**NON-PROFIT BYLAWS**

**OF**

**EQUUAL ACCESS INCORPORATED**

**PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Massachusetts and the Articles of Incorporation of EqUUal Access Incorporated. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Massachusetts, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Organization, it shall then be these Bylaws which shall be controlling.

**ARTICLE 1 – NAME**

The legal name of the Non-Profit Organization shall be known as EqUUal Access Incorporated, and shall herein be referred to as the "Organization."

**ARTICLE 2 – PURPOSE**

The general purposes for which this Organization has been established are as follows:

The purpose for which the Non-Profit Organization is formed is set forth in the attached Articles of Organization. EqUUal Access is closely connected to UUism and supports the disabled UU community while advancing disability justice and countering ableism. To achieve these purposes the organization will establish and maintain mechanisms to engage, support, and communicate with disabled UUs, including the receipt of input and guidance on the activities and priorities of the Organization.

The Organization is established within the meaning of IRS Publication 557 Section 501(c) (3)Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for/to Unitarian Universalist disability justice advocacy, education and support..

In addition, this Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Massachusetts and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Organization. At no time and in no event shall the Organization participate in any activities which have not been permitted to be carried out by a Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

**ARTICLE 3 – OFFICES**

The principal office of the Organization shall be located in the Commonwealth of Massachusetts at a location determined by the Board of Directors.

The Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Organization may find a need for, from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

**ARTICLE 4 – DEDICATION OF ASSETS**

The properties and assets of the Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this

Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Organization. On liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and paid over to the Unitarian Universalist Association for its use in disability justice and related work.

**ARTICLE 5 – BOARD OF DIRECTORS**

***General Powers and Responsibilities***

The Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Massachusetts. The Board shall establish policies and directives governing business and programs of the Organization. They may appoint an Executive Director and delegate to the Executive Director and any Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

***Number and Qualifications***

The Board shall have up to 9 members, but no fewer than three (3) Board members. The number of Board members may be increased beyond 9 members by the affirmative vote of a two-thirds majority of the then-serving Board of Directors. A Board member need not be a resident of the State of Massachusetts.

At least 51% of the Board shall identify as disabled.

***Board Compensation***

The Board shall receive no compensation other than for reasonable expenses.

***Board Elections***

The Governance Committee, if created, shall present nominations for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a two-thirds majority of those Board members at a Board meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another committee created for that purpose or upon the

Board of Directors.

***Term of Board***

All appointments to the Board shall be for a term of 2 year(s). No person shall serve more than 4 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 1 additional year(s). No person shall serve more than 9 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 2 years have passed since the conclusion of such Board member's service.

***Vacancies***

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

a) The death, resignation, or removal of any director;

b) The declaration by resolution of the Board of a vacancy in the office of a director who by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director or who has ceased to participate in Board of Directors business.

c) An increase in the authorized number of directors; or

d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting.

Any vacancy on the Board may be filled by a two-thirds majority of the directors then in office. A Board member elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

***Resignation***

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

***Removal***

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative of a two-thirds majority of then-serving Board members.

***Meetings***

The Board's regular meetings may be held at such time and place as shall be determined by the Board. A “place” may be a virtual or physical place. The Chair of the Board or any 3 regular Board members may call a special meeting of the Board with 7 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery or electronic mail or any customary communications means which is used by the board. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

***Minutes***

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting.

***Action by Written Consent***

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed, including by electronic communications, by all Board members.

The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minutes of the Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting.

***Quorum***

At each meeting of the Board of Directors or Board Committees, the presence of a majority of the directors shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting they are present via telephone or web conferencing with the other Board members participating in the meeting.

***Voting***

Each Board member shall only have one vote.

***Proxy***

Members of the Board shall not be allowed to vote by written proxy.

**ARTICLE 6 – OFFICERS**

***Officers and Duties***

The Board shall elect officers of the Organization. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers within the Board will be selected from among directors by the Board at its annual meeting. Any resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed Bylaws for regular appointments to such office.

***Chair of the Board***

It shall be the responsibility of the Chair of the Board, when present, to lead meetings of the Board of Directors; this responsibility may be delegated to another director. The Chair of the Board is authorized to execute, in the name of the Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Organization.

***Executive Director***

An Executive Director (defined as one or more person) may be employed by the Board of Directors, shall report to the Chair and Board of Directors, and shall be an ex-officio member of the Board of Directors. The Executive Director shall perform and supervise all the tasks of the day-to-day operations of the organization’s activities, perform and supervise such other duties as shall, from time to time, be required by the Board of Directors, and serve as an ex-officio member of all committees without vote.

***Secretary***

The Secretary, or their designee, shall be the custodian of all records and documents of the Organization.

***Treasurer***

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Organization, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Organization.

**ARTICLE 7 – COMMITTEES**

***Committees of Directors***

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least one (1) director, and may also include persons who are not on the Board but whom the directors believe to be reliable and qualified to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The appointment of members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees or other working groups that do not have the authority of the Board and that do not need to include any Board directors.

***Meetings and Actions of Committees***

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 - Committees of these Bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and provided to the Secretary of the Board.

**ARTICLE 8 - STANDARD OF CARE**

***General***

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

a) One or more officers or employees of the Organization whom the director deems to be reliable and competent in the matters presented;

b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or

c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, are dedicated.

***Loans***

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Massachusetts Attorney General; provided, however, that the Organization may advance money to a director or officer of the Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

***Conflict of Interest***

The Board shall establish a Conflict of Interest Policy. The purpose of the Conflict of Interest policy for the EqUUal Access Organization is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This shall include but not be limited to conflicts between their personal and professional interests and their duties to the organization.This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

***Acknowledgement of Conflict of Interest Policy***

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

a) Has received a copy of the conflict of interest policy;

b) Has read and understands the policy;

c) Has agreed to comply with the policy; and

d) Understands that the Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

***Indemnification***

To the fullest extent permitted by law, the Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation

Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

**ARTICLE 9 – EXECUTION OF CORPORATE INSTRUMENTS**

***Execution of Corporate Instruments***

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Organization shall be executed, signed, and/or endorsed by the Chairperson, Secretary, or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

***Loans and Contracts***

No loans shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors.

Without the express and specific authorization of the Board, no officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

**ARTICLE 10 – RECORDS AND REPORTS**

The Organization shall create procedures for maintenance and inspection of all corporate records.

**ARTICLE 11 – FISCAL YEAR**

The fiscal year for this Organization shall end on June 30.

**ARTICLE 12 – AMENDMENTS AND REVISONS**

These bylaws may be adopted, amended, or repealed by a two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of at least two weeks of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws.

**ARTICLE 13 – CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

**CERTIFICATE OF SECRETARY**

I, Barbara F. Meyers, certify that I am the current Secretary of the Organization, and the above bylaws are the bylaws of this Organization as adopted at the EqUUal Access annual meeting on June 26, 2022, and that they have not been amended or modified since the above.

***EXECUTED*** on this day of \_27 June 2022\_\_\_, in the County of \_Suffolk\_ in the State of Massachusetts.

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(Duly Elected Secretary)