

**MASSACHUSETTS ASSOCIATION OF COMMUNITY HEALTH WORKERS (MACHW)
CONSTITUTION AND BY-LAWS**

ARTICLE I: NAME/LOCATION

This Association shall be known as the Massachusetts Association of Community Health Workers (hereinafter referred to as "the Association" or "MACHW"). The current office is located at 222 Maple Avenue, Shrewsbury, MA 01545.

ARTICLE II: PURPOSE/MISSION/VISION/GOALS

Section 1: Purpose

The purpose of the Association is to enable Community Health Workers (CHWs) to lead the movement to organize, define and strengthen the profession of community health work.

Section 2: Mission

The mission of the Association is to: 1) strengthen the professional identity of CHWs; 2) foster leadership among CHWs; and 3) promote the integration of CHWs into the health care, public health and human services workforce. As a CHW-led and driven organization, MACHW achieves its mission through education, research, policy development and advocacy.

Section 3: Vision

The vision of the Association is that CHWs are empowered and supported to build and promote health in our communities.

Section 4: Goals

The goals of the Association are as follows:

1. To ensure that effective legislation and policy are in place to support and sustain CHWs;
2. To ensure that collaborative approaches exist that support the field of community health work, promote secure work environments and respond to community needs;
3. To ensure that there is a clearly defined and financed infrastructure that supports MACHW;
4. To ensure that all CHWs have access to professional development opportunities; and
5. To ensure that CHWs are an integral part of the human services and health care delivery system.

ARTICLE III: MEMBERSHIP

Section 1: Membership Generally

There shall be no limit on the number of members in the Association. Membership shall commence upon registration with the Association in accordance with procedures established by the board of directors (hereinafter referred to as the "board"). The Association shall have both individual and organizational members,

both of which shall belong to either of the following classes: 1) general members; or 2) contributing members.

Individual Members: Any natural person who is either a CHW or a supporter of CHWs shall be eligible for membership in the Association. All individual members shall be eligible to vote and to hold office in accordance with these By-laws. Individual members shall be entitled to one vote.

Organizational Members: Any voluntary, governmental, or proprietary health-related agency or organization that supports CHWs shall be eligible for membership in the Association. Each organizational member shall be entitled to appoint one representative to the Association who may vote and act on behalf of that organization. Each organizational member shall be entitled to one vote. Representatives of organizational members shall be entitled to hold office in accordance with these By-laws.

Section 2: Membership Classes

The Association's individual and organizational members shall either be: 1) general members; or 2) contributing members.

General Members: General members shall pay no membership dues.

Contributing Members: Contributing members shall pay membership dues as determined by the board. Contributing members shall receive discounts for trainings and other events that have costs associated with them. Contributing membership shall last for one year.

Section 3: Actions and Privileges

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. The members present at any properly announced meeting shall constitute a quorum. Members must be present to cast votes at the Annual Meeting and at other meetings of the members. Proxies and absentee ballots will not be recognized. All membership classes shall be eligible to vote. Voting shall be conducted by voice. Members shall elect members of the board in accordance with these By-laws. The members shall not elect the officers of the Association. No member of the Association may speak on behalf of the Association without the approval of the board.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Powers and Duties

The board shall have the administrative power to transact all MACHW business and is responsible for the overall policy and direction of the Association. Specific duties shall include:

1. Consider and approve the annual budget and assure adequate funding to support Association activities.
2. Establish dues and approve procedures for registering members of the Association.
3. Hire and fire the Executive Director, define responsibilities for the position, and annually conduct a performance and salary review for the Executive Director.
4. Create additional officers as needed and define their responsibilities.
5. Approve personnel policies of the Association.
6. Call meetings of the members of the Association in accordance with these By-laws.
7. Establish committees, and approve their responsibilities, terms, compositions, and chairs.
8. Establish and terminate affiliations, in accordance with these By-laws.
9. Receive, consider, and take appropriate action on reports of sections and committees.
10. Report on policy, program, and financial matters at least annually to the membership, in writing or electronically.
11. Fill by appointment any vacancy among the officers or directors of the Association, in accordance with these By-laws.
12. Approve proposed amendments to these By-laws, prior to submission to the members for adoption.

Section 2: Composition

The board shall be composed of no fewer than five and no more than twenty-five directors, including a chair, fiscal officer, secretary and members at-large, which may include representation from regional MACHW affiliate CHW organizations, including coalitions. All committee chairs shall be on the board. In the event that a committee chair is unable to participate or there is no chair for that committee, then such committee shall appoint a representative to be on the board. The executive director and *ad hoc* committee chairs of the Association shall be ex-officio (non-voting) directors of the board.

Section 3: Election

Elections for directors shall be held as often as the board deems appropriate, but at least every two years. Candidates shall be nominated by themselves or by any voting member of the Association. Nominated candidates must agree to the nomination. Candidates must be active members of the Association. New directors and current directors shall be elected or re-elected by voting members by voice and announced at the Annual Meeting. Directors shall be elected by a simple majority of members present at the meeting.

Section 4: Terms of Office

All directors shall serve two-year terms, and are eligible for re-election.

Section 5: Vacancies

The board may fill vacancies among the directors by appointment through a majority vote. All active members of the Association shall be eligible for appointment.

Section 6: Removal and Resignation

Any director may resign at any time by giving written notice to the board. Any director may be removed with or without cause by a consensus vote of remaining directors.

Section 7: Conflict of Interest

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Section 8: Meetings and Procedures

The board shall meet in person at least four times a year, at an agreed upon time and place. An official board meeting requires that each director have written notice by e-mail at least two weeks in advance. The board shall take action at a meeting by majority vote, provided that a quorum of the board is present in person. Any action that the board is authorized to take by meeting in person may be taken by using telephone or electronic communication, provided that a quorum of the board participates in such action. The directors present at any properly announced board meeting shall constitute a quorum of the board, without which no official action requiring a vote shall be taken.

ARTICLE V: OFFICERS**Section 1: Duties of Officers**

There shall be three officers of the Association, consisting of a chair, fiscal officer and secretary, each of whom shall be a director. Officers shall attend meetings of the board and any other committee of which they are members. Their duties are as follows:

Chair: The chair shall convene regularly scheduled board meetings; and shall preside at each meeting or arrange for other officers of the board to preside at each meeting in the following order: secretary, and fiscal officer. The chair shall have the authority to be the spokesperson for the Association or delegate that authority as necessary.

Fiscal Officer: The fiscal officer shall keep records and accounts of all financial matters concerning the Association. The fiscal officer shall report on financial matters at each board meeting. The fiscal officer and the executive director shall be responsible for all reports as required by law.

Secretary: The secretary shall be responsible for keeping records of board actions,

including overseeing the taking of minutes at all board meetings, sending out meeting announcements, and distributing copies of minutes and the agenda to each board member. The secretary shall also keep minutes and records of General Meetings.

Section 2: Election of Officers

Elections for officers shall be held as often as the board deems appropriate, but at least every two years. Candidates shall be nominated by themselves or by any voting member of the board. Nominated candidates must agree to the nomination. Candidates must be active members of the Association. New officers and current officers shall be elected or re-elected by voting members of the board by voice or written ballot. Officers shall be elected by a simple majority of board directors present at the meeting.

Section 3: Terms of Office

All officers shall serve two-year terms, and are eligible for re-election.

Section 4: Vacancies

The board may fill vacancies among the officers by appointment through a majority vote. All existing members of the board in good standing shall be eligible for appointment.

Section 5: Removal and Resignation

Any officer may resign at any time by giving written notice to the board. Any officer may be removed with or without cause by a consensus vote of remaining directors.

Section 6: Actions by the Officers

The officers may confer between board meetings for the purpose of planning business to be brought before the board. The officers may establish policy positions and conduct other business on behalf of the Association when circumstances require action between board meetings. Such actions will be subject to review and approval of the board. The officers may conduct such actions through meetings, phone calls or electronic communications. A majority of the officers will be required to approve such actions.

ARTICLE VI: COMMITTEES

Section 1: Committees Generally

Committees of the Association shall be standing or special/*ad hoc*. Each committee shall exercise such power and carry out such functions as are designated by the by-laws or as delegated by the board from time-to-time; shall keep minutes of its meetings; and shall report to the board concerning its activities.

Section 2: Standing Committees

The standing committees of the Association are as follows:

Training and Career Development: This committee shall: 1) assess and meet, as organizationally appropriate, the training needs of CHWs in Massachusetts; and 2) increase public awareness of and educate health and human service providers about the roles and value of CHWs.

Finance: The treasurer is the chair of the finance committee. The committee shall handle all aspects of a financial nature such as dues, fundraisers, grants, operational funds, and any other monies designated to the Association.

Membership: This committee shall oversee membership structure, recruitment and retention.

Section 3: Special or *Ad Hoc* Committees

The board may establish special or *ad hoc* committees to: carry out the goals and objectives of the Association; and to address current, relevant issues.

ARTICLE VII: MEETINGS**Section 1: Types of Meetings**

The Association holds both regular meetings of the general membership and of the board. The general membership shall meet at least once a year at the annual meeting. The board shall meet at least four times a year. Written notice to all board members shall be e-mailed two weeks prior to the meeting.

Section 2: Annual Meeting

The annual meeting will be held once a year. Written notice to all members shall be mailed and e-mailed thirty days prior to the meeting.

Section 3: Special Meetings

A special meeting may be called by the board or by a petition of 50% of the voting membership. Written notice to all members shall be mailed and e-mailed two weeks prior to the meeting.

ARTICLE VIII: AMENDMENT OF BY-LAWS

Section 1: Proposed amendments to these By-laws shall be made when necessary by the board or by a petition from 50% of the voting members of the Association.

Section 2: Such proposed amendments to these By-laws shall be submitted to the board for approval prior to submission to the members for adoption. Proposed amendments shall be submitted to the secretary, who will notify members one month prior to

voting.

Section 3: Proposed amendments to these By-laws shall be approved by a majority of votes cast by voice and/or written ballot by the voting membership.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE X: ORGANIZATIONAL STATUS AND ACTIVITIES

Notwithstanding any other provisions of these articles, the Association is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c) (3) or corresponding provisions of any subsequent tax laws.

No part of the net earnings of the Association shall inure to the benefit of any member, trustee, director, officer of the Association, or any private individuals (except that reasonable compensation may be paid for services rendered to or for the Association), and no member, director, trustee, officer of the Association or any private individual shall be entitled to share in the distribution of any of the Association's assets on dissolution of the Association.

No substantial part of the activities of the Association shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office

In the event of dissolution, all of the remaining assets and property of the Association shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Massachusetts.

Subject to the foregoing, the Association shall have all the powers and privileges of a non-profit corporation organized and operating under the laws of the Commonwealth of Massachusetts.

ARTICLE XI: INDEMNITY

The Association shall indemnify any director or officer or former director or officer of the Association against all expenses actually and reasonably incurred by such person in connection with the settlement or defense of any action, suit or proceeding, civil or criminal, in which he or she is involved or made a party by reason of being or having been such director or officer of the Association to the extent permitted by Massachusetts non-profit law.

CERTIFICATION

These By-laws approved by the Board of Directors on _____ and adopted by the Members at the Association's 2007 Annual Meeting on September 28, 2007.

Attest:

Jennifer Chow, Chair

Date: