

# **Bylaws of the Massachusetts Forensic League**

## **Article 1. Name and Purpose**

### **1.1 Name**

The name of the organization shall be the Massachusetts Forensic League, a Massachusetts non-profit corporation (in these Bylaws called “the League”).

### **1.2 Purpose**

The League is dedicated to the furtherance of speech and debate competition and education in and among Massachusetts schools. The League aims to provide a high quality educational experience in public speaking, interpretative performance and debate to Massachusetts students.

### **1.3 Activities**

The League may engage in any and all legal activities that the Board deems appropriate to the furtherance of the Purpose of the League.

### **1.4 Corporate Seal**

The directors may adopt and alter the seal of the corporation as specified in the Rules.

### **1.5 Powers**

The League shall have those powers enumerated in Massachusetts General Laws c. 180 eq seq

## **Article 2. Definitions**

### *The Board, the Board of Directors*

The Board of Trustees, the governing body of the League.

### *Director*

Trustee of the League, as defined by Massachusetts law.

### *Member Chapter*

A team or program from a primary or secondary school meeting the current membership requirements as established by the Board and enumerated in the Rules and Policies of the MFL.

### *Chapter Delegate*

The affiliate of a member chapter empowered by their school’s administration to speak and vote for that member chapter.

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## *Rules of the MFL*

The record of all current policy and governance decisions of the Board.

## *Rules*

The body of rules governing the behavior of the League and its members, including all relevant laws, the Articles of Incorporation, the Bylaws, and the policies and regulations of the League.

## *League Season*

The League Season shall extend from July 1st to June 30th. This shall also be the League's fiscal year.

## **Article 3. Membership**

### **3.1 Classes of Membership**

Classes of voting and non-voting membership of the League shall be as set by the Board of Directors and shall be recorded in the Policies Document. No member chapter of a voting class in good standing shall be deprived of the right to vote.

### **3.2 Obligations of Membership**

Each member chapter and the affiliates thereof shall abide by these Bylaws and the policies and regulations as set from time to time.

### **3.3 Rights of Membership**

Member chapters and their Chapter Delegates shall have rights as set forth in the Rules.

No right or privilege of membership may be transferred to another person or organization.

All membership rights shall cease immediately upon the termination of that membership, for whatever reason.

### **3.4 Termination of Membership**

Membership in the League may be terminated under certain circumstances as set forth in the Rules.

### **3.5 Appealing Termination of Membership**

A Chapter Delegate may appeal termination of their membership as provided for in the Rules.

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## Article 4. Directors

### 4.1 Powers

All corporate powers shall be exercised by the Board of Directors, except as otherwise expressly provided by the Articles of Organization or these bylaws. Individual Directors, committees, staff and members shall not make decisions for or act on behalf of the Board without its express delegation.

### 4.2 Board Composition

The Board shall consist of twelve members (“Directors”). Six of these members shall be Officers (“Officers”) who shall hold their offices as elected by the membership. The other six Directors shall be appointed by the Officers. All will be elected or appointed as described in Article 4, Sections 3 and 6.

#### *Director Terms*

Directors shall serve for a term beginning at the conclusion of the Annual League Meeting following elections, or upon appointment to the Board, until the end of the Annual League Meeting after the next series of elections.

#### *Board Term*

The Current Board Term shall mean the term of the Board presently seated.

#### *Eligibility*

Directors must meet all eligibility requirements as defined in the Rules and under Massachusetts law to serve on the Board. Notwithstanding the immediately preceding sentence, no Director shall be removed as a Director for the Current Board Term as a result of a change in the Rules made at the time of, or subsequent to, the immediately preceding election of Directors.

### 4.3 Election of Officers

Elections shall be conducted as described in Article 7 and the Rules. Elections shall be held in every other League Season, by secret ballot due at the State Championship Tournament. If the State Championship is split over several days, the latest State Championship event will serve as the deadline.

#### *Election Commission*

The Board shall appoint an Election Commission at least 60 days before the State Championship Tournament. The Election Commission shall consist of 3 individuals who, by serving on the Election Commission, are not eligible to run for a Board position in the elections. The 3 Election Commissioners must come from 3 different schools. The Election Commission shall appoint its own Chair.

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The Election Commission shall assemble a list of nominees and any personal statements that the nominees wish to make, and send a list of all qualified nominees together with their personal statements to the League at least two weeks before the State Championship Tournament. The Election Commission may also, at its discretion, set up a sequence of meetings or forums for candidates for Board office to meet directly with member coaches.

A candidate may be nominated for more than one office on the ballot. If a candidate is nominated for more than one office, the candidate must submit his/her preferred order of offices to the Election Commission in case of election to multiple offices. These preferences shall be kept confidential by the Election Commission, but the candidates themselves may make their preferences public.

Each member chapter receives only one vote. Each chapter may vote by submitting its preferential ballot to the Election Commission between the time when the candidates and their statements are announced and the final rounds at the State Championship Tournament by whatever means the Election Commission has established.

The Election Commissioners shall then tabulate a final listing of the new Officers, consisting of the winner of each Officer election. This shall be done by a preferential balloting system as provided for in the Rules. The system for preferential balloting must be established in the Rules by the Board before the Election Commission is appointed, and may not be altered after the appointment of Election Commission until elections are complete.

If a candidate is elected to two or more offices, the candidate will take the winning office that was placed highest on that candidate's list of preferences. The other office tallies will then be repeated after redistributing the ballots of the candidate who is taking the other office.

The new Board slate of officers will be announced during the final State Championship awards ceremony, and shall take office at the conclusion of the next Annual League Meeting. All ballots shall be confidential and shall be kept by the chair of the Election Commission for three months after the election.

## *Nomination*

An eligible member may stand for election for an officer position if nominated either by a Nominating Committee appointed by the Board, or by a member coach. Coaches may nominate themselves. Nominating Committee members may or may not be members of the Election Commission; the Board may elect to have no official nominating committee at its discretion. No second for a nomination is required. Any member so nominated may decline to stand for election.

If no nomination for an office is received, that office shall remain vacant until such time as the rest of the Board fills the vacancy as specified in section 4.6 (Vacancies).

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## 4.4 Resignation by a Director

Any Director may resign at any time by giving notice to the Board. Such resignation shall take effect at the time therein specified. The acceptance of such resignation shall not be necessary to make it effective.

## 4.5 Removal of a Director

Any Director may be removed by referendum of the membership as specified in Article 8. A Director so removed shall not be eligible to fill any vacancy on the Board during the Current Board Term, but shall be eligible to be nominated for future Board positions.

A Special Meeting of the Board, as specified in Article 6, may be called to consider the censure and/or removal of a Director for cause. The Director being so accused must be given notice of the motion, and provided a reasonable opportunity to present information, including by written submission. The Director so accused shall have the right to be present during deliberation and to present a defense.

A censure motion, which may or may not include the removal of the accused Director, shall require a 2/3 vote of the Board to pass. The Director being so accused shall not be allowed to cast a vote on the censure motion, and the Director's seat shall be considered vacant in determining quorum and the number of votes cast.

## 4.6 Vacancies

Vacancies on the Board may be filled at any Meeting of the Board by appointment. Only individuals who meet the eligibility requirements as stated in the Rules for serving on the Board may be appointed to fill a vacancy.

A Director appointed to fill a vacancy shall have all the rights and responsibilities of any other Director, shall serve until the conclusion of the Current Board Term, and may only be removed in the same manner as any other Director.

In the event of a vacancy in the office of President, the VP/Secretary shall assume the powers and duties of the President until such a time as the Board appoints a successor.

## 4.7 Director Liability

No director shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of a director, to the extent that such liability is imposed by applicable law;

- a. for any breach of the directors duty of loyalty to the corporation or its stockholders.
- b. for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and

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c. for any transaction from which the director derived an improper personal benefit.

## Article 5. Committees.

### 5.1 Committees

The Board of Directors may from time to time establish or discharge Committees. The Board may select the members of such committees, or delegate selection to the President and/or any other officer or officers, or provide for selection by election or other means. The Board may delegate to any such committees any or all of the powers of the directors, except those which by law, by the Articles of Organization or these Bylaws they are prohibited from delegating. The reports or recommendations of a Committee are not binding upon the Board.

Unless the directors otherwise determine, committee meetings shall be held at such places and at such times as the chair of such committee shall determine. The provisions of 6.3 (notice of meetings), 6.6 (quorum), 6.7 (action by vote), 6.8 (action by writing) and 6.9 (meeting mechanism) shall apply to committee meetings as nearly as may be, with the terms "committee" or "committee member(s)" substituted for "board of directors" or "director(s)." The members of any committee shall remain in office at the pleasure of the directors.

### 1.2 Auditing Committee

At the request of the President or any three members of the Board, an Auditing Committee shall be formed to audit and report to the Board on any aspect of the League's operations. The Treasurer and/or VP/Secretary shall not be permitted to serve on the Auditing Committee, but shall cooperate fully with the Auditing Committee's requests for access and records.

## Article 6. Meetings

### 6.1 Meeting Frequency

The Board shall meet at such times as the Board deems necessary to conduct League business.

The Board shall meet no less than three times in each League Season.

Meetings of members, if any, are authorized to take place anywhere within the United States.

### 6.2 Annual League Meeting

The Annual League meeting shall be held each year within 100 days of the end of the State Tournaments. The Annual League Meeting shall be scheduled and announced by the Board at least 60 days ahead of time, and an agenda for said meeting published and sent to the Membership at least 14 days ahead of time in accordance with League communication policy as set in the Rules.

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If the Annual League Meeting occurs in an election year, the outgoing Board shall plan and conduct the meeting, with the incoming Board beginning their official term at the conclusion of the meeting.

The Board shall report to the Membership on the activities and state of the League and answer questions at the Annual League Meeting.

## 6.3 Notice of Meetings

Regular Board Meetings may be called by the President or the VP/Secretary as needed.

Notice of a Board Meeting shall be provided to all Directors (in accordance with current Board contact procedures) at least two weeks before a requested meeting date, or at least four weeks before the meeting date if the Meeting is to be conducted in person.

A written agenda for a Board Meeting shall be provided to all Directors by the President or the VP/Secretary at least one week before the meeting date, along with the full text of any proposed changes to the Rules of the MFL. The agenda shall include any and all items submitted to the President and VP/Secretary by any Director at least three days before the Agenda is set to be sent to the Board, or until all Directors have confirmed they have no further items or proposals for inclusion.

No change to the Rules of the MFL shall be ratified except those so specified. If a motion or rule change is amended by, or proposed to, the Board at a meeting, it cannot be ratified at that meeting unless all Directors of the Board are present, but may be ratified after inclusion on the agenda of the next Board Meeting or by consent in writing.

## 6.4 Waiver of Notice

A Director may waive the above minimum notice period for a meeting by informing the Board. A Director's attendance at a meeting shall be deemed to be a waiver of notice.

## 6.5 Special Meeting

A Special Meeting of the Board is one having a specific purpose and agenda. Such motions or business must be specified in the notice of the meeting, and only those motions or business specified shall be considered at the Special Meeting of the Board.

Special Meetings of the Board may be called in the same manner as regular Meetings of the Board. In addition, any three or more Directors can request the President call a Special Meeting of the Board. The President shall, within one week of such a request, announce and schedule the Special Meeting solely for the purpose the Directors have stated. Any Director may announce and schedule the meeting, should the President not call said meeting within the allotted time.

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## 6.6 Quorum

The majority of the Directors serving at the time shall constitute a quorum. No action taken at a meeting without a quorum present shall be binding on the Board. A smaller number may adjourn a meeting without further notice.

## 6.7 Action by Majority Vote

All business of the Board shall be decided by a majority of votes cast, unless as provided otherwise by the Bylaws or adopted as special changes to the Rules. Abstentions shall not be considered in counting votes cast.

## 6.8 Action by Consent

Any action required or permitted to be taken at any Board Meeting may be taken without a meeting if all of the members consent to the action in writing and the written consents are filed with the records of the Board Meetings. Such consent shall be treated for all purposes as a vote at a meeting, save that a majority shall be the majority of the entire Board then serving, not the lesser majority of a quorum. A Director, by writing in an abstention, reduces this majority requirement, which shall be recalculated as if that Director's seat were vacant.

## 6.9 Mechanism of Meeting

The Board may meet in person, or by telephonic, electronic or other means, as agreed to by the members of the Board. These mechanisms may be used in combination, provided that all Directors are given reasonable ability to participate in the meeting.

## Article 7. Officers

The six Officers of the League shall be the President, the VP/Secretary, the Treasurer, Speech Chair, Debate Chair and Congress Chair. The Board of Directors shall consist of these Officers, together with six at-large Directors.

Other officers may be appointed from time to time by the Board or their delegates, but such officers will not be voting Directors of the League unless duly appointed to one of the 12 Board positions. One person may hold more than one office, but may not hold more than one Director seat or office.

### 7.1 President

The President shall preside at all Annual League Meetings and meetings of the Board of Directors. The President may choose to not preside at any given meeting, in which case the Board shall select another Director to preside at said meeting.

The President shall have general supervision and oversight over the affairs of the League, subject to the control of the Board of Directors. The President shall also serve as the primary spokesperson.

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son and representative of the League. The President shall perform such other duties as may from time to time be assigned to this office by the Board of Directors.

## 7.2 Vice President/Secretary

The VP/Secretary shall record and maintain records of all proceedings of the directors and members, which shall be kept within the Commonwealth at a location designated by the Board. The VP/Secretary shall make such records, or accurate copies thereof, publicly available to Chapter Delegates or Directors upon request. Such books shall also contain records of all meetings and the original, or attested copies, of the Articles of Organization and Bylaws and names of all directors and members and the address of each. The VP/Secretary shall ensure that all member communications are conducted in accordance with the Rules and Policies of the MFL. The VP/Secretary shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process.

The VP/Secretary shall have all the powers and duties of the President during the absence of the President or in the event of the President's inability to act.

The VP/Secretary shall perform such other duties as may from time to time be assigned to this office by the Board of Directors.

If the VP/Secretary is absent from any Meeting, a temporary VP/Secretary chosen at the meeting shall exercise the duties of the VP/Secretary at the meeting, and shall provide the VP/Secretary with a copy of the records of said meeting.

## 7.3 Treasurer

The Treasurer shall ensure that all financial books and records are maintained. The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The Treasurer shall be in charge of its financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and he shall keep full and accurate records thereof. The Treasurer shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. The Treasurer shall prepare an annual financial report for the League. The Treasurer shall perform such other duties as may from time to time be assigned to this office by the Board of Directors.

## 7.4 Event Chairs

Each Chair of an event group shall serve as a primary point of contact for tournament directors and league events held in their respective areas, as defined in the Rules and Policies of the MFL. Each Chair will be responsible for ensuring that the rules and procedures of their events are obeyed at League run and League sanctioned tournaments. Each Chair will serve as Tournament Director for their respective State Championship Tournaments. Each Chair shall perform such other duties as may from time to time be assigned to this office by the Board of Directors.

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## 7.5 At-Large Directors

After the elections, the new officers-elect shall solicit nominations for membership on the Board as an at-large Director. No less than 14 days, and no more than 100 days after the election, the officers-elect shall consider the slate of nominated candidates, and appoint by a method agreed upon among themselves, six at-large Directors. This meeting may occur before or after the new officers' Board Term begins; if it occurs before, the At-Large Directors' term of office would begin at the start of the Board Term; if it occurs after, the At Large Directors' term of office begins immediately. At-Large Directors shall have all the rights and responsibilities of any other Director, shall serve until the conclusion of the current Board Term, and may only be removed in the same manner as any other Director. At-Large Directors shall perform such duties as may from time to time be assigned to them by the Board of Directors.

## Article 8. Referenda

Normal governing authority of the League shall be invested in the Board of Directors. However, from time to time it may be deemed necessary by the Board or the membership that the Member Chapters as a whole make certain decisions. Such decisions will be carried out by referenda.

Other than the mechanism by which the referendum is called, there is no distinction between Board initiated and Member-initiated referenda.

Referenda shall be conducted as specified in this Article.

### 8.1 Board Initiated Referenda

The Board may put any appropriate question to a referendum of the Members.

### 8.2 Petition for Referendum

No less than 10 member chapters in good standing, or half the membership, whichever is lesser, may by petition to the Board cause a question to be put to the membership in a referendum. The Board shall conduct the referendum at the next Annual League Meeting or at a special League Meeting to occur at the next State Championship Tournament, whichever is sooner, so long as the petition is received 30 days before said meeting or tournament.

Only one question, or related set of questions, may be covered by one petition.

The petition must state the exact wording of the question, or may authorize one or more signatories of the petition to work with the Board to finalize the wording, as long as the intent of the question is not changed.

### 8.3 Wording of Referenda

Questions will be binding only if stated in the form of a resolution, with a vote of "Yes" signifying support for passage of the resolution. Options may be stated as a sub-question; no option will be acted upon unless the overall question passes. If more than two choices are given on a

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sub-question, voting on the option shall be by preferential ballot. Voting “no” on the overall question does not disqualify a voter from voting on sub-questions.

A question will be binding only if consistent with the Rules, Bylaws and Articles of Incorporation of the MFL.

## 8.4 Quorum

For a referendum resolution to be binding on the Board, quorum must be met. Quorum for a referendum shall be 1/2 the eligible member chapters. Abstention votes shall be counted in determining the question of quorum.

## 8.5 Action by Referendum

Unless otherwise specified in the question or the Bylaws, a motion approved by a referendum of the membership shall be binding on the Board, and may not be overturned by the Board during the remainder of the Current Board Term. It may be overturned by another referendum.

## 8.6 Notice of Referendum

A referendum shall be preceded by notice (Ballot Notice) being sent to the membership by the communications channels set in the Rules and Policies at least 21 days prior to the time the referendum shall be considered. The full text of the referendum motion or question must be specified in such notice. The notice must also specify the dates during which votes will be accepted, and the method by which Chapter Delegates may send in absentee ballots.

## 8.7 Voting Rights

All Member Chapters of voting classes in good standing shall have the right to a single vote on referenda. The Chapter Delegate of a Member Chapter shall exercise that vote. A Chapter Delegate may designate another affiliate of their member chapter to vote, and may vote on referenda in absentee, by sending their ballot according to the method specified by the Notice of Referendum. If a Chapter Delegate has voted in absentia, they may not vote at the meeting where the vote shall take place, or delegate their vote to another affiliate of their chapter to attend said meeting, but they may attend and speak at said meeting as any other person present.

## 8.8 Voting

The Board shall define proper methods for casting a vote, ensuring that The Board can demonstrate that each method of voting which it provides for may be readily audited at any time as to the authenticity and correctness of the vote; and the methods chosen by the Board provide for a fair and equitable vote on each resolution, and do not unfairly bias the outcome of the vote.

Referendum policy shall provide for the greatest member participation possible while maintaining organizational prudence.

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## Article 9. Amendment of Bylaws

### 9.1 Amendment by Directors

The directors may make, amend, or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law, the articles of organization, or the by-laws require action by the members. These Bylaws, except for this Article, may be amended by the Board according to the following procedure:

- At a Regular or Special Meeting of the Board, a motion to amend the Bylaws shall be discussed and voted as a normal business item.
- No less than 30 days, and no more than 60 days after approval of said motion, and during the Current Board Term, the amendment as originally approved must be ratified by the Board at a Regular or Special Meeting of the Board (the “Ratification Meeting”). The full text of the motion, including the text of the amendment, must appear in the published notice for that meeting. The motion for ratification may not be amended.
- After initial approval, notice of the proposed amendment as approved by the Board shall be published to the Membership through normal communication channels. The Notice is to include the exact wording of the amendment, time period for comment, and instructions on how members may submit comments on the Amendment. The time period for comments shall not be less than 21 days. Submitted comments shall become part of the record and be made available to the Board at least 5 days prior to the Ratification Meeting.
- A Director who cannot be present at the Ratification Meeting may cast a vote on the ratification of the amendment prior to the meeting, by written notice to the Board.
- If, having a quorum at the Ratification Meeting, the ratification fails, the amendment fails.

### 9.2 Amendment by Members

These Bylaws, including this Article, may be amended by the Members by Referendum as provided for in the Bylaws.

## Article 10. Dissolution

The Board may dissolve this League with due notice to the membership with reason with a two-thirds majority vote. Upon dissolution, the assets of the League shall be distributed to other non-profit organizations with similar mission or purpose at the Board’s discretion.

## Article 11. Parliamentary Authority

For all items not otherwise specified in the Rules of the Association, the Parliamentary Authority of the League shall be the current edition of *The Standard Code of Parliamentary Procedure*.

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## **Article 12. Execution of Papers**

Except as the directors may generally or in particular cases authorize otherwise, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligation made, accepted or endorsed by the corporation shall be signed by the president, the VP/Secretary, or the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president, VP/Secretary, or treasurer, acting under authorization by the Board, shall be binding on the corporation in favor of any purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provision of the Articles of Organization, Bylaws, resolutions or votes of the corporation.

## **Section 13. Conflict of Interest**

Subject to the Articles of Organization and any applicable law, the directors shall adopt a conflict of interest policy covering the corporation's directors, officers, and such staff as may be specified in the policy.

## **Section 14: Transitional Arrangements**

These Bylaws shall supersede in full the MFL Bylaws of 1998 on passage. The Board of Directors elected under that Bylaws at the time of the passage of these Bylaws shall continue until their terms under that Bylaws have expired. Said Directors, however, are subject to the terms and conditions and duties as specified under these Bylaws on passage.