



Amended and Restated Bylaws of Massachusetts OM Association, Inc.

Article I Name

The name of this organization shall be the Massachusetts OM Association, Inc. Within these Bylaws, this organization is referred to as MAOM. The organization is also known as MAOM/MADI, MADI and Massachusetts Destination Imagination.

Article II Principal Office

The address of the principal place of business of MAOM shall be 203R West Hartford Avenue, Uxbridge, Massachusetts 01569.

Article III Purposes

3.1 Educational Purposes

This Corporation is formed for the following specific objects and purposes:

- (a) promote creativity and creative problem-solving skills to the students, teachers, parents and others in a supportive, academically challenging environment through sponsorship of the Destination Imagination program in Massachusetts;
- (b) conduct activities such as tournaments, program enhancement sessions, training, seminars and other activities that promote and reward creativity and creative problem solving;
- (c) encourage and recognize team work and good sportsmanship; and
- (d) engage in any activities that may be necessary or incidental to accomplishing the foregoing purposes or in any activities that may be engaged in by MAOM organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts, except as otherwise restricted in the Articles of Organization and as limited by the provisions of Section 501(c) (3) of the Internal Revenue Code of 1986 as now in force or as hereafter amended.

3.2 IRC Section 501(c)(3) Purposes

MAOM is organized and shall be operated exclusively for educational and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Article IV Board of Directors

4.1. Number. The Board of Directors shall consist of not less than three (3) and not more than eight (8) in number. Each Board position shall have only one (1) vote. The Board of Directors will be chaired by the Chairperson of the Board.

4.2. Classification. The Board of Directors shall consist of:

- (a) One Director who shall be the Executive Director of MAOM (see Article VI,



Section 6.5);

(b) One Director who shall be an Affiliate Challenge Master of MAOM (see Article VI, Section 6.8);

(c) One Director who shall be a Regional Director of MAOM (see Article VI, Section 6.9); and

(d) Up to five (5) Directors, each of which shall not be an Officer of MAOM as set forth in Article VI, Section 6.1 of these Bylaws.

By vote of a majority of the Directors, a Chairperson of the Board shall be selected among the members of the Board of Directors, excluding the Executive Director of MAOM, for a renewable one-year term. The Chairperson of the Board or a designee shall preside at each Board meeting.

4.3 Appointment. The Executive Director of MAOM shall automatically be a member of the Board of Directors pursuant to Section 4.2(a). The Director holding the position set forth in Section 4.2(b) shall be elected by majority vote of the MAOM Affiliate Challenge Masters then in office at a meeting of the Affiliate Challenge Masters for which each sitting Affiliate Challenge Master has received notice. The Director holding the position set forth in Section 4.2(c) shall be elected by majority vote of the MAOM Regional Directors then in office at a meeting of the Regional Directors for which each sitting Regional Director has received notice. The Director(s) holding the position(s) set forth in Section 4.2(d) shall be appointed by majority vote of the Directors then in office at a duly held meeting. In addition, the Board of Directors may appoint Honorary Directors who have made a significant contribution to the MAOM organization and are not an Officer of MAOM as set forth in Article VI. Honorary Directors shall be appointed for renewable terms into perpetuity and shall be welcome to attend any or all meetings of the Board of Directors but will not have a vote at such meetings.

4.4. Qualifications. Directors shall be of the age of majority in the state of Massachusetts and shall be duly appointed in accordance with these Bylaws.

4.5 Powers. Subject to the provisions of the laws of Massachusetts and any limitations in the Articles of Organization and these Bylaws relating to the action required or permitted to be taken by the members, if any, of MAOM, the activities and affairs of MAOM shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

4.6 Duties. The Directors shall:

(a) Perform any and all duties imposed on them by law, by the Articles of Organization, or by these Bylaws;

(b) Conduct themselves at all times in a manner which supports the specific purposes of MAOM as stated in Article III;

(c) Appoint, supervise and remove as well as set their stipends, if any, of all Officers of MAOM, including the Executive Director, Treasurer and Secretary;

(d) Meet at such times and places required by these Bylaws;

(e) Register their addresses with the Secretary of the Corporation and notices of



meetings mailed, postal or electronic, to them at such addresses shall be valid notices thereof; and

(f) Review policies and procedures of the Operations Leadership Committee (see Article VII, Section 7.1) as needed to ensure compliance with the purpose and Bylaws of MAOM.

4.7 Terms of Office. Directors shall be elected for renewable two (2) year terms at the annual meeting of the Board of Directors by a majority vote of the Directors then in office including those Directors who assume office at such annual meeting pursuant to Sections 4.2(b) and (c) as a result of their selection at a meeting under Section 4.3 immediately prior to such annual meeting. The term for Director 4.2 (c) shall commence in even years and the Director under 4.2(b) shall commence in odd years. The terms for Directors under 4.2(d) shall be two (2) in even years and three (3) in odd years. The Executive Director under 4.2(a) shall be elected by the Directors for a renewable one-year term at each annual Board of Directors' meeting (see Article VI, Section 6.2).

4.8 Tenure. Each Director shall hold office until the adjournment of the annual meeting in the year said Director's term expires and until the Director's successor is elected and qualified, or until the Director dies, resigns, or is removed.

4.9 Committees. The Chairperson may appoint Committees of the Board of Directors and said Committees may include non-Directors. The Chairperson may delegate to any such committee or committees such powers and duties of the Board of Directors except those which by law, by the Article of Organization, or by these Bylaws is prohibited from delegating.

4.9.1 – These committees may include but are not limited to the following:

- (a) Ombudsman Committee whose members shall be the Chairperson of the Board, one Director classified under 4.2(b) or 4.2(c) and one Director under 4.2(d). The purpose of the Ombudsman Committee is to address issues from members of the Operations Leadership Committee (see Article VII, Section 7.1) or the Executive Director(s) and resolve through mediation. The Ombudsman Committee shall also be available to act on behalf of the Board in emergency situations that require immediate attention.
- (b) Ad hoc Committees such as Board Governance, Strategic Planning and Finance.

4.9.2 -- In no event shall the following powers be delegated by the Board of Directors to any committee established by it:

- (a) The power to change the principal office of MAOM.
- (b) The power to amend these Bylaws.
- (c) The power to elect Officers required by law, the Articles of Organization, or these Bylaws to be elected by the Members or the Directors and the power to fill vacancies in any such offices.
- (d) The power to change the number of members constituting the Board of Directors and the power to fill vacancies in the Board of Directors.
- (e) The power to remove Officers from office or Directors from the Board of



Directors.

(f) The power to authorize a merger of MAOM.

4.10 Removal and Resignation. Any Director may be removed, either with or without cause, by a majority vote of a quorum of the Board of Directors, at any time. Any Director may resign at any time by giving written notice to the Chairperson or Secretary of MAOM, to a meeting of the Directors, or to MAOM at its principal office address. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.11 Vacancies. Any vacancy in the Board of Directors shall be filled as an initial appointment in accordance with Section 4.3. Each successor shall hold office for the unexpired term or until said successor sooner dies, resigns, is removed. The Board of Directors may exercise all their powers even with multiple vacancies but shall make reasonable efforts to fill vacancies in an appropriate timeframe.

4.12 Regular Meetings. Regular meetings of the Directors may be held at such places and at such times as the Board of Directors may determine including webinars and conference calls. An annual meeting shall be held before the end of the fiscal year (defined in Article XI) at a time and place to be determined by the Chairperson.

4.13 Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place when called by the Chairperson or by three (3) or more Directors.

4.14 Call and Notice

(a) Regular Meetings. No call or notice shall be required for regular meetings of Directors, provided that reasonable notice (i) of the first regular meeting following the determination of the times and places for regular meetings shall be given to absent Directors and (ii) specifying the purpose of a regular meeting shall be given to each Director if there is to be considered at the meeting contracts or transactions of MAOM with interested persons, amendments to these Bylaws, or the removal or suspension of a Director or an Officer.

(b) Special Meetings. Reasonable notice of the times and place of the Special Meeting of the Directors shall be given to each Director. Such notice need not specify the purpose of the meeting, unless there is to be considered at the meeting (i) contracts or transactions of MAOM with interested persons, (ii) amendments to these Bylaws, or (iii) the removal or suspension of a Director or Officer.

(c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director either (i) to send notice by mail at least forty-eight (48) hours or (ii) by e-mail at least twenty-four (24) hours before the meeting addressed to the Director at the Director's usual or last known business or personal email address, or (iii) to give notice to the Director in person or by telephone at least twenty-four (24) hours before the meeting.

4.15 Quorum. At any meeting of the Board of Directors, a majority of the Directors then in



office shall constitute a quorum. At any meeting of any Executive Committee or ad hoc committee, a majority of that committee's members shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.16 Action by Vote. When a quorum is present at any meeting of the Board of Directors or any committee, a majority of the voting members of the Board or such committee then present and voting shall decide any questions, unless otherwise specifically provided in these Bylaws.

4.17 Action in Writing or by Telephone. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken (a) without a meeting if all the Directors or Voting Members of such committee consent to the action in writing and the written consents are filed with the records of the meeting, or (b) if a quorum is established by telephone or other such communication after proper notice and action is taken by vote in accordance with the provisions hereof. Such consents shall be treated for all purposes as a vote at the meeting.

Article V Director and Officer Liability

5.1 Nonliability of Directors and Officers. The Directors and Officers shall not be personally liable for the debts, liabilities, or other obligations of MAOM.

5.2 Indemnification by MAOM of Directors and Officers. The Directors and Officers of MAOM shall be indemnified by MAOM to the fullest extent permissible under the laws of the Commonwealth of Massachusetts.

5.3 Insurance for Corporate Agents. Except as may be provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of MAOM (including a Director, Officer, associate, or other agent of MAOM) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not MAOM would have the power to indemnify the agent against such liability under the Articles of Organization, these Bylaws or provisions by law.

Article VI Officers and Executive Operations

6.1. Number and Qualifications. The Officers of MAOM shall:

- (a) be an Executive Director, Treasurer, Secretary, Affiliate Challenge Master(s), Regional Director(s), Affiliate Score Master and Affiliate Sales Director. MAOM may also have such agents, if any, as the Board of Directors may appoint. Any of these positions may be shared as a co-officer or associate officer by election or appointment by the respective electing Board of Directors or appointing Executive Director but that position shall be counted as one vote on any matter voted on by



- the Operations Leadership Committee (see Article VII, Section 7.1).
- (b) perform any and all duties imposed on them by law, by the Articles of Organization, or by these Bylaws;
 - (c) conduct themselves at all times in a manner which supports the specific purposes of MAOM as stated in Article III;
 - (d) set policies and procedures to support the day-to-day operations of MAOM and ensure the equitable, consistent treatment of all associates, volunteers and participants.

6.2 Election, Appointment and Term of Office. The Executive Director, Treasurer and Secretary shall be elected by the Board of Directors for a renewable one-year term at each annual Board of Director's meeting, and shall serve until the expiration of the term unless he or she sooner dies, resigns or is removed. The Affiliate Challenge Masters, Regional Directors, Affiliate Score Master and Affiliate Sales Director shall be appointed by the Executive Director and shall serve until resignation, removal by the Executive Director, death or until his or her successor shall be appointed and qualified, whichever occurs first.

6.3 Removal and Resignation. Any Officer may be removed, either with or without cause, by a majority vote of a quorum of the Board of Directors, at any time. Additionally, Officers appointed by the Executive Director may be removed by the Executive Director, at any time. Any Officer may resign at any time by giving written notice to the Chairperson, Executive Director or Secretary of MAOM, to a meeting of the Directors, or MAOM at its principal office address. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.4 Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any Officer other than that of Executive Director, such vacancy may be filled temporarily by appointment by the Board Chairperson until such time as the Board shall fill the vacancy. Vacancies occurring in Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

6.5 Duties of the Executive Director

The Executive Director, also known as the Affiliate Director, shall be the chief executive officer of MAOM and shall, subject to the control of the Board of Directors, supervise and control the affairs of MAOM and the activities of the Officers.

The Executive Director shall:

- (a) Perform all duties incident to the office and such other duties as may be required by law, by the Articles of Organization of MAOM, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- (b) In the name of MAOM, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors, except as otherwise expressly provided by law, by the Articles of Organization, or by these Bylaws.
- (c) Act as the primary liaison and spokesperson with the national Destination



Imagination organization on behalf of MAOM.

6.6 Duties of Secretary

The Secretary shall:

- (a) Certify and keep at the principal office of MAOM or at such other place as the Board may determine, the original, or a copy of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of MAOM or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of MAOM and affix the seal, as authorized by law or by provisions of these Bylaws, to duly executed documents of MAOM.
- (e) Exhibit at all reasonable times to any Director of MAOM, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the Directors of MAOM.
- (f) In general, perform all duties incident to the office of Secretary and such other duties which may be required by law, by the Articles of Organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

6.7 Duties of the Treasurer

The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of MAOM and deposit all such funds in the name of MAOM in such banks, trust companies, or other depositories as shall be approved by the Board of Directors.
- (b) Receive, and give receipt for monies due and payable to MAOM from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of MAOM as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of MAOM's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any Director of MAOM, or to his or her agent or attorney, on request therefore.
- (f) Render to the Executive Director and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the MAOM.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (i) Prepare, or cause to be prepared, and file, or cause to be filed, all required



paperwork with the state and federal government.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Organization of MAOM, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

6.8 Affiliate Challenge Masters shall be charged with coordinating their respective Challenge at MAOM regional and state tournaments and all duties to ensure a trained appraisal team and educated team managers.

6.9 Regional Directors shall be charged with coordinating their respective regional tournament and act as a liaison to the teams in their region.

6.10 Affiliate Score Master shall be charged with coordinating the Score Rooms at MAOM regional and state tournaments and all duties to ensure a successful Score Room.

6.11 Affiliate Sales Director shall be charged with coordinating the Sales Tables as MAOM regional and state tournaments and all duties related to sales table material and inventory.

6.12 Stipends. The stipends of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any stipends received by Officers of MAOM shall be reasonable and given in return for services actually rendered to or for MAOM. Recipients may waive all or part of their stipend by written notice prior to disbursement.

Article VII Executive Committees

7.1 Operations Leadership Committee

The Operations Leadership Committee shall be made up of the Executive Director, Secretary, Treasurer, Affiliate Challenge Masters, Regional Directors, Affiliate Score Masters and Affiliate Sales Director. The Operations Leadership Committee, chaired by the Executive Director, shall be charged with running the day-to-day operations of the MAOM organization and to manage the business and affairs of MAOM, to the extent permitted, and except as may otherwise be provided, by provisions of law. By a majority vote of its members, the Board of Directors may at any time revoke or modify any or all of the Operations Leadership Committee authority so delegated and fill vacancies on the Operations Leadership Committee. The Operations Leadership Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

7.2 Other Committees

Other committees will be chaired by the Executive Director or its designee, such committees to include:

- (a) Affiliate Challenge Master Committee to ensure communication and consistency of challenges across the MAOM organization.
- (b) Regional Director Committee to ensure communication and consistency of



regional tournaments and membership communication across the MAOM organization.

(c) The Executive Director in cooperation with the Operations Leadership Committee shall have such other committees as may from time to time be required to manage the affairs of MAOM. Such other committees may consist of persons who are not Officers and shall act in an advisory capacity only. Such committees may include but are not limited to Growth, Training, Website and Sales.

7.3 Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws. The time for regular and special meetings of committees may be fixed by resolution of the committee. Rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws may be adopted by a majority vote of the Operations Leadership Committee. All committees shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board may require.

Article VIII Execution of Instruments, Deposits, and Funds

8.1 Execution of Instruments The Board of Directors, except as otherwise provided in these Bylaws, may, by resolution, authorize any Officer or agent of MAOM to enter into any contract or execute and deliver any instrument in the name of and on behalf of MAOM, and such authority may be general or confined to specific instances. Unless so authorized, no Officer or agent shall have any power or authority to bind MAOM by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

8.2 Checks and Notes Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of MAOM shall be signed by the Treasurer or the Executive Director(s) of MAOM, in the event that the Treasurer is not available. A summary of all checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of MAOM signed by the Treasurer and/or the Executive Director(s) shall be submitted for approval at the next meeting of the Board of Directors.

8.3 Deposits All funds of MAOM shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may approve.

8.4 Gifts The Board of Directors may accept on behalf of MAOM any contribution, gift, bequest, or device for the charitable or public purposes of MAOM.

ARTICLE IX



Corporate Records and Reports

9.1 Maintenance of Corporate Records

MAOM shall keep at its principal office:

- (a) Minutes of all meetings of the Board of Directors and committees of the board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of MAOM's Articles of Organization and Bylaws as amended to date.

9.2 Directors' Inspection Rights Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of MAOM.

9.3 Right to Copy and Make Extracts Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

9.4 Annual Report

The Board shall cause an annual report to be furnished within a reasonable timeframe after the close of MAOM's fiscal year (defined in Article XI) to all Directors and Officers of MAOM which shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of MAOM as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue and expenses of MAOM.

Article X

IRC 501(c)(3) Tax Exemption Provisions

10.1 Limitations on Activities

No substantial part of the activities of MAOM shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501 (h) of the Internal Revenue Code, and MAOM shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, MAOM shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.



10.2 Prohibition Against Private Inurement

No part of the net earnings of MAOM shall inure to the benefit of, or be distributed to its members, Directors, Officers or other private persons, except that MAOM shall be authorized and empowered to pay reasonable fees and stipends for services rendered and to make payments and distributions in furtherance of the purposes of MAOM.

10.3 Distribution of Assets

Upon the dissolution of MAOM, its assets remaining after payment, or provision for payment, of all debts and liabilities of MAOM shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

10.4 Private Foundation Requirements and Restrictions

In any taxable year in which MAOM is a private foundation as described in Section 509(a) of the Internal Revenue Code, MAOM 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article XI Fiscal Year

The fiscal year of MAOM shall begin the first day of September and end on the last day of August.

Article XII Amendment of Bylaws

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a two-thirds vote of the members of the Board of Directors.