

Polus Center for Social & Economic Development, Inc.

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CORPORATION BY-LAWS

ARTICLE I
Name and Objectives

Section 1. Name: This Corporation shall be called Polus Center for Social and Economic Development, Inc.

Section 2. Objectives: The purpose and objectives of the Corporation include, but are not limited to:

- providing services to individuals with disabilities in order to assist them in leading meaningful and productive lives within the community;
- improving the quality of life for people with disabilities by giving them opportunity and support to enjoy full participation as productive members within their communities;
- administering community programs to individuals with disabilities, including comprehensive programs to assess, develop and implement individualized service and other plans for social, vocational, personal, and developmental needs of those we serve ;
- selecting and developing residential sites to meet the needs of the individuals being served;
- providing safe, affordable, living environments for disabled persons who wish to reside in houses/apartments;
- operating for such Rehabilitative and Educational purposes and will qualify it as an exempt organization under Internal Revenue law;
- And such other purposes as the Board may from time to time decide are incidental or related to the purposes and objectives stated herein.

The Polus Center for Social and Economic Development shall from time to time extend the planning and provision of services to the disabled internationally. The Polus Center Board of Directors may, by majority vote, establish branches or affiliates in other states and in other countries.

ARTICLE II

Location

The principal office of the corporation shall be located at 134 High St., Clinton MA, Worcester County, Commonwealth of Massachusetts, or at such address as the Board of Directors may from time to time select.

ARTICLE III

Membership

Section 1. Membership of the Corporation shall consist of the Officers; the Board of Directors, and the members of any committee or Board created by the Board of Directors. The corporation shall endeavor to maintain a membership in which the following areas of expertise are represented: medical and health care, clergy, social services, legal, financial, public relations and a cross section of other volunteer community interests.

Section 2. The Board of Directors shall be composed of at least nine (9) members.

Section 3. The rights, privileges and duties of every member of the Corporation shall be personal and not transferable; however, the members of the Corporation shall be permitted to exercise their rights and privileges by means of a proxy. Exercise of rights and privileges by means of a proxy shall only be done through another Board member, and shall be in writing.

Section 4. Every Officer and Board Member of the Corporation shall be subject to its by-laws, including any amendments and additions that maybe thereto from time to time.

Section 5. No Board Member shall be subject to fees or assessments without his or her consent.

ARTICLE IV

Officers, Executive and Other Committee

Section 1. The Officers of the Corporation shall be the President, Vice-President, Treasurer, and Clerk/Secretary who shall be members of the Board of Directors.

Officers shall be elected every 3 years at the annual meeting, by a majority vote of the Board of Directors. Recruitment of Board members shall be staggered in order to avoid excessive Board turnover within a one year period.

Section 2. The President, Vice-President and Chief Executive Officer shall constitute the Executive Committee. The role of the Executive Committee shall be:

- (1) to act for the board in a bona fide emergency between board meetings when a decision must be made and there is insufficient time in which to gather a full board;
- (2) to establish ad hoc, standing or other committees as it, or the board, shall deem necessary to accomplish the objectives of the Corporation;
- (3) To appoint such committee chairs and members as are needed to adequately staff the various committees subject to board ratification.
- (4) To set the agenda for board meetings.

The role of the Executive Committee shall be limited as set forth herein, unless the Board shall decide or authorize otherwise.

Section 3. The standing committees of the Board of Directors shall consist of the following: Membership, Finance, Fundraising, and Audit, and other committees and task forces as the Board may from time to time decide services the objectives of the Corporation.

Section 4. The duties of the various standing committees shall be as follows:

- A) Membership – The committee shall insure that all positions on the Board of Directors, are occupied at all times, and that a variety of geographical and professional expertise is represented on the Board. The Committee shall be responsible for nominating members and other individuals to serve as Officers and Board Members.
- B) Finance & Audit– The committee shall consult with and assist the Executive Director and Treasurer in the periodic review of expenditure reports, budgets, the annual auditor’s report, and any major purchases, sales and investments of various corporate assets. The committee shall meet annually to appoint the audit firm for the Corporation, review audit findings and make recommendations to the board and Executive Director based on this review. It shall consist of the President of the Board and one or more members. If deemed appropriate, non-board members may serve on this annual committee meeting regarding the audit.
- C) Fund Raising – The committee of one or more board members shall assist staff in developing a fundraising strategy, to possibly include planning, organizing and implementing at least one major fund raising events annually on behalf of the corporation.

Article V
Duties of the Chief Executive Director

Section 1. The Chief Executive Director is .the Executive Officer of the Corporation and shall have the duties of the management of all financial and administrative business of the Corporation, shall develop and carry out its policies, shall formulate its proposals, shall establish the budget, shall authorize all expenditures, and shall have the power to employ and compensate such persons as he/she may consider necessary to enable to Corporation to perform its objectives in an efficient manner, and to conduct the affairs of the corporation on a daily basis.

Section 2. The Executive Director is empowered to sign documents and perform other administrative functions on behalf of the Corporation as authorized by the President. He may delegate signatory authority to select persons (such as the Chief Operating Officer or Finance & Administration Director) only with written approval from the President.

Section 3. The Board shall execute a contract of employment with the Executive Director on an annual basis unless the Board decides that a longer or shorter period of contract better served the purposes and objectives of the Corporation. Unless the termination date of the Executive Director's contract occur on other than the occurrence of the Annual Meeting, the board shall execute a contract of employment with the Executive Director on the date of its Annual Meeting.

Article VI
Duties of Officers

Section 1. The President is empowered to sign documents and perform other administrative functions on behalf of the Corporation.

Section 2. The President or his/her designee shall preside at all Board meetings, shall be an ex-officio member of all committees, and shall have general supervision over all activities of the Corporation incidental to the Officer of President.

Section 3. The Vice-President is empowered to take the place of the President in the absence of the President and shall perform such other duties as may be assigned from time to time by the Board of Directors or the President.

Section 4. The Treasurer shall be responsible for leading the Finance Committee and reviewing the organization's annual budget and presenting this proposed budget to the Board for consideration. The Treasurer shall perform other duties as may be assigned by the president and shall have general supervision over all activities of the Corporation incident to the Office of Treasurer.

Section 5. The Clerk shall maintain records and minutes of all board meetings, keep attendance at board meetings, and file Corporation reports with the appropriate

government offices as needed. The Clerk has the authority to sign documents on the Corporation's behalf upon request from the Executive Director and/or President.

Section 6. The Board of Directors shall serve as an advisory Committee to the President and may provide specific recommendations concerning the Corporation. They shall attend the meetings of the Corporation and promote the general welfare of the Corporation throughout the year.

Section 7. In the event of prolonged unavailability of disability of any board member, the President shall have the power to declare the position vacant, and to fill the vacancy as in the case of resignation.

Article VII Meetings and Fiscal Year

Section 1. The Annual Meeting of the Corporation shall be held annually on such a date and at such a place as the President shall determine.

Section 2. A special meeting of the Corporation may be called at anytime and place at the discretion of the President. Participation in special meetings can be done through means other than face to face. From time to time when deemed necessary to decide time-sensitive issues, votes may be collected via electronic means. These votes will be noted in the next board meeting minutes.

Section 3. The fiscal year of the Corporation shall, unless otherwise decided by the President, end on June 30th of each year.

Section 4. The Board of Directors shall meet at least six (6) times per year or at any other time the President shall deem necessary from time to time.

Section 5. The following shall constitute a quorum at Board of Directors: five (5) members. The following shall constitute a quorum at committee meetings: a simple majority of the members of the Committee.

Section 6. Notices of the meetings of the Board of Directors shall be prepared under the direction of the President, Clerk/Secretary and Executive Director and shall be delivered to members five (5) days before the time of any such meeting. All notices and meetings shall state the time, place and agenda thereof.

Article VIII Terms of office

Section 1. Each board member will be elected to a 3-year term. If nominated by the Membership Committee and duly elected by the board, members may serve for unlimited successive terms. Nominations will be based on the needs of the corporation; past performance and contribution; board diversity; and the ability to meet the duties and obligations of board membership. Elected members are expected to serve out their full terms.

Section 2. Election of Officers take place every three years at the Annual Board Meeting, and Officers shall be limited to serving no more than one three-year term in any respective Office, unless majority of the Board shall decide that a longer or shorter term better serves the purpose and objectives of the Corporation.

Section 3. At least three months prior to the term expiration of various Officers and Board Members, the Membership Committee shall commence the process of nominating successor Officers and Board Members.

Section 4. Attendance requirements shall be that three (3) consecutive absences from regular meetings without excuse shall constitute resignation. Excused absences can only be approved by the President of the Board or from time to time his/her designee.

Article X Personal Liability

Section 1. Neither the Executive Director nor any member of the Board of Directors, including the Officers thereof, shall be liable to the Corporation or to any members hereof for an act or omission of the Executive Officer or any Board Member or Officer or be held personally liable in connection with the affairs of the Corporation except only liability arising out of his/her own willful or wanton misconduct, bad faith, or reckless disregard of duty to the Corporation or its members.

Neither the Executive Director nor any Board member or Officer shall be personally liable for any debt, claim, demand, judgment, decree, liability or obligation of any kind of, against, or with respect to the Corporation or arising out of any action taken or omitted for or on behalf of the Corporation, and the Corporation shall be solely liable therefore and resort shall be had exclusively to the Corporation property for the payment or performance thereof Each Executive Director, Board member, or Officer shall be entitled to full indemnity and full reimbursement including, with out limitation, fees and dismemberments of counsel, if, contrary to the provisions hereof, such Board members, executive Officer or Member shall be held personally liable.

The Executive Director each Board member or Officer and their respective legal representatives shall be indemnified by the Corporation against all liabilities and expenses, including judgments, fines, penalties, amounts paid in settlement and counsel fees, incurred in reasonable settlement of any action, suit or proceedings to which such Board member, Officer or Executive Director for their respective legal representatives, may be made a party or otherwise involved by reason of his/her/its own willful or wanton misconduct, bad faith, or reckless disregard of duty to the Corporation. Said right of indemnification shall be in addition to any other rights to with such Board member, Officer or may be lawfully grated to him/her/it.

Article XI Amendments

Section 1. These by-laws may be altered, amended or repealed, provided that nothing herein shall prevent the payment in good faith of remuneration to any employee of the Corporation, or to any other persons, in return for any services rendered to the Corporation. The Corporation shall not lend any of its funds, make its services available to, buy property from, sell property to, or engage in any other transaction with any Officer or Board Member other than in the ordinary course of conducting the Corporation's regular business.

Section 2. In the event of dissolution of the Corporation, all outstanding debts and liabilities shall be satisfied. If after satisfaction of all debts and liabilities, there remains any property whatsoever, of any kind, the same shall be paid or distributed to one with purposes and objectives similar to those of the Corporation.

Section 3. Proposed amendments to or changes in the Constitution and by- laws must be submitted to, and approved by the Board and shall be circulated among all members prior to a Board vote.