

## PREAMBLE

Pursuant to Section 66 of chapter 3 of the Massachusetts General Laws, and H110 enabling statute, the organization and rules of procedure of the Upper Middlesex Commission on the Status of Women shall be as follows:

## ARTICLE I- NAME

The name of this organization shall be the Upper Middlesex Commission on the Status of Women (UMCSW).

## ARTICLE II- PURPOSE

The purpose of the UMCSW shall be to conduct an ongoing study of all matters concerning women and girls in Upper Middlesex communities and reporting these findings to the Massachusetts Commission on the Status of Women (MCSW) annually. The UMCSW shall also recommend solutions to the problems facing women in Upper Middlesex communities. The Upper Middlesex communities include the towns of Acton, Arlington, Ashby, Ayer, Bedford, Belmont, Billerica, Boxborough, Burlington, Carlisle, Chelmsford, Concord, Dracut, Dunstable, Groton, Lexington, Lincoln, Littleton, North Reading, Pepperell, Reading, Shirley, Stoneham, Tewksbury, Townsend, Tyngsborough, Wakefield, Westford, Wilmington, Winchester, and the cities of Cambridge, Everett, Lowell, Malden, Medford, Melrose, Newton, Somerville, Waltham, Watertown, and Woburn.

## ARTICLE III- REPORTING REQUIREMENTS

The UMCSW shall annually, before June 2, report its findings to the MCSW and recommend solutions to the problems facing women in the Upper Middlesex communities.

## ARTICLE IV- POWERS OF THE COMMISSION

The powers of the UMCSW shall include but not be limited to the following:

- a. To advise and submit recommendations and policies to state and local agencies and officers, including the MCSW on issues relating to women and girls;
- b. To collaborate with concerned organizations and groups on issues of common concern in the Upper Middlesex region of Massachusetts, using such voluntary and uncompensated services of private individuals as may be needed;
- c. To enact bylaws for its own governance;
- d. To hold regular, public meetings and to hold fact-finding hearings and other public forums as it may deem necessary; and
- e. To actively pursue outside funding opportunities, including gifts, donations, grants or bequests and federal funds in support of the UMCSW.

## ARTICLE V- MEMBERS

### SECTION 1. MEMBERS

The Commission shall consist of nine people, representing people who reside in different Upper Middlesex communities.

## SECTION 2. DIVERSITY

Members of the Commission shall be drawn from diverse racial, ethnic, religious, age, sexual orientation, and socio-economic backgrounds from throughout the Upper Middlesex region and shall have experience working toward the improvement of the status of women and girls in society.

## SECTION 3. TERMS OF OFFICE

A Member shall serve a term of 3-year terms and shall continue in office until their successors are appointed. Members shall not be reappointed for more than 2 consecutive terms provided, however, that former members may reapply to serve on the commission after 1 year has passed since their last term.

Of the initial members appointed to the UMCSW , 3 members shall be appointed for a term of 1 year, 3 members shall be appointed for a term of 2 years, and 3 members shall be appointed for a term of 3 years.

## SECTION 4. VACANCIES

Any Commissioner may resign by delivering his or her written resignation by letter or email to one of the co-chairs of the UMCSW.

Vacancies in the membership of the UMCSW shall be filled by the MCSW for the balance of the unexpired term.

## SECTION 5. APPOINTMENTS

In making appointments to the UMCSW , the commission on the status of women shall consult with organizations focused on women's issues. Nominations shall be solicited between August 1 and September 16 annually through an open application that is widely distributed throughout the Upper Middlesex communities. Members of the commission shall be diverse and represent different Upper Middlesex communities.

## ARTICLE VI- FINANCES

### SECTION 1. FISCAL YEAR

The fiscal year of the Commission shall be July 1 through June 30.

### SECTION 2. FUNDING

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.

### SECTION 3. ACCOUNTS

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 or grantors intent.

## ARTICLE VII- COMPENSATION AND LIABILITY

### SECTION 1. COMPENSATION

The members of the UMCSW shall be volunteers and receive no compensation for their services, but shall be reimbursed for any usual and customary expenses related to Commission events, programs or activities, incurred in the performance of their duties based on available funding.

### SECTION 2. LIABILITY

No person who is now or who later becomes a member of this Commission 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.

## ARTICLE VIII- OFFICERS

### SECTION 1. OFFICERS

The UMCSW shall elect from among its members Co-Chairs, a Vice-Chair, a Treasurer, a Secretary, and any other officers it deems necessary. Only members of the UMCSW shall be eligible for nomination and election as officers of the Commission. If an officer of this Commission shall, during his or her term of office, no longer be a member of the Commission, he or she shall automatically cease to be an officer of the commission.

### SECTION 2. ELECTION OF OFFICERS

Officers shall be elected annually, at the last meeting of the fiscal year, to serve in office for the next fiscal year.

### SECTION 3. OFFICERS' TERM OF OFFICE

The elected officers shall serve for a term of one year and shall not serve more than two successive terms in any particular office.

### SECTION 4. OFFICER VACANCIES

A vacancy in either Co-Chair's office shall be filled until the next annual election by the Vice-Chair. A vacancy in both Co-Chair offices shall be filled until the next annual election by the Vice-Chair and the Secretary. All other vacancies shall be filled by a majority vote of the members of the UMCSW.

In the event the Co-Chairs and Vice-Chair are all unable to preside, a quorum of the Upper Middlesex commission shall elect Co-Chairs. A quorum shall equal the majority number of current commissioners.

## ARTICLE IX- DUTIES OF THE OFFICERS

The duties of the officers are as follows:

#### SECTION 1. Co-CHAIRS

The Co-Chairs shall be entrusted to act and carry out policies and decisions of the UMCSW between Commission meetings and the Executive Committee. The Co-Chairs shall present actions to the full Commission for ratification. The Co-Chairs shall assure that the legislative mandates of the Commission are carried out as prescribed by the Legislature and as formulated in these bylaws to do the following:

1. Call and preside all meetings of the Commission and of the Executive Board and conduct these in accordance with the parliamentary rules;
2. Be an ex-officio member of all committees with the exception of the nominating committee;
3. Call special meetings when deemed necessary or desired;
4. Set the agenda for the Commission and Executive Committee meetings;
5. Post all agendas for public display;
6. Serve as spokesperson for the Commission before public and governmental bodies;
7. Prepare a written narrative of the Commission's accomplishments and goals for the upcoming year; and
8. Perform such other duties as the Commission may prescribe.

#### SECTION 2. VICE-CHAIR

The Vice-Chair shall perform all duties of the Co-Chairs in the event that either or both Co-Chair's are absent or unable 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. The Vice-Chair shall also assist with matters between meetings.

#### SECTION 3. SECRETARY

The Secretary shall:

1. Be responsible for drafting and reviewing the minutes of all regular and special meetings of the UMCSW and of the Executive Board;
2. Send copies of minutes to the members of the UMCSW within a reasonable length of time prior to the next meeting;
3. Assure that an attendance roster is maintained for each Commission meeting and committee meeting;
4. Act as historian to the Commission by maintaining a record of all general correspondence (including emails and other electronic communications), records of meetings and minutes of the meetings and other business before the Commission; and

5. Perform all other duties necessary for the maintenance of adequate records, files, and communications of the Commission.

#### SECTION 4. TREASURER

The Treasurer shall:

1. Ensure all financial records are maintained;
2. Oversee budget preparation and reporting;
3. Monitor the budget and financial records on an ongoing basis and in accordance with the provisions and requirements of the law and state agencies;
4. Present the Treasurer's report, a record of the budget and actual expenses, at regular UMCSW meetings;
5. Strategize with the UMCSW as to 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 to further the Commission's purpose and mission;
6. Prepare and present an annual financial report to the UMCSW; and
7. Perform all duties incident to the office of the Treasurer and such other duties as may be assigned.

#### ARTICLE X- COMMITTEES

##### SECTION 1. ORGANIZATION

The Commission may create such committees, as it deems necessary to carry out the work of the UMCSW.

##### SECTION 2. STANDING COMMITTEES

The Standing Committees shall be established by the UMCSW 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 UMCSW for approval for such recommendation to be acted upon.

The standing committees shall include but not be limited to the following:

- a. Budget and Personnel Committee
- b. Legislative and Public Policy Committee
- c. Program and Planning Committee
- d. Other committees as deemed necessary

Only Commissioners of the UMCSW may be members of the Standing Committees. Each Commissioner shall serve on at least one committee. Commission members may volunteer to serve on the committee of their choice.

Chairs of standing committees shall be elected annually, at the last meeting of the fiscal year.

### SECTION 3. SPECIAL COMMITTEES AND TASK FORCES

The UMCSW is empowered to appoint committees, taskforces, councils, or other appropriate bodies, to study 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 advocate for women's equity.

Membership on such committees shall not be limited to the Commissioners. Special representatives other than Commission members may be appointed by the Chair, after consultation with the Commissioners, 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 special committee Chairs, and only Commissioners may be Chairs of special committees.

## ARTICLE XII- MEETINGS

### SECTION 1. SCHEDULE

The UMCSW shall meet every other 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 to all Commissioners and can be amended by a majority vote of the Commission. The Co-Chairs shall designate the time and place of the meetings.

June meetings shall be devoted to the goals and direction for the UMCSW's next year's work and strategic plan and to the annual election of Officers and standing committee chairs.

September meetings shall be devoted to approving the work-plan for the year.

At each full commission meeting, there shall be reports from Chairs of each Standing Committee, reports from any temporary task forces, approval of financial reports and any other relevant matters.

### SECTION 2. QUORUM

A majority of commissioners currently holding office shall constitute a quorum for the transaction of Commission business.

### SECTION 3. OPEN MEETING LAW

All meetings shall be conducted in compliance with the Open Meeting Law. Executive sessions, as per the law, may be conducted.

### SECTION 4. SPECIAL MEETINGS

A special meeting of the Commission can be called by:

- a) The Chair; or

b) A majority vote of the Commission.

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.

#### SECTION 5. PUBLIC COMMENT

Observers may attend meetings of the Commission and may be granted the privilege of the floor by vote of the Commission members.

Fifteen minutes will be set-aside at the beginning and end of the meetings for this purpose. In addition, visitors may speak to specific issues as they arise during the meeting at the discretion of the Co-Chairs and the Commissioners.

#### SECTION 6. ATTENDANCE

All Commissioners are expected to maintain regular attendance at meetings of the full UMCSW, 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 the appropriate appointing authority. The Commission's policy on attendance expectations shall be distributed to each new Commissioner upon appointment.

#### ARTICLE XIII- VOTING PRIVILEGES

At any Commission meeting or committee meeting, each member of the UMCSW present shall be entitled to one vote. The Co-Chairs shall not vote except in the event of a tie. There shall be no proxy voting.

#### ARTICLE XIV- AMENDMENTS TO THE BYLAWS

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 has been submitted at the previous meeting.

#### ARTICLE XV- 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 material has been submitted at the previous meeting.

#### ARTICLE XVI- PARLIAMENTARY AUTHORITY

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