

**2020 AMENDED AND RESTATED BY-LAWS  
of the MASSACHUSETTS CANNABIS REFORM COALITION, INC.**

effective as of the \_\_\_ day of January, 2020



**MASSCANN/NORML**  
The Massachusetts Cannabis Reform Coalition



## Table of Contents

PREAMBLE	3
ARTICLE I: NAME AND OFFICES	3
ARTICLE II: NATURE OF THE CORPORATION	3
ARTICLE III: MEMBERSHIP	5
ARTICLE IV: BOARD OF DIRECTORS	7
ARTICLE V: MEETINGS OF THE BOARD	9
ARTICLE VI. OFFICERS	12
ARTICLE VII: DUTIES OF OFFICERS	13
ARTICLE VIII: STAFF, CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.	16
ARTICLE IX: FINANCIAL ADMINISTRATION	17
ARTICLE X: SEAL	17
ARTICLE XI: CONTROL OVER BY-LAWS	17
ARTICLE XII: EFFECT OF PROVISIONS OF LAW AND THE ARTICLES OF ORGANIZATION	18
<b>END OF BY-LAWS</b>	<b>18</b>
<b>CERTIFICATION</b>	<b>19</b>
RATIFICATION BY THE BOARD	20



## **PREAMBLE**

These 2019 Amended and Restated By-laws of the Massachusetts Cannabis Reform Coalition, Inc. amend and restate all prior By-laws including but not limited to (a) the original By-laws; (b) those amendments to the By-laws adopted by the Membership at its first annual meeting on January 19, 1991, (c) those further amendments to the By-laws adopted April 28, 1991; (d) those amendments whether actual or proposed, of March 4, 2015, March 2016, and January 2017; and (e) those amendments made in February 2019.

## **ARTICLE I: NAME AND OFFICES**

**Section 1.1 Name** The name of the corporation is the **Massachusetts Cannabis Reform Coalition, Inc.**, hereinafter referred to from time to time as “**MassCann**” or the “Corporation.”

**Section 1.2 Tax and Other IDs** The Corporation was organized November 27, 1990 as a Massachusetts nonprofit corporation and assigned Identification Number 043101902.

The Corporation’s federal employer identification number is 04-3101902.

**Section 1.3 Address** Until changed by a vote of the Directors, the post office of the Corporation shall be:

P.O. BOX 211  
READING, MA 01867

## **ARTICLE II: NATURE OF THE CORPORATION**

**Section 2.1 Nature** The Corporation is organized as, and shall conduct its affairs, in the manner of a nonprofit entity operating pursuant to the laws of the Commonwealth of Massachusetts. The affairs of the Corporation are directed by a nine-seat Member-elected Board of Directors (the “Board” or singularly, a “Director”). Day-to-day activities of the Corporation are managed by the officers. Members elect three specific executive officers; a President, Treasurer, and Clerk, who are automatically seated as Directors. Members shall also elect non-officer positions of Press Secretary and Membership Liaison Coordinator. Members may elect individuals to serve as both a Director and other operating or executive position. The Board may appoint additional officers as the Board determines to be in the best interest of the Corporation. Such additional officers may, but do not have to be, Directors. The President may not be the Chairperson of the Board. For purposes of these By-laws, cannabis and marijuana are used interchangeably.



**Section 2.2 Purpose** The Corporation is engaged in promoting the legalized use of cannabis and the Corporation's activities include:

- a. educating the public, legislators, and government agents about the application and benefits, therapeutic, medical, commercial, industrial, and otherwise, of the various cultivars and component parts of the cannabis plant;
- b. monitoring marijuana legislation, with specific emphasis on Massachusetts local and state legislation, and advocating for legislative or regulatory positions as the Board may determine, but not inconsistent with the provisions of this Section;
- c. promoting economic inclusion in the business and commerce of marijuana of disenfranchised, and marginalized residents of the Commonwealth, with a specific focus on Social Equity, Economic Empowerment, and Restorative Justice candidates as those terms are defined by the Massachusetts Cannabis Control Commission in 935CMR500;
- d. advocating for patient rights and benefits pursuant to the Massachusetts medical marijuana program;
- e. coordinating activities and events to accomplish these purposes with other organizations;
- f. advocating for education, public funding, and research in and of cannabis;
- g. striving to be the public voice of cannabis in Massachusetts; and
- h. any other legal activity or conduct not inconsistent with the stated purpose.

**Section 2.3 Activities** In order to accomplish the foregoing purposes, the Corporation may host public forums and rallies, publish and or develop for sale or other distribution informative media in any format, create and distribute promotional materials such as bumper stickers, buttons, printed t-shirts, and other products, and use legally allowable parts of the cannabis plant for any of the foregoing, collect Membership dues, subscriptions or fees for media, donations, and conduct other fundraising activities usual and proper for a non-profit entity.

**Section 2.4 Notice Methods** Each Member shall designate their preferred method of notice, which shall include notice by electronic mail to the email address as provided by the Member, United States First Class Mail, postage prepaid, or both. The Corporation need not send notices to Members via a designated method if such Member shall have failed to provide an accurate and correct address for that method.

**Section 2.5 Notice of Meetings** All Member and Board meetings shall be noticed in advance. Notice periods shall be as follows:

- a. Regular meetings – fourteen (14) days advance notice\*
- b. Special meetings – ten (10) days advance notice\*



- c. Emergency meetings – with as much advance notice as is practical in light of the exigent circumstances of the emergency (an event requiring immediate executive action that cannot be practically delayed until a regular meeting can be convened)
- d. Notice of removal (described below) – seven (7) days advance notice\*
- e. Board meetings may be noticed in advance in a series and need not be individually noticed (e.g. All Board meetings shall take place on the last Wednesday of the month starting at 6:30 PM at [specify location])

\* Three days shall be added for notices sent by United States First Class Mail. Electronic mail (or equivalent means) shall be deemed delivered the same day if sent on or before 5:00 PM, eastern time; otherwise such messages shall be effective as sent the following business day.

Within three (3) business days of an Emergency Meeting, MassCann shall send notice to all Members, of the Emergency Meeting that was called, any matters discussed, and all action taken.

**Section 2.6 Voting Methods** Members may only vote in person. Members may **NOT** vote by proxy or by telephone, video, or other electronic means.

### **ARTICLE III: MEMBERSHIP**

**Section 3.1 Membership** The members of MassCann (“Members”) shall be persons who have paid the Membership fee, as established by the MassCann Board. Any person who has not paid the Membership fee shall cease to be a Member, regardless of whether or not they paid Membership fees in prior years, unless the Members present or the Board holds a vote to make an exception for good cause. Membership terms shall run for one year, starting the date the Membership is paid and ending the day prior on the following calendar year.

**Section 3.2 Voting Rights** Through their vote, Members shall guide the affairs of the Corporation. Therefore, Members must be familiar with the business and issues facing MassCann. Members shall accrue voting rights only provided that (1) the Member has been a Member in good standing for at least ninety (90) days; and (2) the Member has attended at least one meeting of the Board, the Members, or an official committee. The Clerk of the Corporation shall maintain an attendance roster of each meeting.

**Section 3.4 Member Annual Meeting** There shall be an annual meeting of the Membership on the Saturday following the first Thursday of January, at such time and place as determined by the Board. There shall, in addition to the annual meeting, be three regular quarterly Member



meetings, to be scheduled for the same date and place of the regular meeting of the Board and to be held before the regular meetings of the Board, pursuant to Article V, Section 3.

**Section 3.5 Member Special Meetings** Special meetings of Members shall be held whenever called by three (3) or more Directors, or requested of the Board by ten (10) or more Members.

**Section 3.6 Duties of Members** It shall be the duty of Members at the Annual Meeting to hear and act upon the reports of the President, Treasurer and Committees of the Corporation; to elect the President, Treasurer, Clerk, Press Secretary, and Membership Liaison Coordinator, and other non-executive Board members; to establish dues for the next fiscal year and to act upon any resolution lawfully before the Members. It shall be the duty of the Members at any Special Meeting duly noticed to: hear and determine if any officer or Director elected by the Members should be removed from office; to elect successors to complete the term of any officer so removed or who has resigned; and to transact any other business lawfully before them. Successor Directors shall be appointed in accordance with Section 4.5, below.

**Section 3.7 Removal of a Member from Membership** A Member may be removed from Membership by 2/3<sup>rd</sup>s majority vote of the Board under any of the following conditions.

The Member:

- a. repeatedly causes disturbance;
- b. is disruptive to MassCann's ability to conduct business;
- c. is abusive to others (including Members, vendors, service providers, government officials, and attendees of MassCann events);
- d. is counter-productive or repeatedly behaves in a manner contrary to the purpose and mission of MassCann;
- e. defames MassCann including acts of slander and libel;
- f. threatens or harms any individual Members or the organization as a whole; or
- g. engages in an act of moral turpitude.

Upon a removal vote, the Member will be discharged from MassCann membership, will not receive a refund of any portion of their Member dues, and cannot re-apply for Membership for one year thereafter. Re-acceptance as a Member shall be conditioned upon an affirmative vote of the Board. Members shall receive notice of their intended removal and have the right to address the Board prior to the vote for their removal.

**Section 3.8 Social Media Member Policy** Members shall not post spam, abusive, or statements defamatory to MassCann to any social media platform.



**Section 3.9 Conduct of Meetings** All Member meetings shall be opened and presided over first by the President, next by the Clerk, and next by the Chairperson. The Annual Meeting shall begin with the Report of the President, followed by the reports of the Treasurer and of any standing Committees established pursuant to these By-laws.

**Section 3.10 Quorum** At all meetings of the Members unless otherwise provided herein, a quorum for the transaction of any business shall consist of fifteen Members of record or eighty (80%) percent of the Voting Members of record, whichever is fewer.

## **ARTICLE IV: BOARD OF DIRECTORS**

**Section 4.1 Authority** The property, affairs, business and activities of the Corporation shall be managed by the Board, which is responsible for overall policy, control and administration of the Corporation.

**Section 4.2 Number** There shall be nine (9) Members of the Board. Only voting-eligible Members may be Directors. The Board may appoint non-voting advisors as the Board deems advisable.

**Section 4.3 Board Eligibility** Persons wishing to be elected to the Board must have attended five Board meetings and two Member meetings within the six month period prior to the Board election. Exceptions to this rule will be made for Members who meet any one of the following conditions:

1. They are a founder of MassCann.
- 2, They are a former Officer or Director of MassCann.
3. In lieu of attending the required Member meetings, the prospective candidate Member performed services for MassCann where either (a) a majority of the Board, or (b) a two-thirds vote of the Membership present, votes that such services are sufficient to warrant granting this waiver.

**Section 4.4 Election and Term of Office** The Directors shall be elected by the Members of the Corporation (except for the filling of vacancies as described below in Section 4.5). Each Director shall hold office until his successor has been elected. The terms of office of each Director shall be one (1) year.

**Section 4.5 Vacancies** A vacancy existing by reason of the resignation, death, incapacity or removal of a Director before the expiration of his or her term, if filled, shall be filled by a special vote of the Board at a special meeting called for the purpose of filling any such



vacancies. Directors elected to fill vacant seats on the Board shall serve until the expiration of that term. A vacancy need not be filled unless it would result in having less than three Board members.

**Section 4.6 Resignation or Removal** A Director may resign at any time by giving written notice of resignation to the Chairperson of the Board, the President or the Clerk. Any resignation shall take effect at the time received, unless another time is specified in such notice. Unless specified in such notice, the acceptance of such resignation shall not be necessary to make it effective. A Director shall be automatically removed from the Board at the next scheduled Board meeting as the first order of business in the event the Director misses two or more consecutive Board meetings.

A Director may be removed from office, with or without cause by a majority vote of the Members then eligible to vote, at a special meeting of the Members duly noticed and held, provided any Director whose removal for cause is contemplated at such meeting shall have notice in writing, mailed certified mail return receipt requested, at least seven (7) days prior to such meeting setting forth the reasons for his/her removal and provided further that the Director(s) concerned shall be provided an opportunity to be heard by the Membership.

**Section 4.7 Chairperson of the Board** The Board shall choose from among the Directors a Chairperson of the Board who shall, if present, preside at all meetings of the Board.

**Section 4.8 Committees of the Board**

The Board shall establish the following Committees:

- a. Finance Committee to be composed of the Treasurer, who shall serve as chairperson, the President, and one Member not a director;
- b. Communications Committee to be composed of the Press Secretary, who shall serve as chairperson, and at least one Member of the Board and one Member not a director;
- c. Event Committee that oversees and coordinates all public events to be composed of the President, who shall serve as chairperson, and at least one Member of the Board and one Member not a director. The Event Committee may establish sub-committees as deemed necessary including a committee known as the Boston Freedom Rally Committee; and
- d. such other Committees as the Board may determine, in their discretion, each composed of at least one Member of the Board and one Member not a director as the Board deems necessary.



**Section 4.9 Membership on Committees** No person shall be appointed, nor serve as an official Member of more than 3 Committees of the Board. However, no person shall be prohibited from attending any meeting of any Committee.

**Section 4.10 Committee Chairs** Each Committee shall be moderated by a chairperson who must be a Director and shall set agendas, meetings, and generally manage the Committee process. Unless the chairperson has been prescribed herein or selected by the Board when the Committee is formed, the chairperson shall be selected by the Committee members. If the Committee members are unable or fail to select a chairperson by the end of their first meeting, then the Board shall appoint a chairperson. A director may chair no more than two Committees.

**Section 4.11 Meeting of Committees** All standing Committees shall hold meetings in person, telephonically, or electronically, at least bimonthly.

All standing Committees shall keep written minutes of their meetings and all proposals that would result in expenditures of the Corporation's funds not previously appropriated or authorized shall be referred to the Board through the President, Clerk and/or the Chairperson of the Board for action by the Board.

The Board may make such further provisions for appointment of Members and chairpersons of such Committees, establish procedures to govern their activities, and delegate thereto such authority and power as the Board may deem necessary for the efficient management of the property, affairs, business and activities of the Corporation, provided the same are not contrary to any provision of these By-laws.

**Section 4.12 Compensation** The Board may by resolution provide for reimbursement to Directors and Members for their actual expenses incurred in providing services to the Corporation, provided said expenses are substantiated by invoice, receipt or other acceptable written proof of the expenditure, and that a two thirds majority and no less than five of the Directors present at any meeting resolving said reimbursement concur in the resolution for payment.

## **ARTICLE V: MEETINGS OF THE BOARD**

**Section 5.1 Place of Meetings** The Board may hold its meetings at such places in the Commonwealth of Massachusetts as the Board from time to time determines.



**Section 5.2 Annual Meeting** There shall be an annual meeting of the Board immediately after the annual meeting of the Members for the purpose of organizing the Board, making arrangements for the management of the affairs of the Corporation for the following year, the election of the Chairperson of the Board, establishing the dates and times of the Regular meetings required by Section 5.3, below, as well as for such other business as may be appropriate.

**Section 5.3 Regular Meetings** There shall in addition to the annual meeting at least nine regular monthly meetings to be scheduled by the Board at the Annual Meeting. There shall be at least one meeting per calendar quarter and no more than one month in a row without a meeting.

**Section 5.4 Special Meetings** Special meetings of the Board shall be held whenever called by the Chairperson of the Board, or by three (3) or more Directors, or requested of the Board by ten (10) or more Members.

**Section 5.5 Special Meetings When Held** The Board shall hold Special Meetings in person, telephonically, or electronically, at least every other month, except in months where a regular meeting is scheduled, in which case, they shall meet in person, telephonically, or electronically at least eighteen (18) days prior to the regular meeting to set the agenda.

**Section 5.6 Notice of Annual, Regular and Special Meetings and Waiver** Notice of each meeting of the Board shall be given at his/her email address last appearing on the records of the Corporation, except that notice of special meetings of the Board may be given in the same manner on or before the tenth (10) day before the meeting. Notice of the time and place of any meeting of the Board may be waived by any Director in writing, or by text message or electronic mail, either before or after the holding of such meeting, and shall be deemed waived by his or her attendance at a meeting unless he or she signifies at such meeting that his/her attendance is for the purpose of objecting thereto on the grounds that the meeting was not lawfully called or convened.

**Section 5.7 Quorum** At any meeting, the presence of five Directors holding office at the time shall constitute a quorum for the transaction of any business. If there are fewer than five Directors, the presence of three Directors holding office at the time shall constitute a quorum.

**Section 5.8 Voting** Except as specifically provided by the laws of the Commonwealth, the Articles of Organization or the By-laws, the acts of a majority of the Directors holding office at the time, present at a meeting at which a quorum is present, shall be the acts of the Board.



**Section 5.9 Action Without A Meeting** Any action required or permitted to be taken at a meeting of the Board (including the amendment of these By-laws) or of any Board designated Committee may be taken without a meeting, as long as a written consent describing the action to be taken is signed by all Members of the Board or such Committee, and such written consent is filed with the minutes of the Board or such Committee. Such consent shall have the same force and effect as a unanimous vote of the Board or of the Committee. Such consent may be by a thread or series of electronic mail or text messages, provided such are recorded (either hard copy or as pdf files) and filed with the Corporation's Clerk.

**Section 5.10 Emergency Provision** Anything in these By-laws to the contrary notwithstanding, in the event of a national catastrophe and during an emergency period following such a catastrophe, a majority of the surviving Members of the Board who have not been rendered incapable of acting or attending shall constitute a quorum. These same provisions are controlling in the event that a majority or more of the Directors shall have resigned or been removed and the vacancies not yet filled as provided herein.

**Section 5.11 Conduct of Meetings** Board meetings shall be conducted in compliance with Robert's Rules of Order. The Board shall specify the edition of Robert's Rules of Order applicable but in no event shall the edition be older than the 3<sup>rd</sup> most current version published. Within 45 days of election or reelection to the Board, directors shall certify they have either (a) read the applicable edition of Robert's Rules of Order, or (b) shall have completed viewing of instructional videos as the Board may determine in writing to be sufficient for training purposes.

A Director who fails to make such a certification will be suspended from participating in Board matters until they have completed the training. Said Director shall continue to enjoy all rights of Membership including the right to attend meetings in the capacity of a Member.

A Director who fails to correct the preceding suspension within 45 days shall be automatically removed from the Board with no further action as the first order of business at the next regularly scheduled Board meeting.

The Board may vote to, and suspend, a Director who appears generally unfamiliar with the proper application of Robert's Rules of Order. The Board may designate educational material and require Directors to consume such material as a condition of continuing Board membership. The following two recommended videos are subject to recall, replacement,



deletion, or addition, as the Board may see fit to assure Directors are familiar with the proper application of Robert's Rules of Order.

1. <https://www.youtube.com/user/RobertsRulesOfOrder>
2. <https://www.youtube.com/watch?v=TBITvYTVg78>

## **ARTICLE VI. OFFICERS**

**Section 6.1 Officers** The officers of the corporation shall be a President, Treasurer, Clerk, Press Secretary and Membership-Liaison-Coordinator and such other officers as the Board of Directors may designate. The President, Treasurer, Clerk, Press Secretary and Membership Liaison Coordinator shall be Members of the Board of Directors.

**Section 6.2 Election and Terms of Office** The President, Treasurer, Clerk, Press Secretary, and Membership Liaison Coordinator of the Corporation shall be elected by the Members at the Annual Meeting and shall serve one year terms. Other officers may be appointed by the Board of Directors for one year terms. All officers shall hold office until their respective successors shall have been duly appointed or until they shall respectively resign or be removed.

**Section 6.3 Removal of Officers Elected By Members** An officer elected by the Members may be removed from office, with or without cause by a majority vote at a special meeting of the Members duly noticed and held, provided any officer whose removal for cause is contemplated at such meeting shall have notice in writing, mailed certified mail return receipt requested, at least seven (7) days prior to such meeting setting forth the reasons for his/her removal and provided further that the officer(s) concerned shall be provided an opportunity to be heard by the Membership.

**Section 6.4 Removal of Officers Appointed By Board** Appointed officers serve at the pleasure of the Board. An officer appointed by the Board may be removed from office, with or without cause by a majority vote at a duly called meeting or by action in writing, whenever in the Board's judgment the best interests of the Corporation will be served thereby.

**Section 6.5 Effect of Removal** The removal of any elected or appointed officer shall be without prejudice to the contract rights, if any, of the person removed.

**Section 6.6 Resignation** An officer of the Corporation may resign at any time by giving written notice of his resignation to the Chairperson of the Board, or to the President, or to the Clerk. Any such resignation shall, unless another time is specified in such notice, take effect at the



time received. Unless specified in such notice, the acceptance of the resignation by the Board shall not be necessary to make said resignation effective.

**Section 6.7 Vacancies** Any vacancy in any office owing to resignation, death, Incapacity, removal or any other cause shall, in the case of an elected officer, be filled by the Members at a duly called special meeting, and in the case of an officer appointed by the Board may be filled by the Board at a duly called meeting, or by action in writing as provided herein.

**Section 6.8 Board Recall** In the event the Members recall sufficient Board members such that there exists two or fewer remaining Board members, all created Board vacancies shall be filled by a special election of the Members.

**Section 6.9 Compensation of Elected Officers** The compensation, if any, of officers elected by the Membership shall be fixed from time to time by the Membership.

**Section 6.10 Compensation of Appointed Officers** The compensation, if any, of the officers appointed by the Board shall be fixed from time to time by the Membership.

## **ARTICLE VII: DUTIES OF OFFICERS**

**Section 7.1 President** The President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation and over its several officers who shall report to the President subject, however, to the control of the Board to whom he/she is responsible for the affairs of the Corporation and for the performance of its officers.

The President shall:

- a. **with the Treasurer**, sign and execute, in the name of the Corporation, deeds, mortgages, leases, bonds, contracts, promissory notes, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated to the Board or these By-laws to some other officer or agent of the Corporation;
- b. perform such other duties as from time to time directed by the Board;
- c. whenever it may be necessary in his/her opinion, prescribe the duties of all officers and employees of the Corporation in addition to such duties as are set forth in these By-laws;
- d. **serve as chairperson of the Event Committee; and**
- e. in the absence of the Chairman of the Board, the President shall, if present, preside at all meetings of the Board. The President shall preside over all meetings of the Membership.



**Section 7.2 Treasurer** The Treasurer shall:

- a. with the President, sign and execute, in the name of the Corporation, deeds, mortgages, leases, bonds, contracts, promissory notes, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated to the Board or these By-laws to some other officer or agent of the Corporation;
- b. have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors;
- c. keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus;
- d. render a statement of the condition of the finances of the Corporation at all meetings of the Board of Directors, and a full financial report at the Annual Meeting of the Members and provide a copy of said reports to any Member requesting same in writing and who provides the treasurer with either a self-addressed stamped envelope and the cost of copying the same, or an electronic mail address;
- e. receive, and give receipt for monies due and payable to the Corporation from any source whatsoever;
- f. prepare and file all reports, returns and other papers with the appropriate authorities as required by law;
- g. prepare monthly reports for the Membership Liaison Coordinator as to Member dues received;
- h. **serve as chairperson of the Finance Committee; and**
- i. in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board or the President.

**Section 7.3 Clerk** The Clerk shall:

- a. certify and keep at the principal office of the Corporation the original or a copy of its Articles of Organization and any amendments thereto;
- b. certify and keep at the principal office of the Corporation the original or a copy of its By-laws as amended or otherwise altered;
- c. certify and keep at the principal office of the Corporation, or such other place as the Board may order, a book of the minutes of all proceedings of the Members and the Board, whether annual, regular, or special;
- d. see that all notices are duly given in accordance with the provisions of the Articles of Organization, these By-laws or as required by law;



- e. be custodian of all records of the Corporation, other than financial records as maintained by the Treasurer, whether in print, image, electronic, or otherwise, and see that such records are properly catalogued, stored, and accessible;
- f. be custodian of the seal of the Corporation and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-laws;
- g. see that the books, reports, statements, and other documents and records required by law are properly kept and filed;
- h. exhibit at all reasonable times to any Member or Director, upon application, the Articles of Organization as amended from time to time, these By-laws as amended from time to time, and the minutes of proceedings of the Members and of the Board;
- i. if required to do so by the Board, give a bond for the faithful discharge of his/her duties in such sum, and with such sureties as the Board shall require;
- j. in the absence of the Chairman of the Board and the President, preside at all meetings of the Board;
- k. in the absence of the President preside at all meetings of the Members;
- l. in general, perform all of the duties incident to the office of Clerk and such other duties as from time to time may be assigned by the Board or the President.

Records may be maintained electronically and provided such records are accessible generally from devices connected to the internet, such record storage shall satisfy the condition of being stored at the office of the corporation, even if such physical records do not exist (e.g. the records exist in electronic form or image only).

**Section 7.4 Press Secretary** The Press Secretary shall:

- a. act as the central clearing house for all external communications of MassCann and act as the official spokesperson of MassCann;
- b. keep and maintain a press portfolio, which may include such things as a clipping file and a release file (and which will be maintained electronically in addition to any hard copy);
- c. track media coverage, especially through the use of the press portfolio, to judge the effectiveness of MassCann media campaigns;
- d. foster good relationships with the press; including maintaining a priority press list, a general press list and following up on contacts within the media;
- e. write press releases;
- f. serve as chairperson of the Communications Committee;
- g. manage and routinely monitor all social media platforms, identify and delete any abusive or spam postings or otherwise remove content as the Press Secretary finds to be



inappropriate or contrary to the interests of MassCann. To the extent feasible, the Press Secretary may permanently or temporarily deny access or ban any spammer or troll from any such social media platform. The Press Secretary shall maintain a log of these actions which shall be reported to the Board and maintained as an official record of MassCann by the Clerk.

**Section 7.5 Membership Liaison Coordinator** The Membership Liaison Coordinator shall:

- a. bring the concerns and complaints of the Membership to the attention of the Board;
- b. correspond with Members for renewal of expired memberships;
- c. assure collection of Membership fees; and
- d. keep and maintain adequate and correct record of the names, addresses and expiration dates of Members;

## **ARTICLE VIII: STAFF, CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.**

**Section 8.1 Staff** The Board may provide for the designation and hiring of paid staff to assist the President, Treasurer, and Clerk in administering and directing the affairs of the Corporation on a daily basis and to implement the policies and procedures determined by the Board. The hiring of paid staff is subject to the Corporation's financial ability to pay said staff.

**Section 8.2 Contracts** To the extent that the Board may specifically authorize, the President and Treasurer, or such other agent appointed by the Board, may in the name of the Corporation, execute and deliver, bids, proposals for contracts and contracts with any government or any branch or division of any government, or with any person, corporate or otherwise, or to give bond required for the faithful performance of such contracts in connection therewith.

**Section 8.3 Loans** To the extent the Board may specifically authorize, the President and Treasurer, or such other agent appointed by the Board, may affect loans or advances at any time for the Corporation from any bank, trust company or other institution or from any firm or individual, including officers and Directors of the Corporation and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Corporation, but no officer or agent shall, for purposes of giving security for any such loan or advance mortgage, pledge, hypothecate or transfer any property whatsoever owned or held by the Corporation, except when specifically authorized by a resolution of the Board. Said loans shall not exceed twenty-five (25%) of the previous year's annual revenue and shall be deposited directly into the Corporation's account.



**Section 8.4 Checks, drafts, etc.** All checks, drafts, orders for payment of money, bills of lading, warehouse receipts, obligations, bills of exchange and insurance certificates shall be signed or endorsed by the President and Treasurer, unless some other officer or officers, agent or agents of the Corporation shall from time to time be authorized to do so by resolution of the Board.

**Section 8.5 Deposits and Accounts** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or specific accounts in such banks, trust companies or other depositories as the Board may select by resolution. For the purposes of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for payment of money which are payable to the Corporation may be endorsed, assigned and delivered by any officer of the Corporation or other agent specifically authorized to do so by the Board.

## **ARTICLE IX: FINANCIAL ADMINISTRATION**

**Section 9.1 Responsibility** The authority and responsibility for the financial administration of the Corporation shall be conducted as set forth in these By-laws, and shall be administered by the Treasurer.

**Section 9.2 Fiscal Year** The fiscal year of the Corporation shall be January 1 to December 31.

## **ARTICLE X: SEAL**

The seal of the corporation shall be circular in form bearing the outline of a five fronded Cannabis leaf and shall bear the inscription *Massachusetts Cannabis Reform Coalition, Inc. 1990*. 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.

## **ARTICLE XI: CONTROL OVER BY-LAWS**

These By-Laws may be altered, amended or repealed and new By-Laws adopted at any annual or special meeting of the Members by an affirmative vote of a majority of the current Members present at such meeting unless a greater proportion shall be required under any other provision hereof or by the affirmative vote of a majority of the Board at any meeting of the Board except with respect to any provision of the By-Laws which by law, the Articles of Organization and By-Laws themselves requires action by the Members, provided, however, that notice of a proposal to alter, amend or repeal these By-Laws or adopt new By-Laws shall be included in the notice of any meeting at which such alteration, amendment or repeal or



adoption is considered and, provided further, that any alteration or repeal of these By-Laws or any new By-Law adopted by the Board may be amended or repealed by the Members.

## **ARTICLE XII: EFFECT OF PROVISIONS OF LAW AND THE ARTICLES OF ORGANIZATION**

Each of the provisions of these By-Laws shall be subject to and controlled by any specific provisions of law or the Articles of Organization, which relate to their subject matter, and shall also be subject to any exceptions, or more specific provisions, dealing with the subject matter, appearing elsewhere in these By-Laws as amended from time to time.

## **END OF BY-LAWS**



## CERTIFICATION

The undersigned Clerk of MassCann does hereby certify as follows:

1. A notice was sent by United States First Class Mail to all \_\_\_# registered Members on December 21, 2019, informing the Membership of the Corporation's intent to amend and restate its By-laws. A special Member's meeting for this purpose was called for January 12, 2020. Members were offered the opportunity to receive a copy of the proposed amended and restated By-laws by electronic mail or download.
2. \_\_\_ Members attended the special Member's meeting.
3. A discussion of the proposed amended and restated By-laws was conducted. At the conclusion of the discussion a motion to accept the proposed amended and restated By-laws was set forth by \_\_\_\_\_ and seconded by \_\_\_\_\_ (\_\_\_\_\_ and Chair of the By-law Committee).
4. A vote of the Members was held with results tabulated as follows:

	<b>VOTE</b>	<b>COUNT</b>	<b>PERCENTAGE</b>
a.	Votes for (YES)		
b.	Votes against (NO)		
c.	Abstentions		
d.	TOTAL		

Certified as stated by Lorna McCafferty, the duly elected and presently serving Clerk of the Massachusetts Cannabis Reform Coalition, Inc., this 12th day of January, 2020:

---

Lorna McCafferty, Clerk



## RATIFICATION BY THE BOARD

The undersigned Directors hereby ratify the adoption of these amended and restated By-laws of the Massachusetts Cannabis Reform Coalition, Inc., this \_\_\_ day of January, 2020:

	Name / Officer Position	Signature of Director
1	WILLIAM FLYNN PRESIDENT/DIRECTOR	
2	LORNA MCCAFFERTY CLERK/DIRECTOR	
3	MAGGIE KINSELLA PRESS SECRETARY/DIRECTOR	
4	HRACH TORAMANIAN NON-OFFICER DIRECTOR	
5	KATHRYN RIFKIN NON-OFFICER DIRECTOR	
6	KYLE MOON NON-OFFICER DIRECTOR	
7	JANA MARTIN NON-OFFICER DIRECTOR	
8	BRITTNY MAMMAMO NON-OFFICER DIRECTOR	
9	ROBERT JEFFREY NON-OFFICER DIRECTOR	



## BY-LAW SUMMARY

**DO NOT RELY UPON THIS SUMMARY – USE IT AS A REFERENCE TO THE APPLICABLE BY-LAW SECTION**

Massachusetts Cannabis Reform Coalition, Inc.  
P.O. BOX 211  
READING, MA 01867  
FEIN 04-3101902.

### Notice Periods (Section 2.4)

Meeting Type	eMail	U.S. Mail
Regular Board or Member Meeting	14 days	17 days
Special Meeting	10 Days	13 Days
Emergency Meeting		
Notice of Removal of Officer, Director, or Member	7 days	10 days
Board meetings may be noticed in advance as a series (e.g. last Wednesday of every month)		
eMail notices must be sent by 5:00 PM or they count as being sent the next day		

### Member Voting Methods (Section 2.5)

In person

Proxies must be:

- (a) Revocable
- (b) MassCann approved form
- (c) Notarized no earlier than six days before the vote
- (d) Delivered in hand at meeting at least 30 minutes BEFORE the vote and no later than 30 minutes AFTER the published start time of the meeting

Members may **not** vote by telephone, video, or other electronic means.

### Member Voting Eligibility (Section 3.3) (all apply)

- (a) Member in good standing for at least twelve months
- (b) Has attended at least ten of the prior twelve Board meetings
- (c) Has attended at least five of the prior six Board meetings
- (d) Missed no more than one Board meeting at a time (e.g. not two in a row)
- (e) Attendance means staying for at least 80% of the meeting time

### Annual Member Meeting (Section 3.4)



Saturday following the first Thursday of January

Full financial report from Treasurer at annual Member meeting (Section 7.2)

<b>Special Meetings</b>	
<b>Membership (Section 3.5)</b>	<b>Board (Section 5.4)</b>
Chair	Chair
3 or more Directors	3 or more Directors
requested by 10 or more Members	requested by 10 or more Members
	Agenda due 18 days in advance (Section 5.5)

**Member Elections (Section 3.6)**

Members elect:

- (a) President (Automatic Board member)
- (b) Treasurer (Automatic Board member)
- (c) Clerk (Automatic Board member)
- (d) Press Secretary (Automatic Board member)
- (e) Membership Liaison Coordinator (Automatic Board member)
- (f) Two non-executive Board members

**Removal of a Member (Section 3.7) or Board member (Section 6.3)**

See sections for reasons

Members:

- (a) No refund on Membership fee
- (b) Banned for one year
- (c) Re-admittance upon affirmative Board vote only

Board:

- (a) With or without cause by a majority Member vote at a special meeting
- (b) Continues to be a Member unless removed as a Member (dual vote)

**Presiding over Member Meetings (Section 3.9)**

1st by the President, 2<sup>nd</sup> by the Clerk, 3<sup>rd</sup> by Board Chair

**Quorum (Section 3.10 – Membership, Section 5.7 Board)**

**Membership:** 15 Members or 80% percent of the Members of record, whichever is fewer.

**Board:** Five Directors unless there are fewer than 5 Directors, in which case 3 Directors

**Director (Section 4.2)**



- (a) (7) Board seats
- (b) Only voting-eligible Members may be Directors
- (c) Board may appoint non-voting advisors as the Board deems advisable
- (d) One year term (Section 4.4)
- (e) Board elects a Chair (Section 4.7)
- (f) Eligibility: Attend 5 Board and 2 Member meetings within 6 months prior to election (See Section 4.3 for exceptions)

#### **Board Vacancies (Section 4.5)**

- (a) Filled by a special vote of the Board
- (b) Vacancy need not be filled unless it would result in having less than three Board members
- (c) If less than 3 Board members remaining, Members elect replacements (Section X.X)

#### **Committees of the Board (Section 4.8)**

- (a) Finance Committee (Chaired by Treasurer – Section 7.2)
- (b) **Communications Committee** (Chaired by Press Secretary)
- (c) **Events Committee (Chaired by President)**

Members limited to 3 committees (Section 4.9)

Meetings held at least bimonthly (Section 4.11)

#### **Board Meetings (Section 5.3)**

- (a) 1st meeting follows annual Member meeting
- (b) At least 9 regular monthly meetings
- (c) At least 1 meeting per calendar quarter
- (d) Cannot skip more than one month without a Board meeting
- (e) Treasurer's report due for every Board meeting (Section 7.2)

#### **Resignation (Section 6.6 Resignation)**

In writing at any time delivered to the Chair, President, or Clerk

Only Members can elect the five designated officer seats (Maggie, we need to discuss)

#### **Executory Powers (Section 8)**

Contracts, checks, and loans may only be executed with Board approval and must include endorsement of BOTH the President and Treasurer