

# Massachusetts Commission On The Status Of Women BYLAWS

Amended June 16, 2022

<b>PREAMBLE</b>
The Massachusetts Commission on the Status of Women (the “Commission”) is established as an independent agency by Section 66 of Chapter 3 of the General Laws of Massachusetts (the “Enabling Act”). Pursuant to Clause (e) of Subsection 4 of said Section 66 the Commission has adopted the following bylaws for its internal governance.
<b>ARTICLE I—NAME</b>
The name of this organization shall be the Massachusetts Commission on the Status of Women.
<b>ARTICLE II—PURPOSE</b>
The purpose of the Commission shall be to advance women and girls toward full equity in all areas of life and to promote rights and opportunities for all women and girls. The mission of the Commission is to provide a permanent, effective voice for women and girls across Massachusetts. The Commission stands for fundamental freedoms, basic human rights and the full enjoyment of life for all women and girls throughout their lives. The Commission has the following statutory responsibilities under the Enabling Act:
a) Study, review and report on the status of women in the commonwealth;
b) Inform leaders of business, education, health care, state and local governments and the communications media of issues pertaining to women;
c) Serve as a liaison between government and private interest groups concerned with issues affecting women;
d) Serve as a clearinghouse for information on issues pertaining to women;
e) Identify and recommend qualified women for appointive positions at all levels of government, including boards and Commissions, as the Commission deems necessary and appropriate;
f) Advise executive and legislative bodies on the effect on women of proposed legislation, as the Commission deems necessary and appropriate; and
g) Promote and facilitate collaboration among local women’s Commissions and among women’s organizations in the state, as the Commission deems necessary and appropriate.

<b>ARTICLE III—REPORTING REQUIREMENTS</b>
The Enabling Act directs that the Commission shall annually, on or before June 2, report the results of its findings and activities of the preceding year and its recommendations to the Governor and to the clerks of the Senate and House of Representatives.
<b>ARTICLE IV—POWERS OF THE COMMISSION</b>
Pursuant to the Enabling Act, the powers of the Commission shall include but not be limited to the following:
a) To advise and submit recommendations and policies to the governor, legislature, agencies, and officers of the state and local subdivisions of government on issues relating to women;
b) To collaborate with concerned organizations, groups and state departments on issues of common concern using such voluntary and uncompensated services of private individuals, as may be needed;
c) To select an Executive Director and to acquire adequate staff to perform its duties, subject to appropriation;
d) To establish and maintain such offices as it may deem necessary, subject to appropriation;
e) To enact bylaws for its own governance;
f) To hold regular, public meetings and to hold fact-finding hearings and other public forums as it may deem necessary;
g) To solicit outside funding opportunities in support of the Commission’s mission; and
h) The Commission may request from all state agencies such information and assistance as the Commission may require.
<b>ARTICLE V—MEMBERS</b>
<b>SECTION 1. MAKE-UP OF THE COMMISSION’S MEMBERSHIP</b>
Pursuant to the Enabling Act, the Commission shall consist of nineteen members appointed as follows:
a) Five persons appointed by the Governor;
b) Four persons appointed by the Speaker of the House of Representatives;
c) Four persons appointed by the President of the Senate; and
d) Six persons appointed by the Caucus of Women Legislators or its successor organization.

<b>SECTION 2. DIVERSITY</b>
Pursuant to the Enabling Act, members of the Commission shall be drawn from diverse racial, ethnic, religious, age, sexual orientation, and socio-economic backgrounds from throughout the Commonwealth and shall have had experience working toward the improvement of the status of women in society.
<b>SECTION 3. APPLICABILITY OF STATE CONFLICT OF INTEREST LAW</b>
Members shall be subject to the provisions of chapter 268A of the General Laws as they apply to special state employees.
<b>SECTION 4. TERMS OF OFFICE</b>
A Member shall serve a term of three years duration and until her successor is appointed.
<b>SECTION 5. VACANCIES</b>
Any Commissioner may resign by delivering her written resignation to the Commission at its principal office or to the Chair of the Commission. The original appointing authority will be notified and requested to fill the vacancy with a new Commissioner for the balance of the unexpired term.
<b>SECTION 6. APPOINTMENTS</b>
Pursuant to the Enabling Act, appointments shall be made in consultation with women's organizations. <b>Nominations shall be solicited between August 1 and September 16</b> each year through an open application process using a uniform application that is widely distributed throughout the state.
<b>ARTICLE VI—FINANCES</b>
<b>SECTION 1. FISCAL YEAR</b>
The fiscal year of the Commission shall be July 1 through June 30.
<b>SECTION 2. FUNDING</b>
The Commission may accept and solicit funds, including any gifts, donations, grants, or bequests, or any federal funds for any of the purposes of the enabling legislation.
<b>SECTION 3. ACCOUNTS</b>
Such funds shall be deposited in a separate account with the state Treasurer, be received by said Treasurer on behalf of the Commonwealth and expended by the Commission in accordance with the law and the donor's or grantor's intent.

<b>ARTICLE VII—COMPENSATION AND LIABILITY</b>
<b>SECTION 1. COMPENSATION</b>
The members of the Commission shall receive no compensation for their services, but shall be reimbursed for any usual and customary expenses incurred in the performance of their duties.
<b>SECTION 2. LIABILITY</b>
No Commissioner shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this Commission shall look to the assets of this Commission for payment.
<b>ARTICLE VIII—OFFICERS</b>
<b>SECTION 1. OFFICERS</b>
The Commission shall elect from among its members a Chair, a Vice-Chair, a Treasurer, a Secretary, and any other officers it deems necessary. Only members of the Commission shall be eligible for nomination and election as officers of the Commission. If an officer of this Commission shall, during her term of office, no longer be a member of the Commission, she shall automatically cease to be an officer of the Commission.
<b>SECTION 2. ELECTION OF OFFICERS</b>
Officers shall be elected annually, at the last meeting of the fiscal year.
<b>SECTION 3. OFFICERS' TERM OF OFFICE</b>
The elected officers shall serve for a term of one year. The elected officers shall not serve more than two successive terms in any particular office.
<b>SECTION 4. OFFICER VACANCIES</b>
A vacancy in the Chair's office shall be filled until the next annual election by the Vice-Chair. Upon the Vice-Chair filling the office of the Chair, the Vice-Chair's office becomes vacant. All other vacancies, including a vacancy in the office of the Vice-Chair, shall be filled by a majority vote of the members of the Commission.
In the event the Chair and Vice-Chair are both unable to preside, a quorum of the Commission shall elect a temporary Chair.
<b>ARTICLE IX—DUTIES OF THE OFFICERS</b>
The duties of the officers are as follows:

**SECTION 1. CHAIR**

The Chair shall be entrusted to act and carry out policies and decisions of the Commission between meetings of the Commission and the Executive Committee. The Chair shall present actions to the full Commission for ratification. The Chair shall assure that the legislative mandates of the Commission are carried out as prescribed by the Enabling Act and as formulated in these bylaws. The Chair shall have the following specific duties:

- a) Call and preside at all meetings of the Commission and of the Executive Committee and conduct these in accordance with parliamentary rules;
- b) Be an *ex officio* member of all committees with the exception of the nominating committee;
- c) Call special meetings when deemed necessary or desirable;
- d) Set the agenda for Commission and Executive Committee meetings;
- e) Supervise the work of the Executive Director;
- f) Serve as spokesperson for the Commission or direct such representation before the public and governmental bodies;
- g) Oversee all recommendations and reports prepared and distributed by the Commission, including Commission's annual reporting requirements set forth in Article III above;
- h) Perform such other duties as the Commission may prescribe from time to time;
- i) The Chair may appoint a parliamentarian; and
- j) Appoint the members of the Nominating Committee.

**SECTION 2. VICE-CHAIR**

The Vice-Chair shall perform all duties of the Chair in the event of the Chair's absence or inability to serve, or in the event of a vacancy in that office until it is filled and shall perform other duties as are designated by the Commission.

**SECTION 3. SECRETARY**

The Secretary shall:

- a) Be responsible for reviewing the minutes of all regular and special meetings of the Commission and of the Executive Committee;
- b) Assure that the Commission staff furnish copies of the minutes and of the Treasurer's financial statement to all members within a reasonable length of time prior to the next meeting;

c) Assure that an attendance roster is maintained for each Commission meeting and committee meeting;
d) Act as historian to the Commission by assuring that all general correspondence, records of meetings and committees, and business before the Commission is maintained;
e) Sign such instruments as shall be authorized by the Commission; and
f) Perform all other duties necessary for the maintenance of adequate records, files and communications of the Commission.
<b>SECTION 4. TREASURER</b>
The Treasurer shall:
a) Serve as Chair of the Finance Committee;
b) Ensure that all financial records are maintained and shall oversee budget preparation and reporting;
c) Monitor the budget and financial records on an ongoing basis and in accordance with the provisions and requirements of the law and state agencies;
d) Present the Treasurer's report at regular Commission meetings;
e) Strategize with the Executive Director and Commission in how to apply for and receive state, local, private and/or individual grants, appropriations and/or gifts in compliance with applicable state laws and regulations in order to further the purposes of the Commission;
f) Present an annual financial report to the Commission; and
g) Perform all of the duties incidents to the office of Treasurer and such other duties as from time to time may be assigned by the Commission.
<b>ARTICLE X—EXECUTIVE COMMITTEE</b>
<b>SECTION 1. COMPOSITION</b>
The voting members of the Executive Committee shall consist of the Chair, Vice-Chair, Treasurer, and Secretary, and the elected Chairs (or the elected Vice-Chairs or Secretaries, in the circumstances provided in Article XI, Section 2 below) of the Standing Committees; and the immediate past Chair of the Commission shall be a non-voting <i>ex officio</i> member.

**SECTION 2. EXECUTIVE COMMITTEE QUORUM**

Between Commission meetings and whenever deemed necessary and appropriate by the Executive Committee, the Executive Committee shall act as the governing body on behalf of the full Commission. A majority of the voting members of the Executive Committee shall constitute a quorum. The decisions of the Executive Committee shall be decided by a majority vote of those members present at a meeting at which a quorum is present and acting throughout. All decisions made by the Executive Committee on behalf of the full Commission shall be presented to the full Commission for ratification at its next regularly scheduled meeting.

**SECTION 3. MEETINGS**

The Executive Committee shall meet once every month, except for the months of July and August at the members' discretion. Special meetings may be scheduled at the call of the Chair or the call of two voting members of the Executive Committee for transaction of necessary business, and/or to act in emergencies.

"Emergencies" as stated above should be defined as business that may arise between meetings, and which, by reason of action delayed until the regular meeting of the Commission, may cause the loss of an opportunity to promote the best interest of the Commission.

**SECTION 4. POWERS OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall, subject to ratification of the Commission, decide such matters as may come before it between meetings. The Executive Committee is empowered to approve expenditures to defray necessary expenses that are incurred between the regular meetings of the membership. All such expenditures shall be subject to the approval of the Commissioners at the next meeting of the Commission. It shall also deal with all matters referred to it by the Commission, including monitoring the Commission's finances and the annual evaluation of the Executive Director.

A written record of all of the business transacted by the Executive Committee shall be distributed to the Commissioners at the full Commission meeting next following the Executive Committee meeting at which such business was transacted.

The Executive Committee shall not reverse a previous action of the Commission nor take any action pertaining to the membership of the Commission or to the duties of the Executive Committee or the officers.

**ARTICLE XI—COMMITTEES**

**SECTION 1. ORGANIZATION**

In addition to the Executive Committee established under Article X, the Commission may create such other committees as it deems necessary to carry out the work of the Commission.

**SECTION 2. STANDING COMMITTEES**

The Standing Committees shall be established by the Commission with permanent on-going tasks. The work of the Standing Committees shall be determined by goals and objectives established annually. All committees shall submit their recommendations to the full Commission for approval for such recommendations to be acted upon.

The Standing Committees shall include but not be limited to the following:

- a) Finance Committee;
- b) Legislative and Public Policy Committee; and
- c) Program and Planning Committee.

Only Commissioners may be voting members of Standing Committees. Each Standing Committee shall consist of three voting members, a Chair, a Vice-Chair and a Secretary. Standing Committees may have additional, non-voting associate members who are Commissioners, Regional Commissioners, or Commissioners *Emerita* and who will not be counted for the quorum. Every Commission Member shall serve on at least one Standing Committee as a voting member or as a non-voting associate member. Commission members may volunteer to serve as associate members on the Standing Committee(s) of their choice.

Voting members (Chair, Vice-Chair and Secretary) of Standing Committees shall be elected annually, at the last meeting of the fiscal year. The elected voting members shall serve for a term of one year. A vacancy in the office of a voting member of a Standing Committee shall be filled as provided below in this Article XI, Section 2.

The Chair of each Standing Committee shall be a voting member of the Executive Committee. In the Standing Committee Chair's absence, the Committee's Vice-Chair shall substitute for the Committee Chair at the Executive Committee meeting as a voting member. If neither the Chair nor the Vice-Chair of a Standing Committee is able to attend an Executive Committee meeting, the Secretary shall substitute for the Chair as a voting member of the Executive Committee.

The Chair of each Standing Committee shall:

- a) Call and preside at all meetings of the Standing Committee;
- b) Set the agenda for all meetings of the Standing Committee; and
- c) Report to the Executive Committee on the Standing Committee's activities and recommendations.

At each meeting of a Standing Committee, one of the voting members (Chair, Vice-Chair, or Secretary) shall be designated as clerk *pro tempore* for such meeting and shall:

- a) Keep minutes of each Standing Committee meeting, to be distributed to both voting members and associate members and to be preserved in the office;
- b) Assure that an attendance roster is maintained for each Standing Committee meeting.

In the event of a vacancy in the position of Vice-Chair or Secretary of a Standing Committee, the Chair of the Commission shall appoint a person to fill such vacancy until the next meeting of the full Commission, at which time the vacancy shall be filled by vote of the Commission. A vacancy in the Chair shall be filled by the Vice-Chair, who will assume the title and duties of Chair until the next annual election.

### **SECTION 3. NOMINATING COMMITTEE**

The Chair of the Commission shall appoint two or more members of the Commission to serve as the Commission's Nominating Committee not less than ninety (90) days prior to the last meeting of the Commission's fiscal year; such appointed members of the Nominating Commission shall only serve for the year in which they are appointed. Upon their appointment, the members of the Nominating Committee shall actively solicit recommendations from the membership of the full Commission regarding who should be candidates for the officers of the Commission and the Standing Committee voting members to be filled at the upcoming last meeting of the fiscal year. Based upon those recommendations and the Nominating Committee's own independent judgment, the Nominating Committee shall formally nominate a slate of candidates for election as officers of the Commission and the Standing Committee voting members; the number of candidates so nominated shall be not less than the number of seats of officers of the Commission and voting members of the Standing Committee to be filled at the upcoming last meeting of the fiscal year, but may be more. The Nominating Committee shall deliver its nominations to the board no later than fifteen (15) days prior to the last meeting of the fiscal year. In addition to candidates nominated by the Nominating Committee as described above, candidates for election as officers of the Commission and the Standing Committee voting members may be made on the floor of the annual meeting. To be nominated on the floor of the annual meeting, a candidate must be nominated and supported by at least one other Commissioner.

### **SECTION 4. SPECIAL COMMITTEES AND TASK FORCES**

The Commission is empowered to appoint such committees, task forces, councils, or other appropriate bodies as the Commission deems important or appropriate charged with studying specialized areas of concern and report their findings to the Commission; disseminate information on issues relating to women; develop and promote programs and services to women and girls; and advocate for equity for women and girls.

Membership on such committees, task forces, councils, or other appropriate bodies shall not be limited to Commissioners. Special representatives other than Commission members may be appointed by the Chair to serve on task forces for the period of time designated by the

Commission and would submit interim reports on their special assignments as the Commission requests.
Only Commissioners may vote to elect the chairs of such committees, task forces, councils, or other appropriate bodies, and only Commissioners may be chairs thereof.
<b>ARTICLE XII—MEETINGS</b>
<b>SECTION 1. SCHEDULE</b>
The full Commission shall meet once every month, except for the months of July and August at the members' discretion. A calendar of dates shall be set at the first meeting of the fiscal year. This calendar of dates shall be mailed, emailed, delivered by hand, or otherwise given to all Commissioners and can be amended by a majority vote of the Commission. The Chair shall designate the time and place of the meetings of the full Commission.
The Commission shall hold an all-day planning session as the full Commission's last meeting of the fiscal year (June); such all-day planning meeting shall be devoted to the goals and direction for the next year's work plan and to the annual election of the officers of the Commission and the Standing Committee voting members.
The full Commission's first meeting of the fiscal year (Sept) shall be devoted to approving the work plan for the year.
At each full Commission meeting, there shall be reports from the Chairs of each Standing Committee, a report of the Executive Director, reports from any temporary task forces, approval of Executive Committee actions, as well as financial reports and any other relevant matters.
<b>SECTION 2. QUORUM</b>
A majority of Commissioners currently holding office shall constitute a quorum for the transaction of Commission business.
<b>SECTION 3. OPEN MEETING LAW</b>
All meetings, including remote participation in meetings by conference call or similar telecommunications and executive sessions, shall be conducted in compliance with the State Open Meeting Law, Sections 18 through 25 of Chapter 30A of the General Laws of Massachusetts.
<b>SECTION 4. SPECIAL MEETINGS</b>
A special meeting of the Commission can be called by:
a) The Chair; or
b) A majority vote of the Executive Committee; or
c) The written request of two members of the Commission submitted to the Chair and Secretary.

The purpose of the meeting shall be stated in the call. No business can be transacted at the meeting except that stated in the call. Except in cases of emergency, at least three days' notice must be given to the membership.
A special meeting can be conducted if a quorum of the Commissioners is present.
<b>SECTION 6. PUBLIC COMMENT</b>
Observers may attend meetings of the Commission and may be granted the privilege of speaking on the floor by vote of the Commission.
The Commission may set aside a so-called "public speak" period of not more than fifteen minutes at the start of any meeting during which time visitors may speak to the Commission about specific issues of their concern.
The Governor, the Speaker of the House of Representatives, the President of the Senate and designated members of the Caucus of Women Legislators shall be invited to attend the monthly meetings.
<b>SECTION 7. ATTENDANCE</b>
All Commissioners are expected to maintain regular attendance at meetings of the full Commission, and to participate fully and effectively in such committees or task forces as are necessary and appropriate to conduct the business of the Commission. The Secretary of the Commission shall maintain a record of attendance at each Commission meeting. After a Commissioner's fourth unexcused absence from regularly scheduled meetings of the full Commission the Chair will notify such Commissioner and discuss with such Commissioner whether or not she remains committed to the Commission and if so how she may contribute to the work of the Commission. The Commission's policy on attendance expectations shall be distributed to each new Commissioner upon appointment.
<b>ARTICLE XIII—VOTING PRIVILEGES</b>
At any Commission meeting or committee meeting, each member of the Commission shall be entitled to one vote. The Chair shall not vote except in the event of a tie. There shall be no proxy voting.
<b>ARTICLE XIV—EXECUTIVE DIRECTOR</b>
The Executive Director, who shall not be a member of the Commission, shall be hired and may be discharged by the Commission.
The Executive Director shall be responsible to the Commission and shall be supervised by the Chair.
<b>ARTICLE XV—AMENDMENTS TO THE BYLAWS</b>
These bylaws may be amended at any regular meeting of the Commission by a two-thirds vote of the Commissioners present and voting, provided that the proposed amendment(s)

has/have been submitted to the Commissioners at the previous meeting of the full Commission.

**ARTICLE XVI—POLICY ADOPTION AND AMENDMENTS**

The Commission, as needed, shall adopt policies. Policies may be adopted, amended, or repealed by a majority of all votes cast by the Commissioners present and voting, provided that the proposed policies have been submitted to the Commissioners at the previous meeting of the full Commission.

**ARTICLE XVII—PARLIAMENTARY AUTHORITY**

When not in conflict with these bylaws, Robert’s Rules of Order shall govern the actions of the Commission.

**ARTICLE XVIII – COMMISSIONER *EMERITA***

Any Commissioner who serves out three years is eligible to become a Commissioner *Emerita*. To become a Commissioner *Emerita*, such Commissioners whose terms have expired may request such title from the Commission’s Executive Committee, which shall be approved at the Executive Committee’s discretion.

The purpose of a Commissioner *Emerita* is to remain connected to the work of the Commission and to continue to participate and have a voice. Commissioners *Emerita* may participate in all meetings of the Commission but shall have no voting privileges.