

# Massachusetts Green Party By-laws

Ratified on 6/3/2001

## 1 Name and Definition

- 1.1 The Massachusetts Green Party is an autonomous independent political party sharing kinship with other Green Parties and Green organizations in the USA, through our common adherence to the Ten Key Values (See Articles 2 and 16). The Massachusetts Green Party also shares common goals and values with other Green Parties and Green organizations around the world.
- 1.2 The Massachusetts Green Party will take all available and necessary steps to insure and protect the integrity of the Green Party name.

## 2 Ten Key Values

The Massachusetts Green Party subscribes to the Ten Key Values of the Greens in the USA, which are:

- Ecological Wisdom
- Social Justice
- Grassroots Democracy
- Nonviolence
- Decentralization
- Community-based Economics
- Feminism
- Respect for Diversity
- Personal and Global Responsibility
- Future Focus / Sustainability

## 3 Purpose

The purpose of the Massachusetts Green Party shall be to:

- Promote throughout Massachusetts the Ten Key Values of the Greens;
- Encourage the development of Green Locals;
- Serve as a networking structure so that Greens in Massachusetts can better communicate, share ideas and experiences, and provide mutual support and fellowship;
- Nominate Green candidates for elected office (and occasionally endorse independent candidates), and support these candidates with contributions of money and labor;
- Promote unity, inclusion, and power sharing in the broader movement.

## 4 Membership Rights and Responsibilities

- 4.1 Membership in the Massachusetts Green Party is open to all residents of Massachusetts, regardless of age, who are not registered voters in another party or political designation and who fulfill at least one of the following criterion:
  - Be a registered Green Party (G or J designations) voter in Massachusetts;

- Pay dues to the Massachusetts Green Party. Fee waivers must be available for individuals who are active participants in the Massachusetts Green Party and are unable to pay due to economic constraints. Any membership application may only require a member to provide a name, address, signature, date signature was signed and whether the member applied for a fee waiver.

Members of the Massachusetts Green Party must uphold the following standards: uphold the Ten Key Values, the By-laws and Structure of the Massachusetts Green Party, be honest and forthright in all dealings, and be scrupulous in the handling of Massachusetts Green Party and/or Green Local funds.

4.2 Members can participate in the decision-making process of the Massachusetts Green Party in the following manner:

- Help form and participate in Green Party locals;
- Vote at or be elected as a delegate to the conventions;
- Be elected as a member of the state committee;
- Be elected as a member of the administrative committee;
- Participate in all Green Party primaries within the confines of state law.

Members who contribute or have a fee waiver are entitled to receive all Massachusetts Green Party publications.

4.3 The state committee shall form a mediation committee to handle charges of violation of the above membership standards. Such charges may be made by any member or members. Such charges must be forwarded to the chair of the mediation committee.

The mediation committee shall appoint a three person fact-finding committee, composed of:

- one person chosen by the mediation committee;
- one person chosen by the accused;
- a third person chosen by mutual agreement of the first two fact-finding members.

The fact finding committee will investigate and prepare a report of the extent of truth of the charges, and will report back no later than sixty days. After completing the report, the fact-finding committee will meet with the accused and the accuser to see if a mutually agreeable resolution can be found. If the situation cannot be resolved at this stage, then the dispute will be referred back to the mediation committee. If the dispute cannot be resolved there, then the mediation committee will bring the matter, including the written report of the fact-finding committee, to the next state committee meeting of the Massachusetts Green Party. The portion of the Massachusetts Green Party meeting considering the charges should be closed to observers. A two-thirds vote is required to withdraw the membership of the accused where the burden of proof is on those making the charges. However the process ends, the mediation committee must file a brief minute giving the names of the accused and the accuser, and stating what, if any, resolution was reached.

In the event that the state committee has not formed a mediation committee, the co-chairs shall act as the mediation committee.

## 5 Meetings and Decision Making

- 5.1 This article shall define the general decision making process for all levels of the Massachusetts Green Party: state and county conventions, state committee, administrative committee and working committees. These general rules may be adjusted by the by-laws to conform to characteristics of each level of the party.
- 5.2 Decisions shall be made through a consensus seeking process to be defined in another document and made available to members and Green locals.
- 5.3 If consensus cannot be achieved and in order to promote fairness and inclusiveness, a Single Transferable Vote Proportional Representation (STV PR) system shall be used when voting to select one or more proposals or candidates from many. The exact details of this voting system shall be specified in another document that is made publicly available.

We will refer to the number of desired selections as the number of Selections.

A voter must rank her choices with her top choice ranked first, the second choice ranked second, and so on. A voter may choose to rank as many or as few of the proposals as she desires.

Each proposal must receive a threshold number of votes to be selected. In the case when one proposal or candidate is to be chosen, the threshold number of votes shall be  $\frac{2}{3}$  of the votes cast. In the case when more than one proposal or candidate is to be chosen, the threshold number of votes is equal to the following formula:  $((\text{the number of voters}) / (\text{the number of Selections} + 1)) + 1$ , rounded down to the nearest whole number.

Votes are apportioned among their top-ranked choice. The choices that receive more than the threshold number of votes shall be deemed to be Selected and any votes they receive beyond the threshold shall be reallocated amongst their next-highest-ranked Eligible choices in an equitable manner.

This process is repeated until there are no more Selected choices who have more votes than the threshold. When this happens, the choice that received the fewest votes is deemed Defeated and the ballots for it are apportioned among their next-highest-ranked Eligible choices. The process of Selection, then Defeat, is repeated until all choices have either been Selected or Defeated.

Choices are Eligible to receive reallocated votes if they have not been Selected or Defeated.

- 5.4 Facilitators shall be used for all meetings and each meeting shall implement a technique for assuring equal opportunity for all voices to be heard.
- 5.5 Decisions of Green Locals will be considered in the process but do not directly affect consensus or voting.
- 5.6 Minutes must be recorded at every convention, state committee, administrative committee and working committee meeting of the Massachusetts Green Party, and shall be made available to all members no later than two weeks after the date of the meeting. Except for conventions, minutes shall be read, amended and approved as necessary at the next following Green Party meeting of that committee.
- 5.7 Participants in meetings of the Massachusetts Green Party are expected to treat each other with civility and consideration. Persons who violate this standard may be asked to remain silent and / or leave the meeting by a 75% vote of the other attending members of the meeting.
- 5.8 All Massachusetts Green Party meetings are open and may only be closed to non-members on 75% vote in personnel or criminal matters or if required by law.

## 6 Conventions

- 6.1 Conventions serve to ensure that the voice of grassroots Greens are heard. Within the area the convention covers, the purpose of a convention shall be to:
- Have members meet and share ideas;
  - Set policy;
  - Change the party platform or endorse positions;
  - Nominate candidates.
- 6.2 So long as the number of members in the area covered by the convention is 50 or fewer, every member is entitled to participate in the convention, and quorum is set to 1/5 the number of members. If the number of members in the area covered by the convention is greater than 50, then the number of delegates elected to the convention shall be 1/5 of the number of members in the covered area or 2000, whichever is smaller.
- Delegates shall be apportioned proportionally to each city and town or fraction thereof in the covered area, provided that every city or town or fraction thereof with at least one member shall be entitled to send at least one delegate. In every city or town wherein the number of such voters exceeds the number of delegates to be selected, then they shall caucus under the authority of their Green local to select their delegates. In cities or towns without a Green local, the co-chairs may authorize one or more members from that city or town to conduct such a caucus.
- 6.3 The convention shall choose its facilitators and other officers as needed. The convention shall adopt its own rules provided such rules to not contradict these by-laws.
- 6.4 The Massachusetts Green Party shall hold at least one state convention every year no sooner than February 1<sup>st</sup>, and no later than the last day to file certificates of nomination with the secretary of state.
- 6.5 A state convention shall have the following additional purposes:
- Elect members of the administrative committee;
  - Change the by-laws;
  - Decide any other matter as specified in these by-laws.
- 6.6 A state convention can be convened in either of the following ways:
- by a 2/3 vote of the state committee;
  - by a 2/3 vote of the recognized Green locals.

- 6.7 The state committee shall elect the working committees and personnel necessary for the conduct of the state convention including but not limited to working committees to handle the credentialing of delegates and the drafting of additional rules for the state convention. The state committee shall have final approval of all matters relating to the conduct of the state convention.
- 6.8 The state committee shall notify members and Green locals of the date of the state convention and the number of delegates each city and town may elect three months prior to the date the state convention is to occur.
- 6.9 The co-chairs and secretary of the administrative committee shall be the co-chairs and secretary of the convention, until and unless the convention chooses other officers.

## **7 Green Locals**

- 7.1 Green locals form the basic organizing unit of the Green Party. As long as the Green local adheres to the Ten Key Values and does not undermine the stated purpose of the Massachusetts Green Party, the Massachusetts Green Party cannot interfere with their internal affairs or decision making process.
- 7.2 Green locals must work to expand their activities, Massachusetts Green Party members, locals and the number of candidates run for office in their area.
- 7.3 There are two types of Green locals denoted by their level of development: clubs and party committees. The key difference between clubs and party committees is their level of official recognition by the state.

A Green Party club is any group of three or more Massachusetts Green Party members, who meet together on a regular basis to advance the Ten Key Values. These meetings must be open to the public and democratically run. Locals may be defined geographically or by common interest. It can be organized at regional, city, town, ward, precinct, neighborhood or street levels.

A Green Party committee is any group of three or more Massachusetts Green Party members, who meet together on a regular basis to advance the Ten Key Values and is a recognized party committee as defined by state law. It can be organized at city, town and ward levels as a local party committee, or at regional levels as a PAC, People's Committee, or 527 organization.

- 7.4 In areas where no Green locals exist, members can form either type of local by holding a founding meeting and inviting all Green Party members in the area of the local to attend. The state committee or Green locals can task individuals or groups of individuals to form locals within their jurisdiction.
- 7.5 Green Party clubs may affiliate with the Massachusetts Green Party by sending a letter to the Massachusetts Green Party indicating that they wish to act as the local representatives of the Green Party in their area. Green Party committees are automatically affiliated with the Massachusetts Green Party, but must send a letter to the Secretary notifying the state party of their existence. The Secretary shall certify the locals.
- 7.6 When Green locals are voting on matters, such as Article 6.6 (calling a state convention), Article 8.13 (overriding a state committee by-law change or decision), or Article 8.14 (calling a state committee meeting), the following voting rules shall apply.

A Green local shall have votes equal to the number of Massachusetts Green Party members in the local, dividing by ten, and then rounding any fractional amounts upward. Each Green local shall have at least one vote.

Green locals with two or more votes are encouraged to use proportional representation to reflect the actual vote taken by the local members. For instance, a local with 49 members and 5 votes who decided an issue 30 to 19, could assign 3 votes to A and 2 votes to B. However, the disposition of votes by locals shall be up to the individual locals to decide.

- 7.7 The Massachusetts Green Party may disaffiliate a Green local for the following valid reasons:
- actions by the Green Local in contradiction to the Ten Key Values;
  - efforts of the Green Local to undermine the stated purpose of the Massachusetts Green Party.
- 7.8 The state committee may disaffiliate a Green local by first voting to post a public notice to members giving the reasons for disaffiliation and include a statement by the affected local unless the local chooses not to provide such a statement. At the next state committee meeting, the state committee shall vote to disaffiliate the local. If such a motion passes, the Green Local will be disaffiliated from the Massachusetts Green Party and will no longer be considered in the Massachusetts Green Party decision-making process, or allowed to represent themselves as part of the Massachusetts Green Party structure.

## **8 State Committee**

- 8.1 The state committee will serve as the legislature of the Massachusetts Green Party. It shall have general responsibility for the affairs of the Massachusetts Green Party between state conventions. This responsibility shall include:
- Maintaining regular communication with and provide training, information and other services to Green locals;
  - Formulating and disseminating statements of Party policy and platform;
  - Coordinating and conducting the Party's state campaigns;
  - Raising and disbursing monies needed for the successful operation of the Massachusetts Green Party and its locals;
  - Overseeing the work and decisions of the administrative committee;
  - Filling vacancies in the nominations for statewide and congressional offices;
  - Amending the by-laws.
- 8.2 The state committee shall meet three times a year and at most once a season. The date, time and, if possible, location should be set at the previous meeting.
- 8.3 State committee members must be notified at least ten days before meetings, either in writing or by telephone. Such meetings shall also be announced in the appropriate Massachusetts Green Party publications.
- 8.4 It is the responsibility of the members of the state committee to:
- Actively participate in the business of the state committee, including attendance at meetings;
  - Maintain regular communication and consultation with Green locals in their area, and keep those locals informed of state party affairs;
  - Expand the number and membership of Green locals in her county;
  - Refrain from publicly criticizing party nominees.
- 8.5 The number of members of the state committee shall be no smaller than 40. The annual convention may vote to raise or lower the number of state committee members. This new number shall not be in effect until the next election of state committee members.
- 8.6 State committee members shall be elected to represent their county or in the case of Worcester and Middlesex counties, their sub-county.
- Worcester county shall be divided into two sub-counties with the cities and towns of West and North Brookfield, Spencer, Leicester, Worcester, Shresbury and West and South Borough and those below them considered to be in the South Worcester sub-county and those cities and towns above them considered to be in the North Worcester sub-county.

Middlesex county shall be divided into two sub-counties with the cities and towns along I95 (Newton, Waltham, Lexington, Burlington, Woburn, Stonham and Wakefield) and those to the south east of them considered to be in the East Middlesex sub-county and those cities and towns to the north and west of them considered to be in the West Middlesex sub-county.

- 8.7 Each county or sub-county shall have at least two state committee members, except for Dukes and Nantucket counties which shall each have at least one. The number of state members assigned to that county shall be determined by the percentage of party members on February 1<sup>st</sup> in that county multiplied by the total number of state committee members and rounded down. Should the sum of all state committee members in each county be less than the expected number of state committee members, one member will be added to each county starting with the county with the highest fractional state committee member before rounding and proceeding to the next highest until the number of state committee members allocated equals the expected number.

State committee members shall be equally gender balanced where the number of state committee members in a county or sub-county are greater than two. Counties and sub-counties that fail to elect a sufficient number of female state committee members shall forfeit their female positions until the positions are filled by women or the state committee grants a waiver.

- 8.8 State committee members shall be elected once a year at county or sub-county conventions. The locals in a county will meet to organize their county convention and must hold their county conventions during the months of March or April. County conventions cannot conflict with the state convention.
- 8.9 Any member may be nominated. Candidates must be nominated by at least two other members.
- 8.10 State committee members may be removed by the state committee, or through a 2/3 vote of a county convention. In all cases, the individual being removed from the state committee shall not be allowed to vote.
- 8.11 An individual may resign from the state committee by submitting a letter of resignation to the co-chairs of the Massachusetts Green Party and notifying all Green locals in their county in writing.
- 8.12 In the event that a state committee member is removed or resigns, the locals in the county of the member removed must hold a county convention at the earliest opportunity to elect a replacement state committee member.
- 8.13 The state committee may amend the by-laws by a vote of 75%. A state convention may override this change by a majority vote.

A 2/3 vote of the recognized Green locals will also override any by-laws change or decision of the state committee, but this method cannot be used to override a by-laws change or decision of a state convention.

- 8.14 An emergency or special state committee meeting may be called:
- by a written or proxy vote or a petition of 1/3 of the state committee members;
  - by a petition or vote of 1/3 of the recognized state Green locals;
  - by a simple majority of state committee members at an assembled state committee meeting.

Emergency or special state committee meetings would not count towards the limit on the number of state committee meetings.

## **9 Administrative Committee**

- 9.1 The administrative committee is responsible for the week-to-week administrative functions of the party and must follow the policy set out by the state committee and state convention. The

administrative committee shall send meeting minutes to all state committee members within two weeks of the meeting. The administrative committee shall report its progress and decisions.

- 9.2 The administrative committee shall consist of a female co-chair, male co-chair, treasurer, secretary, membership director, fundraising director, communications director and five regional representatives. These positions (except for the regional representatives) shall be elected once a year at a state convention and will serve until the next yearly convention.
- 9.3 Any member may be nominated. Candidates are not required to be members of the state committee. Candidates must submit a statement to the Massachusetts Green Party office at least (2) weeks prior to the state convention. Candidates cannot be self-nominated, but must be nominated by at least five other members. Nominations from the floor will be taken only if there are no more than three (3) objections to a particular candidate.
- 9.4 There shall be distinct sections of the same ballot for each co-chair position, treasurer, secretary, membership director, fundraising director and communications director. A member may only be elected to one position but may run for up to three positions. In the event a candidate wins more than one position, she shall choose the position she desires and the votes for the other positions will be recounted to determine the candidate selected.
- 9.5 The co-chair who has the highest percentage of the vote for their position shall be deemed the Party Chair for any governmental reporting requirements. The treasurer shall be deemed the Party Treasurer for any governmental reporting requirements. The secretary shall be deemed the Party Secretary for any governmental reporting requirements.
- 9.6 The recall of any administrative committee member may take place at any state committee meeting. A vote of the state committee is required. Should the individual being recalled also be a member of the state committee, she will not be allowed to vote on this recall proposal.
- 9.7 An administrative committee member will be considered to have resigned if they fail to attend four consecutive administrative committee meetings which occur at least a week apart, or if they miss more than eight meetings more than a week apart in a given year. The administrative committee may not schedule meetings at times that always conflict with a member's employment schedule as a way of forcing their resignation.
- 9.8 In the event of a vacancy of an administrative committee member between state conventions, the state committee must elect a Massachusetts Green Party member to fill the open position. The new administrative committee member will serve until the next state convention.
- 9.9 All administrative committee members shall be able to oversee the work of all Massachusetts Green Party staff. The co-chairs and treasurer may authorize financial expenditures that are not in the budget and have not been approved by the rest of the administrative committee if two of the three agree.
- 9.10 Duties of the co-chairs shall be to:
  - Act as official spokes people for the Massachusetts Green Party;
  - Set the agenda for administrative committee meetings;
  - Arrange for facilitation of all state conventions, state committee and administrative committee meetings;
  - Notify other administrative committee members of meetings;
  - Ensure that other administrative committee members are performing their duties.
- 9.11 Duties of the treasurer shall be to:
  - Ensure that the Massachusetts Green Party prepares a yearly budget.
  - Record all financial transactions involving the Massachusetts Green Party;
  - Present summary financial reports at every administrative committee meeting

- Present a full financial report at every state committee meeting;
- Present an annual financial report at state conventions;
- File financial and tax reports as required by law;

9.12 Duties of the secretary shall be to:

- ensure that minutes are recorded at all Massachusetts Green Party meetings;
- distribute minutes to members in a timely manner;
- certifying locals.

9.13 Duties of the membership director shall be to:

- Chair the Membership and Locals Development working committee;
- Ensure that locals have assistance with expanding their membership and improving their organizing efforts;
- Ensure that our organizing manual is up-to-date;
- Ensure that the locals have access to training classes on organizing and membership development;
- Find experienced organizers who will work with locals to improve their organizing.

9.14 Duties of the fundraising director shall be to:

- Ensure that the Massachusetts Green Party prepares a fundraising plan with the yearly budget;
- Ensure that the fundraising plan is executed;
- Ensure that the Massachusetts Green Party meets its fundraising goals;
- Ensure that locals have assistance with expanding their fundraising efforts;
- Find experienced fundraisers who will work with the state party and locals to improve their fundraising.

9.15 Duties of the communications director shall be to:

- Chair the communications working committee;
- Ensure that we develop media strategies for state party campaigns;
- Organize the creation of our newsletter, email newsletters and web site;
- Organize a speakers' bureau;
- Ensure that we develop relationships with members of the media;
- Ensure that press releases are written and distributed to the media;
- Ensure that locals have assistance they need to improve their skills for developing and implementing media strategies.

9.16 Each of the five regional representatives shall reside in and represent one region of the state as defined below.

- Western Massachusetts is defined as Berkshire, Franklin, Hampshire and Hampden counties;
- Central Massachusetts is defined as Worcester county and West Middlesex sub-county;
- North Shore Massachusetts is defined as Essex county and East Middlesex sub-county;
- Metro Boston Massachusetts is defined as Suffolk and Norfolk counties;

- South Shore/Cape Massachusetts is defined as Plymouth, Barnstable, Bristol, Dukes, and Nantucket counties.

Regional representatives shall be elected from among the state committee members from that region. They shall be elected by a caucus of the state committee members from that region at the first state committee meeting following the election of state committee members. They shall serve until the state committee meeting following the next election of state committee members.

9.17 Duties of the regional representatives shall be to:

- Build the party membership and regional organization in the region that they represent;
- Participate in the communications working committee;
- In a timely manner, notify the organizers of all Massachusetts Green Party publications of the successes and events of the Green locals in the region that they represent;
- Work on the state newsletter, email communications and web site;
- Ensure that locals in their region are kept up to date of administrative committee decisions and progress;
- Keep the state committee members in their region are kept up to date on the decisions and progress of the administrative committee;
- Keep the administrative committee up to date on all issues raised by the locals in the region that they cover, and on all issues raised by the state committee for consideration by the administrative committee.

## 10 Working Committees

- 10.1 Working Committees shall serve to attain and implement the Massachusetts Green Party's goals and purposes. Working Committees shall meet as often as necessary.
- 10.2 The state committee may form more working committees as needed.
- 10.3 Working Committees may have as many or as few members as are available. Any member of the Massachusetts Green Party may serve on a committee. Each state committee member must serve on at least one Working Committees but not more than three Working Committees.

## 11 Political Practices

- 11.1 Accountability to Membership. The Massachusetts Green Party is accountable to its Green Locals.
- 11.2 Immediate Recall. Clerks, officers, delegates and other representatives of the Massachusetts Green Party shall be recallable. Candidates who violate Massachusetts Green Party policy or platform, shall lose our endorsement and support.
- 11.3 Imperative Mandate. Representatives and delegates of the Massachusetts Green Party may express personal opinions, but must act and vote within the guidelines agreed on by the Massachusetts Green Party.
- 11.4 Minority Opinions. Significant minority opinions within the Massachusetts Green Party will be recorded and communicated to other national and regional Green organizations as appropriate.
- 11.5 Affirmative Action. The Massachusetts Green Party is committed to encouraging participation by all Massachusetts residents. Every measure shall be taken to insure that no person shall be abridged of the right to participate on the basis of gender, religion, race, creed, economics, or sexual orientation.
- 11.6 Freedom of Information. Meetings and records of finances, membership, and minutes of the Massachusetts Green Party shall be open to inspection by any member of the Massachusetts Green

Party in good standing. Massachusetts Green Party meetings may be closed to non-members on 75% vote in personnel or criminal matters or if required by law.

- 11.7 Strategic Diversity. A full range of nonviolent strategies and tactics shall be considered permissible and desirable in pursuing Green social change, such as rallies, demonstrations, boycotts, citizen's initiatives, civil disobedience, direct action, building alternative institutions, and/or electoral politics.

## **12 Candidate Nomination and Endorsement Policy**

- 12.1 The Massachusetts Green Party may nominate or endorse candidates for local, regional, state, and national offices.
- 12.2 The word "nomination" will be used when the candidate will be publicly identified with the Massachusetts Green Party. The word "endorsement" will be used in all other cases.
- 12.3 A nomination/endorsement may occur at the state convention or at any official state committee meeting of the Massachusetts Green Party. Any nomination/endorsement by the state committee will be subject to the usual process of review by the locals, unless:
- the local has already nominated or endorsed the candidate;
  - the proposed nomination or endorsement was specified on an announcement distributed to all affiliated Green Locals at least one month prior to the state committee meeting.
- 12.4 A candidate may be proposed for nomination / endorsement by any member of the Massachusetts Green Party or affiliated Green Local.
- 12.5 No candidate will be nominated or endorsed by the Massachusetts Green Party if the nomination or endorsement is opposed by any affiliated Green Local in that candidate's electoral district and that engages in electoral activity.
- 12.6 It is mandated that candidates who wish to be considered for nomination:
- Seek the nomination of all locals within their district, and then seek the Massachusetts Green Party nomination;
  - Attend or send a letter to the Massachusetts Green Party meeting at which their nomination will be considered.
- 12.7 It is encouraged that candidates be active members of an affiliated Green Local.
- 12.8 Candidates who accept a Massachusetts Green Party nomination for office will be considered official Massachusetts Green Party candidates. As such, they should be a member of a Green organization, embrace the platform of the Massachusetts Green Party, and identify themselves as "Massachusetts Green Party candidates."
- 12.9 State conventions or an affiliated Green Local may endorse independent candidates who support the Ten Key Values and who generally endorse the state platform.

## **13 Legal Requirements for Consideration as a Political Party**

- 13.1 The Massachusetts Green Party recognizes that its internal structure may not always coincide with the traditional hierarchical structures evidenced in other political parties and organizations. As required by local, state, or federal law, the Massachusetts Green Party will create committees and/or organizations that comply with any and all necessary legal requirements for ballot access, elections, fund raising, voter registration, etc. These committees and/or organizations will always remain subject to Article 5 of this document, but may be allowed limited autonomy as specified by the Massachusetts Green Party.
- 13.2 The Massachusetts Green Party will seek and maintain statewide ballot access as allowed by state law. This will include, but is not limited to, running candidates for local, regional, state, and federal offices in order to gain and retain ballot access. The Massachusetts Green Party will also reserve the

right to exercise legal action (i.e. lawsuits, amica curiae, etc.) as necessary where ballot access or electoral laws are determined to be unduly restrictive or not in accordance with democratic principles.

- 13.3 Candidates representing themselves as "Green" candidates or "Green Party" candidates must be approved through the Green Party nomination process as described in Article 12. The Massachusetts Green Party will utilize all legal means to prevent such self-description by persons who have not been approved through this process.
- 13.4 The constituency of the Massachusetts Green Party will be defined as the body of individuals who are members and in accordance with our principles and by-laws.

## 14 Other Green Organizations

- 14.1 The Massachusetts Green Party is an affiliated state party of the Greens/Green Party U.S.A., Inc. (also referred to as the G/GPUSA), and of the Association of State Green Parties (ASGP). As such:
- The Massachusetts Green Party shall encourage its membership to join GPUSA and its affiliated local groups.
  - The Massachusetts Green Party shall seek representation to the G/GPUSA as a region in accordance with the G/GPUSA Charter & Working Guidelines, and shall choose two delegates from amongst Massachusetts Green Party members to serve on the Green National Committee of the G/GPUSA according to the rules defined in Article 5.
  - Green Locals may be represented in the G/GPUSA Green Congress if they wish; alternatively they may choose to be represented by the Massachusetts Green Party at-large local.
  - The Massachusetts Green Party shall seek representation to the ASGP as a region in accordance with the ASGP Working Guidelines, and shall choose two delegates from amongst Massachusetts Green Party members to serve as our representatives to the ASGP according to the rules defined in Article 5.
- 14.2 The Massachusetts Green Party affirms its agreement with the Ten Key Values of the G/GPUSA and the ASGP.
- 14.3 Decisions and rules of the G/GPUSA, ASGP, other Green state parties, or any other Green organizations will in no way be considered binding upon the Massachusetts Green Party.
- 14.4 The selection of Massachusetts Green Party representatives to other organizations shall take place at a state convention using the procedures in defined in Article 5. Such representatives will serve for a term of one year. A single person may not serve more than two consecutive terms as representative to that organization.
- 14.5 The recall of a representative may take place at any state committee meeting. A majority vote of the state committee members is required to recall the representative. Should the representative also be a member of the state committee, she will not be allowed to vote.
- 14.6 If due to resignation or recall, the position needs to be filled, this election can take place at any state committee meeting with the new representative serving until the next state convention.
- 14.7 The duties of such representatives will be:
- Attend meetings of the organization
  - Send to the entire state committee in a timely manner:
    - any proposals put forward for comment
    - how the representative voted on proposals
    - the minutes from all meetings of the organization

## **15 Amending the By-laws**

- 15.1 Any part of these by-laws may be amended at a state convention of the Massachusetts Green Party through a consensus seeking process, or, failing this, a vote of 2/3 of the membership or delegates attending said Congress.
- 15.2 The state committee shall be able to amend these by-laws by a 75% vote. A state convention may override this change by a majority vote.

## **16 Execution of Papers**

- 16.1 Except as the Board of Directors (administrative committee) may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president (co-chairs) or by the treasurer, and shall have been approved through a process of consensus or through a 2/3 vote, with a quorum present.

## **17 Indemnification of Members, Directors, Officers, Employees and Other Agents**

- 17.1 Right to Indemnification.

The corporation shall indemnify and reimburse out of the corporate funds any person who at any time serves or shall have served as a member of the Board of Directors (administrative committee), officer, employee or other agent of the corporation, or who shall have served at its request, against any all claims and liabilities to which s/he may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which s/he is made party by reason of such service, except with respect to any matter as to which s/he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation.

- 17.2 Insurance.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors (administrative committee), officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him/her against such liability.

## **18 Corporate Records**

- 18.1 The original or attested copies of the Articles of Organization, by-laws, and records of all meetings of the incorporators and members, the names and addresses of all members shall be kept at the corporation's principal office or at any office of the secretary or of the counsel to the corporation. Said copies and records shall be open to inspection by any member of the corporation during regular business hours.

## 19 Corporate Powers

The corporation shall have the following powers in furtherance of its corporate purposes:

- 19.1 The corporation shall have perpetual succession in its corporate name.
- 19.2 The corporation may sue and be sued.
- 19.3 The corporation may have a corporate seal that it may alter at pleasure.
- 19.4 The corporation may elect or appoint directors, officers, employees, and other agents, fix their compensation and define their duties and obligations.
- 19.5 The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.
- 19.6 The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- 19.7 The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
- 19.8 The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
- 19.9 The corporation may make contracts.
- 19.10 The corporation may lend money provided any interest charged is equal only to administrative costs of developing and carrying the loan.
- 19.11 The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.
- 19.12 The corporation may pay pensions, establish and carry out pensions, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees.
- 19.13 The corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for the community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes.
- 19.14 The corporation may be an incorporator of other corporations of any type or kind.
- 19.15 The corporation may be a partner in any business enterprise that it would have power to conduct by itself.
- 19.16 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 or the by-laws requires action by the members.
- 19.17 Meetings of the members must be held in the state of Massachusetts.

19.18 No person shall be disqualified from holding any office by reasons of any interest. In the absence of fraud, any director, officer, or member of this corporation individually, or any individual having any interest in any concern in which any such directors, officers, members, or individuals have any interest, may be a party to, or may be pecuniary or otherwise interested in, any contract, transaction, or other act of this corporation, and

- Such contract, transaction, or act shall not be in any way invalidated or otherwise affected by the fact;
- No such director, officer, member, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act; and
- Any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same;

The term 'interest' including personal interest and interest as a director, officer, shareholder, trustee, member of beneficiary of any concern; the term 'concern' meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation.

19.19 No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth.

19.20 Upon the liquidation or dissolution of the corporation after payment of all the liabilities of the corporation or due provision thereof, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code.