and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

7.11 Presence Through Communications Equipment.

Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting of the Board of Directors by means of a conference telephone, video conferencing, or similar communications equipment by means of which all persons participating in the meeting can hear one another at the same time, and participation by such means shall constitute presence in person at a meeting.

7.12 Vacancies, Resignations, and Removals

Any Director may resign by giving written notice to the President or the Clerk. Any Director may be removed, with cause, by a vote of four-fifths (4/5) of the Board of Directors, after notice of the removal has been given to that Board member with the specific purpose for removal stated and an opportunity to be heard has been provided. In the case of a resignation or vacancy, the Board can appoint an interim Director until the next annual election.

## **ARTICLE 8**

### **OFFICERS OF THE BOARD**

8.1 Election of Officers

The officers of Progressive Massachusetts shall be chosen by the Board



from the members of the Board of Directors and shall include a President, a Vice President, a Clerk, and a Treasurer at the annual meeting of the Board. These officers shall be chosen by a majority vote of the Board and shall serve for a term of one (1) year and until their successors are elected and qualified. Officers may be elected for two consecutive terms. Said officers shall be known as the Executive Committee.

## 8.2 Powers and Duties

8.2.1 President: The President shall have primary responsibility to ensure that meetings are held, that they are properly conducted, and that the business of the Corporation conforms to law and to these Bylaws.

8.2.2 Vice President: The Vice-President shall have the responsibility to ensure that meetings are held, that they are properly conducted, and that the business of the Corporation conforms to law and to these Bylaws should the President be unable to do so.

8.2.3 Clerk: The Clerk will ensure that a true record of all meetings of the Board of Directors is kept. The Clerk will ensure that Members and Directors are properly informed about the time and place of meetings.

8.2.4 Treasurer: The Treasurer shall have general charge of the Corporation's financial affairs, under the direction of the Board. The Treasurer shall report the financial condition of Progressive Massachusetts to the Board at least quarterly, and at such other times as the Board may request.

## 8.3 Officer Vacancies, Resignations, and Removals

Any officer may resign by giving written notice to the President or the Clerk. Any officer may be removed, with cause, by a vote of three-fifths (3/5) of the Board of Directors, after notice of the removal has been given to that officer with the specific purpose for removal stated. In the case of a resignation or vacancy, a successor will be elected by the Board of Directors for the remaining unexpired term of said officer.

## **ARTICLE 9**

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## **ARTICLE 10**

### ENDORSEMENT PROCEDURES

Endorsement decisions will be made by the Members of the organization. This applies to the selection of issues, determination of positions, and endorsement of candidates.

Committees of the Board, as established pursuant to paragraph 7.4 above, will be designated to do the work to properly communicate and prepare the membership for endorsement. As an example, an Issues Committee may be established by the Board to work on processes for educating and communicating progressive issues and/or positions to the membership for decision-making, and/or an Elections Committee may be established to update and administer any candidate questionnaires and will communicate candidate answers to the membership for endorsement.

## **ARTICLE 11**

### **CHECKS, CONTRACTS AND OTHER INSTRUMENTS**

#### **11.1 Checks, Contracts and other Instruments**

All checks drawn on bank accounts of Progressive Massachusetts, Inc., shall be signed on its behalf by the President or the Treasurer of the Corporation, or by such officers or staff persons as the Board may designate.

12.2 The Board may authorize any officer in the name of or on behalf of Progressive Massachusetts to enter into any contract or execute under corporate seal and deliver any deed, note, or other instrument, and such authority may be general or confined to specific instances. Unless so authorized, no officer shall have the power or authority to bind the Corporation by any such contract or instrument or to render it financially liable for any purpose or to any amount.

## **ARTICLE 12**

### **CONFLICT OF INTEREST**

#### **12.1 Conflict of Interest**

Progressive Massachusetts may enter into a contract or other transaction with any member or officer of Progressive Massachusetts or any corporation, firm, or association of which s/he may be a director, officer, stockholder, or be a party to or have an interest in, pecuniary or otherwise, provided that the nature and extent of his/her interest was fully disclosed to the entire Board before acting on such contract or transaction, that the Board determines such contract or transaction is in the best interest of Progressive Massachusetts after the disclosure, and that no fraud was present.

#### **12.2 Approval of Any Conflict**

Any Director of Progressive Massachusetts, officer, stockholder, or member of any corporation, firm, or association with which Progressive Massachusetts

proposes to contract or transact any business, or who has a direct or indirect interest, pecuniary or otherwise, in any such contract or transaction, may not participate in the vote to authorize any such contract or transaction, except in the case of any contract or transaction between Progressive Massachusetts and any other corporation controlling, controlled by, or under common control with Progressive Massachusetts.

### 12.3 Annual Disclosure

On an annual basis, Directors shall complete and sign an acknowledgement and disclosure form regarding any conflict of interest.

## **ARTICLE 13**

### **INDEMNIFICATION OF DIRECTORS**

#### 13.1 Indemnification of Directors

Progressive Massachusetts shall indemnify any and all persons who may serve as Directors against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such Directors in connection with any legal proceeding in which they may become involved, by reason of their having acted on behalf of Progressive Massachusetts in any activity authorized by Progressive Massachusetts. Such indemnification shall include payment by Progressive Massachusetts of expenses incurred in defending a civil or criminal action or proceeding, upon receipt of an understanding by the person indemnified to repay such payment if s/he shall be adjudicated not to have acted in good faith in the reasonable belief that his/her action was in the best interests of Progressive Massachusetts. The term "Directors" as used herein shall include the heirs, executors, and administrators of such Directors. The foregoing right of indemnification shall be in addition to, and not exclusive of all other rights to which such Directors may be entitled.

#### 13.2 Indemnification of Others

Indemnification of other employees or agents of Progressive Massachusetts may be provided to the extent authorized by the Directors, subject to the same limitation with respect to good faith as is herein imposed on the indemnification of the Directors.

#### 13.3 Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, 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 Corporation

would have the power to indemnify him or her against such liability under the provisions of this Article 13.

13.4 Certain Limitations on Indemnification

In no case shall the Corporation indemnify or reimburse any person (a) for any taxes on such individual under Chapter 42 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended (the "Code"), or under the comparable or corresponding provisions of any future United States internal revenue laws; (b) for any breach of the director's or officer's duty of loyalty to the Corporation or its members; (c) for any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; or (d) for any transaction from which the director, officer, or both, derived an improper personal benefit.

13.5 Indemnification from Other Sources

The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, or other enterprise.

**ARTICLE 14**

**BOOKS, RECORDS, AND ACCOUNTING**

14.1 Books and Record

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

14.2 Fiscal Year

The fiscal year of the Corporation shall be January 1 to December 31 but may be changed by resolution of the Board.

14.3 Annual Financial Statements

Complete financial statements shall be presented to and reviewed by the Board after the close of each fiscal year. Complete financial statements, accompanied by an audit report of an independent certified public accountant when required by law, shall be presented to and reviewed by the Board after the close of each fiscal year.

**ARTICLE 15**  
**AMENDMENTS**

15.1 Amendments

These Bylaws may be amended by the affirmative vote of four-fifths (4/5) of the members of the Board of Directors present and voting at any meeting of the Board, provided that notice of the substance of the proposed amendment is given in the notice of that meeting. Such notice must be given at least two (2) weeks prior to the meeting.

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