

Proposed Bylaws for the Association of Independent Living Groups
Recommended by the AILG Incorporation Committee

BY-LAWS
of
ASSOCIATION OF INDEPENDENT LIVING GROUPS, INC.

ARTICLE I
Members

Section 1. Membership. Membership shall be open only to those corporations, partnerships, trusts or other entities (hereinafter sometimes collectively referred to as “entities”) that are primarily engaged in the leadership and support of independent living groups of students of the Massachusetts Institute of Technology within the Commonwealth of Massachusetts (also known as fraternities, sororities, and independent living groups (FSILG) or the FSILG community). All existing entities that are member organizations of the unincorporated association of independent living groups of Massachusetts Institute of Technology as of July 1, 2007 shall be invited to join the corporation as member organizations without further review and approval through December 31, 2007. Thereafter, all such prospective member organizations recommended shall be approved and elected as member organizations in the corporation by a two-thirds vote of those member organizations who are present and voting at such annual or special meeting of the member organizations, following a screening process defined by the member organizations. Should any of the aforementioned entities cease to be engaged in the leadership of independent living groups at the Massachusetts Institute of Technology for a period longer than a year, and have no intention of re-establishing, then such entity shall cease to be a member organization. Member organizations may revoke their membership by written notice to the Secretary of corporation which after sixty (60) days receipt thereof shall be final and binding. The unanimous vote of the Board of Directors or a two-thirds vote of those member organizations that are present and voting at such annual or special meeting, may revoke a membership effective immediately.

Section 2. Annual Meeting. The annual meeting of the member organizations shall be held in the month of June each year or such other date as shall be fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the member organizations, Directors or the Chair in the notice of meeting. Each annual meeting shall however include as stated purposes; the election of the Board of Directors, the election of the Ombudspersons, and the approval of the corporation budget for the ensuing fiscal year. In the event that no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

Section 3. Special Meetings. Special meetings of the member organizations may be called by the Chair or by the Directors and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of member organizations representing at least ten percent of the smallest quorum of member organizations required for a vote upon any matter at the annual meeting of member organizations. These may also be called “plenary meetings.”

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Section 4. Place of Meetings. All meetings of member organizations shall be held at the principal office of the corporation, currently on the premises of Massachusetts Institute of Technology, 77 Massachusetts Avenue, Cambridge, MA, unless a different place (within the United States) is specified in the notice of the meeting.

Section 5. Notices. A written notice, stating the place, day and hour of all meetings of member organizations shall be given by the Secretary or Assistant Secretary (or the person or persons calling the meeting), at least ten days before the meeting (or less than ten days before the meeting provided there is no objections to such notice by more than one-fourth of the member organizations within the period ending two weeks after the meeting), to each member organization entitled to vote thereat and to each member organization who, by law, the Articles of Organization, or these By-Laws, is entitled to such notice, by leaving such notice with him or her or at his or her residence or usual place of business, or by mailing it, postage prepaid or by electronically mailing it to the member organization, with email receipt confirmed, and addressed to such member organization at his or her legal or email address as it appears upon the books of the corporation. Such notice, if the meeting is called otherwise than by the Secretary, may be a copy of the call of the meeting. Such notice given by the Secretary shall constitute a call of the meeting by him or her. Notices of all meetings of member organizations may state the purposes for which the meetings are called. Additionally, copies of proposed Articles of Organization and By-Law changes must be provided to the member organizations at least thirty days before the meeting, copies of proposed fiscal year budgets must be provided to the member organizations at least thirty days before the meeting and notice of meetings where nominations and elections are scheduled must be provided to the member organizations at least thirty days before the meeting along with said notices. No notice need be given to any member organization if a written waiver of notice, executed before or after the meeting by the member organization or his or her attorney, thereunto authorized is filed with the records of the meeting.

Section 6. Quorum. Unless the Articles of Organization otherwise provide, at any meeting of member organizations a quorum for the transaction of business shall consist of one or more duly authorized individuals appearing in person and representing a majority of the member organizations of the corporation entitled to vote, provided that less than such quorum shall have power to adjourn the meeting from time to time.

Section 7. Voting and Written Authorizations to Vote. Each member organization entitled to vote at a meeting shall have one vote. The vote of each member organization shall be only made by that person who is duly authorized in writing by the member organization to vote on behalf of the member organization or by a successor to that person who has been duly authorized in writing by such person to vote on his or her behalf and in his or her absence. Such person may also be referred to as a “representative.” Member organizations or duly authorized persons representing the member organization may only vote at a meeting in person and may cast only one vote. No authorization to vote on behalf of the member organization shall be valid after the final adjournment of such meeting. Written authorizations to vote shall be filed with the Secretary before being voted at any meeting or any adjournment thereof. A written authorization to vote purportedly executed by or on behalf of a

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member organization shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

Section 8. Action at Meeting. Action of the member organizations on any matter, including the adoption of operating rules, procedures and policies, properly brought before a meeting shall require, and may be effected by, the affirmative vote of a majority of the member organizations present or represented and voting on such matter, except where a different vote is required by law, the Articles of Organization or these By-Laws. In matters regarding; by-law changes or amendments, repeal of decisions made by the Board of Directors, revocation of the membership of any member organization submitted by the Board of Directors for revocation and approval of operating rules or resolutions submitted by the Board of Directors, a two-thirds vote of the member organizations present or represented and voting on such matters shall be required. In matters regarding Articles of Incorporation changes or amendments thereto a three-quarter vote of the member organizations present or represented and voting on such matters shall be required. In all matters properly brought before a meeting for vote a quorum of member organizations shall be required for action to be taken on such matters. A quorum for action on any matter shall constitute one-half of all voting member organizations of the corporation. Any vote by member organizations shall be determined by a plurality of the votes cast by the member organizations entitled to vote at the meeting. No written vote or ballot shall be required for such vote unless requested by a member organization present or represented at the meeting and entitled to vote on the matter. The meeting shall be chaired by the Chair of the corporation who shall conduct the meeting.

Section 9. Action Without Meeting by Written Consent. Any action by member organizations may be taken without a meeting if a majority (or such greater amounts as enumerated above on certain matters) of all member organizations entitled to vote on the matter and who also constitute a quorum for action to be taken on such matters consent to the action by a writing filed with the records of the meetings of member organizations. Such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE II

Directors

Section 1. Powers. The Board of Directors, subject to any action at any time taken by the member organizations of the corporation, shall have the entire charge, control and management of the corporation and its property and may exercise all or any of its powers.

Section 2. Number and Election. Except as otherwise provided by these By-Laws or in the Articles of Organization, the number of Directors that shall constitute the whole Board of Directors shall be fixed at six and the Directors shall be elected by the member organizations at the annual meeting. The Directors need to be affiliated with a member organization yet need not be the authorized person to vote on behalf of a member organization. The Directors shall annually elect one of them to act as Chair for the ensuing year.

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Section 3. Vacancies. Any vacancy at any time, existing in the Board of Directors may be filled for the remaining term by the Board of Directors at any meeting. The member organizations having voting power may further, at a special meeting called within thirty days after a successor Director is chosen by the Board of Directors, at least in part for the purpose, choose a successor to a Director whose office has become vacant, and the person so chosen shall displace any successor chosen by the Board of Directors.

Section 4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-laws, Directors shall hold office for three year overlapping terms and until their successors are chosen and qualified. In order to create overlapping terms the initial Directors have been appointed with overlapping terms of one to three years so that two Directors shall be elected at each annual meeting to serve for successive three years terms.

Section 5. Resignation. Any Director may resign by delivering his or her written resignation to the corporation at its principal office or to the Chair or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. A Director may be removed from office with or without cause by vote of a two-thirds majority vote of the member organizations entitled to vote in the election of Directors. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her. Cause shall include gross and willful misconduct including the following; performing any act of dishonesty in rendering services as a Director, including falsification of records, expenses accounts or other reports; Director's conviction, whether by judgment or plea, of any crime which constitutes a felony or which constitutes a misdemeanor involving violence, fraud, embezzlement, theft, or business activities and conduct engaged in by Director which is injurious (other than to an immaterial extent) to the corporation and which is either willful or grossly negligent.

Section 7. Annual Meeting. Immediately after each annual meeting of member organizations, or the special meeting held in lieu thereof, and at the place thereof, if a quorum of the Directors is present, there shall be a meeting of the Directors without notice; but if such a quorum of the Directors is not present, or, if present, does not proceed immediately thereafter to hold a meeting of the Directors, the annual meeting of the Directors shall be called in the manner hereinafter provided with respect to the call of special meetings of Directors.

Section 8. Regular Meetings. Regular meetings of the Directors may be held at such times and places as shall from time to time be fixed by operating rules or resolutions of the Board and no notice need be given of regular meetings held at times and places so fixed, provided, however, that any operating rules or resolutions relating to the holding of regular meetings, the approval process for new member organizations, the revocation process of old member organizations, and such other matters of corporate governance not otherwise provided for in the By-Laws, Articles of Incorporation or by law shall remain in force only until the next annual meeting of member organizations, or the special

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meeting held in lieu thereof, and that if at any meeting of Directors, at which a resolution is adopted fixing the times or place or places for any regular meetings, any director is absent, no meeting shall be held pursuant to such resolution until either each such absent Director has in writing or by electronic mail approved the resolution or ten days have elapsed after a copy of the resolution certified by the Secretary has been mailed, postage prepaid, addressed to each such absent Director at his or her last known home or business address. All regular and special meetings of the Board of Directors shall be open to all individuals eligible to be present at member organization meetings unless the Board of Directors vote to close the meeting to only Directors.

Section 9. Special Meetings. Special meetings of the Directors may be called by the Chair, by the Secretary, by the Assistant Secretary, by any two Directors, or by one Director in the event that there is only one Director, and shall be held at the place designated in the notice or call thereof.

Section 10. Notices. Notices of any special meeting of the Directors shall be given to each Director by the Secretary or Assistant Secretary (a) by mailing to him or her, postage prepaid, and addressed to him or her at his or her address as registered on the books of the corporation, or if not so registered at his or her last known home or business address, a written notice of such meeting at least four days before the meeting or (b) by delivering such notice of such meeting by hand, facsimile transmission, or electronic mail to him or her at least 48 hours before the meeting at such address, or (c) by giving notice to such Director in person or by telephone at least 48 hours in advance of the meeting. Such notice, if the meeting is called otherwise than by the Secretary or Assistant Secretary, may be a copy of the call of the meeting; and if the meeting is not so otherwise called, such notice given shall constitute a call of the meeting by him or her. If the Secretary or Assistant Secretary refuses or neglects for more than 24 hours after receipt of a call to give notice of such special meeting, or if the offices of Secretary and Assistant Secretary are vacant or the Secretary and Assistant Secretary are absent from the Commonwealth of Massachusetts or incapacitated, such notice may be given by the officer or one of the Directors calling the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him or her 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 him or her. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting.

Section 11. Quorum. At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum for the transaction of business; provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

Section 12. Action at Meeting. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-Laws. Each Director shall have one vote and in cases of tie votes by the Directors the Chair's

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vote shall be entitled to a second vote to break the tie if he or she so chooses. The meeting shall be chaired by the Chair of the corporation who shall conduct the meeting.

Section 13. Standing Committees. The standing committees shall include, the Facilities Committee, the Finance Committee, the Accreditation Committee, and the Nominations and Credentials Committee. The Directors shall have the power to fill vacancies in, change the membership of any such committee. The member organizations shall have the power to merge or disband any such committee by amending these bylaws.

Section 14. Ad Hoc Committees. The Directors may, by vote of a majority of the number of Directors then in office, establish such committees as may be required to assist the Directors in their management and control of the corporation. The Directors shall have the power to fill vacancies in, change the membership of, and merge or disband any such committee.

Section 15. Committees. Any member organization may serve on these committees by requesting to so serve and shall then serve upon appointment of the Board of Directors for an annual term. The Chair of each committee shall be by appointment each year by the Board of Directors, after considering nominations proposed by the committee. The Board shall be authorized to delegate to these committees some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibited from delegating. Each committee will develop the responsibilities and goals it hopes to achieve and these responsibilities and goals shall be annually approved by the Board of Directors. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these By-Laws for the Directors.

Section 16. Ombudspersons. The Ombudspersons shall be chosen annually by the member organizations who are affiliated in distinct voting groups at their annual meeting. Each member organization may belong to only one voting group. Each voting group may elect one Ombudsperson by majority vote of those member organizations comprising a voting group who are present and eligible to vote. Any member organization or affiliated individual may request that an Ombudsperson consider whether the written bylaws or policies are being followed, whether traditions are being violated, or whether officers, Directors, or employees are failing to communicate. An Ombudsperson may access any records, officers, Directors, or employees of the Corporation. An ombudsperson may present or publish the results of their investigation to the complainant, the involved parties, the Board of Directors, or to any of the member organizations. An Ombudsperson may call a special meeting of the Board of Directors or the member organizations.

Section 17. Remote Meeting Participation. Board of Directors and Committees may hold regular and special meetings that utilize electronic means such as telephone conference calls, video conferences, or other meeting technologies, subject to the following: A majority of the board members or committee members shall have access to the utilized electronic meeting technology, as verified by their response to a notice calling for a particular meeting. This majority shall constitute the quorum for the meeting

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and, once established, shall be assumed present until the meeting is adjourned. The technology used shall allow the members full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting. The affirmative vote of a majority of the quorum shall be the minimum vote needed for adoption of any motion, unless for non-electronic meetings a greater majority is specified for that type of motion by the By-Laws or other established operating procedures. Procedural rules related to the conduct of electronic meetings shall be established by the Board of Directors.

ARTICLE III
Officers

Section 1. Enumeration. The officers of the corporation shall be a Chair, Vice Chair, a Treasurer, a Secretary, and other officers as may from time to time be determined by the Directors. The Board of Directors shall also elect one of its Directors to the office of Chairman (Chair) of the Board and from time to time define the powers and duties of that office.

Section 2. Election and Vacancies. The Chair, Vice Chair, Treasurer and Secretary shall be elected annually by the Directors at their meeting following the annual meeting of member organizations, or the special meeting held in lieu thereof. Other officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy at any time existing in any office may be filled by the Directors at any meeting and such successor in office shall hold office for the unexpired term of his or her predecessor.

Section 3. Qualification. The Chair must be the Chairman of the Board of Directors. The Vice Chair, Treasurer and Secretary must be members of the Board of Directors. All other officers need not be Board of Director members. Any two or more offices may be held by the same person. The Secretary shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his or her duties to the corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds must be paid by the corporation, if a bond is requested.

Section 4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, each of the Chair, Vice Chair, Treasurer and Secretary shall hold office until the first meeting of the Directors following the next annual meeting of member organizations, or the special meeting held in lieu thereof, and thereafter until his or her successor is chosen and qualified. Other officers shall hold office until the first meeting of the Directors following the next annual meeting of member organizations, or the special meeting held in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them.

Section 5. Resignation. Any officer may resign by delivering his or her written resignation to the corporation at its principal office of official mailing address or to the Chair or Secretary, and such

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resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. The Directors may remove any officer appointed by the Directors with or without cause (as otherwise defined herein) by a vote of a majority of the entire number of Directors then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

Section 7. Chair. The Chair when present shall preside at all meetings of the member organizations and of the Directors. He or she shall be the chief executive officer of the corporation except as the Board of Directors may otherwise provide. It shall be his or her duty and he or she shall have the power to see that all orders and resolutions of the Directors are carried into effect. He or she shall from time to time report to the Directors all matters within his or her knowledge which the interests of the corporation may require to be brought to its notice. The Chair shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 8. Vice Chair. In the absence or disability of the Chair, his or her powers and duties shall be performed by the Vice Chair. The Vice Chair shall have such other powers and perform such other duties as the Directors shall from time to time designate.

Section 9. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of accounts. He or she shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. He or she shall promptly render to the Chair and to the Directors such statements of his or her transactions and accounts as the Chair and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 10. Assistant Treasurers. In the absence or disability of the Treasurer, his or her powers and duties shall be performed by the Assistant Treasurer, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Assistant Treasurer shall have such other powers and perform such other duties as the Directors shall from time to time designate.

Section 11. Secretary. The Secretary shall record in books kept for the purpose all votes and proceedings of the meetings of the member organizations and, if there be no Secretary or Assistant Secretary, of the Directors at their meetings. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 12. Assistant Secretaries. In the absence of the Secretary from any meeting of the member organizations or, if there be no Secretary or Assistant Secretary, from any meeting of the Directors, the Assistant Secretary, if one be elected, or, if there be more than one designated for the purpose by the Directors, otherwise a Temporary Secretary designated by the person presiding at the meeting, shall

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perform the duties of the Secretary. Each Assistant Secretary shall have such other powers and perform such other duties as the Directors may from time to time designate.

Section 13. Secretary and Assistant Secretaries. If a Secretary is elected, he or she shall keep a record of the meetings of the Directors and in his or her absence, an Assistant Secretary, if one be elected, or, if there be more than one, the one designated for the purpose by the Directors, otherwise a Temporary Secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary. Each Assistant Secretary shall have such other powers and perform such other duties as the Directors may from time to time designate.

ARTICLE IV

Inspection of Records

Books, accounts, documents and records of the corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators and member organizations, and membership records which shall contain the names of all member organizations and their record addresses, shall be kept in Massachusetts at the principal office of the corporation, or at an office of the Secretary or the resident agent, if any, of the corporation. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member organization for any proper purpose but not to secure a list of member organizations or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member organization, relative to the affairs of the corporation.

ARTICLE V

Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by any officer or officers or person or persons authorized by the Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

ARTICLE VI

Seal

The seal of the corporation shall be circular in form, bearing its name, the word "Massachusetts," and the year of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

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ARTICLE VII
Fiscal Year

The fiscal year of the corporation shall be the year ending with June 30 in each year.

ARTICLE VIII
Parliamentary Procedures

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order which the corporation may adopt.

ARTICLE IX
Amendments

These By-Laws may at any time be amended by vote of two-thirds of the member organizations, provided that notice of the substance of the proposed amendment is stated in the notice of the meeting and provided to the member organizations at least thirty days prior to the meeting. Not later than the time of giving notice of the meeting of member organizations next following the making, amending or repealing by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all member organizations entitled to vote on amending the By-Laws. Any By-Law adopted, amended or repealed by the Directors may be amended or repealed by the member organizations.