

BYLAWS of the

Circle of Hellenic Academics in Boston, Inc.

A MASSACHUSETTS NONPROFIT CORPORATION

January 2014

(Modified May 2016, May 2018, May 2019, **October 2021**)

Document Approved June 2020

ARTICLE I – THE CORPORATION AND ARTICLES OF ORGANIZATION

The name of this Corporation is “The Circle of Hellenic Academics in Boston, Inc.”, henceforth referred to throughout these Bylaws as the “Corporation”.

The principal office of the Corporation shall be located in the Commonwealth of Massachusetts. The Corporation may establish and maintain offices in additional locations decided upon and approved by the Board of Directors (the “Board”).

These Bylaws, the powers of the Corporation and its Members and Directors, as well as all matters concerning the conduct and management of the business of the Corporation, shall be subject to the provisions of the Corporation's Articles of Organization, which may be amended from time to time. In the case a conflict arises, the Articles of Organization shall govern.

ARTICLE II – PURPOSE

To serve the higher education community of Professors, Associate Professors, Assistant Professors, Lecturers, Instructors or the equivalent, of Hellenic descent or professional association with Hellenic culture and affairs who are employed or have been employed at the above ranks by an institution of higher education and who promote the pursuits of research, education, mentoring and academic excellence in higher education. Specific objectives of the Corporation include:

1. Sponsorship of educational and intellectual events such as, for example, lectures or panel discussions for its members and the general Boston Community, in order to facilitate the exchange of ideas on issues of current interest in a manner that is informative and intellectually rewarding.
2. Networking with graduate and undergraduate students of Hellenic descent in North America, Greece, and elsewhere, in order to provide advice and mentoring to said.
3. Establishing and administering a scholarship and awards program to recognize excellence in graduate and undergraduate students with ties to Hellenism who aspire to challenging careers, and organize fundraising tasks for this purpose.
4. Interacting, as appropriately, with institutions and organizations, which share the same goals and purposes as the Corporation.

The purpose and specific objectives of the Corporation are as set forth in the Corporation's Bylaws and may be amended from time to time. The Corporation shall engage in activities that serve its purpose in such a manner as to maintain the qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (“Section 501(c)(3)”).

ARTICLE III – DIVERSITY STATEMENT

The Corporation encourages diversity of gender, gender identity and expression, sexual orientation, race, color, creed, age, disability, ethnic origin and geographic representation in its membership, Officers, the Board, and Committees.

ARTICLE IV – MEMBERSHIP

Section 1 – Membership: Any Professor, Associate Professor, Assistant Professor, Lecturer, Instructor

or the equivalent, of Hellenic descent or connected by professional association with Hellenic culture and affairs who is employed or has been employed at the above ranks by an institution of higher education may become a member of the Corporation. In addition, doctoral degree holders involved in advanced research activities in non-academic institutions or corporations can also become members. All members that have paid their dues for the current year may vote. Among its members only those with US citizenship or permanent residency may hold office in the Corporation. The Board may establish other categories of membership. Membership applications must be endorsed **and** approved by the Board. A membership application must include a Curriculum Vita and such other information as required by the Board. The Board has the absolute discretion to accept or deny a membership application.

Section 2 – Dues: The dues for membership shall be determined annually by the meeting of the members of the Corporation, to be denoted as the General Assembly. Such dues shall be payable in **January** of each year, or annually at such other time as determined by the Board. Various categories of membership may be established, approved and revised by the General Assembly from time to time. Any member of the Corporation who fails to pay dues within six months of the due date may be dropped from membership by order of the President. A member of the Corporation retired from active profession has the option to request exemption from paying annual dues by applying to the Board.

Section 3 – Annual and Other Meetings: The Annual meeting of the members of the Corporation, to be denoted as the General Assembly, shall be called by a majority of the Board or the President. Special meetings of the General Assembly may be called as described in Article VII Section 2.

Section 4 – Place of Meetings: All meetings of the General Assembly shall be held at such place as designated by the President or, if the President shall not act, by the Board and specified in the Notice of the meeting.

Section – 5 Notice of Meetings: Notice of any meeting of the General Assembly shall be given in accordance with these Bylaws at least twenty (20) days prior to the date of such meeting by the Secretary or any other Officer of the Corporation.

Section 6 – Quorum: At any meeting of the General Assembly, a quorum shall consist of no fewer than twenty-five percent (25%) of the members of the Corporation who are entitled to vote and are in good standing. Lack of quorum will result in the meeting's adjournment, in which case the meeting may either be canceled or held as adjourned without further notice. A second meeting shall be called within one month and quorum shall consist during said second meeting of no less than ten percent (10%) of the members of the Corporation who are entitled to vote and are in good standing

Section 7 – Voting and Proxies: Members of the Corporation shall have the right to vote in accordance with the provisions of these Bylaws and hold office in the Corporation. A member of the Corporation may not vote by proxy.

Section 8 – Sponsors, Benefactors, Contributors, Advisers, and Friends of the Corporation: The Board may designate certain persons or groups of persons as members of a board of advisors or as sponsors, benefactors, contributors, or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Board shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities to act on behalf of the Corporation.

ARTICLE V – BOARD OF DIRECTORS

FIRST BOARD OF DIRECTORS: The first Board shall be those persons listed as directors in the Articles of Organization, who shall serve until the first annual meeting of the Board and the election of a new Board at such meeting or prior thereto. The term of the first Board shall expire in June 2015. This initial term shall not be considered a full term of service. Members of Corporation do not receive any direct or indirect compensation for their service in the Board.

Section 1 – Powers: All issues of the Corporation shall be managed by the Board which shall be a representative body of the members of the Corporation that exercises all public policy making and advocacy powers of the Corporation, except as otherwise provided by law, the Articles of Organization, or these Bylaws. The Board approves the awarding of awards and scholarships after the recommendation of the President.

Section 2 – Membership: The Board, each member of which shall be a member of the Corporation, shall consist of the President, and four Directors. The General Assembly elects all Board members, as described herein.

Section 3 – Tenure: The President will be elected directly by the General Assembly and will serve a term of two (2) years. The General Assembly will not elect any other officer position directly; it will elect four (4) Directors, two (2) each year. The new Board will select its officers, such as Vice President, Secretary, Treasurer, and Media/Communications Officer (MCO) among its Directors at its first meeting. A term commences on July 1 and terminates on June 30. Any Member of the Board may resign by delivering his or her written resignation to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the materialization of some specific event.

Section 4 – Removal: A Member of the Board, whether elected or appointed, may be removed from office with cause by a vote of the majority of the Board then in office. A Member may be removed only after reasonable notice and opportunity to be heard before the Board. **An example of a cause for removal is lack of participation in the meeting of the Board and active involvement in the activities of the Circle.**

Section 5 – Regular and Other Meetings: The Board shall meet no fewer than three (3) times per year at such times and locations as may be designated by the President, or, if the President shall not so act, by a majority of the then duly elected Members. Additional meetings of the Board may be called at such times and locations, as may be designated by the President, or, if the President shall not so act, by a majority of the Board. Members may not vote by proxy.

Section 6 – Notice of Meetings: Notice of regular Board meetings shall be given in accordance with these Bylaws to all Members by the Secretary **or President** no fewer than fourteen (14) days before the meeting. Notice of other Board meetings shall be given to all Members by the Secretary either in person or in accordance with these Bylaws no fewer than five (5) days before the meeting. Such notice shall not preclude amendment of the agenda by majority vote of those in attendance at a duly noticed meeting. Notice need not be given to a Member if a written waiver of notice is executed by such Member before or after a meeting and is filed with the records of the meeting, or to any Member who attends the meeting without objecting prior thereto or at its commencement of the lack of notice to such Member.

Section 7 – Quorum: At any meeting of the Board, a quorum shall consist of a majority of the members of the Board. Less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. A follow-up meeting will be called after, at

least, a week and within one month, and, if a quorum is not achieved, a third meeting will be called after, at least, a week and within one month. Upon failure to achieve Board quorum at the third meeting, the Board assumes caretaker status and proclaims elections for a new Board to take place within two months, as per the Corporation's Election Procedures

Section 8 – Action at a Meeting: At any meeting of the Board at which a quorum is present, a majority of those present may take any action on behalf of the Board, except to the extent that a larger number is required by law, the Articles of Organization or these Bylaws.

Section 9 – Action without a Meeting: Any action by the Board may be taken without a meeting if a written consent by mail or electronic means thereto is signed by a majority of the Board Members then in office and filed with the records of the meetings of the Board. Such consent shall be treated as a vote of the Board for all purposes.

ARTICLE VI – OFFICERS

Section 1 – Enumeration: The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and a Media/Communications Officer (CMO). Members of the Board must be U.S. citizens or permanent residents of the U.S. as the term is defined by U.S. government agencies.

Section 2 – Election: The Officers shall be appointed by the board among its members.

Section 3 – Tenure: The President will serve for a term commencing on July 1 following election, and terminating on June 30 two (2) years later. All Officers will serve a term of one (1) or two (2) years as agreed by the Board. Any Officer may resign by delivering his or her written resignation to the Corporation at its principal office or to the Board or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at the specified time or upon the happening of some other event. **In the case of such resignation or Member of the Board removal, the Board will appoint a substitute for the remaining tenure, without the need of a General Assembly and vote from all Members.**

Section 4 – President: The President shall be the chief executive officer of the Corporation and the spokesperson for the Corporation. Subject to the direction of the General Assembly, the President has the general supervision and control of the business and Officers of the Corporation, chairs all meetings of the Board and performs such other duties and has such other powers as may be designated from time to time by the General Assembly. The President shall hold meetings of the Officers from time to time, to discuss matters to be brought before the Board and/or before the General Assembly. The President shall appoint all Committee Chairs and members whose term of office expires during the President's term of office. The President may remove and replace any Committee Chair or member if he or she determines it to be in the Corporation's best interest. No person shall be eligible for re-election to the office of President for more than two (2) consecutive full terms. In the case that no Member accepts a nomination for President during regular elections, the tenure of the incumbent is extended and special elections for President shall take place in no more than one year

Section 5 – Vice-President: The Vice President shall be complimenting and assisting the President in all of his duties and functions standing in his place in case the President is unable to be present, such as chairing the Board and facilitating the General Assembly meetings. He will be responsible in overseeing the planning and execution of the scientific, artistic, cultural and social events in the calendar of the Corporation. He will also have such additional powers and duties as may be designated by the President or the General Assembly.

Section 6 – Treasurer: The Treasurer, subject to the direction of the Board, shall have general charge of

the financial affairs of the Corporation, keep accurate books of accounts of the affairs of the Corporation, oversee the Corporation's finances, report on the Corporation's financial condition at a regularly scheduled meeting of the Corporation and from time to time to the Board and the General Assembly, and perform such other duties as may be designated by the General Assembly or the President. The Treasurer shall cause the Corporation's financial records to be audited annually by the Committee of Auditors approved by the General Assembly and cause the Committee of Auditors to present and report upon such audit to the General Assembly for its review and consideration within a reasonable time following the end of the Corporation's fiscal year. Thereafter, at the next regularly scheduled meetings of the General Assembly and Board, the Treasurer shall report upon completion of the audit.

Section 7 – Secretary: The Secretary shall supervise and maintain the recording of actions taken by the Corporation, Board and General Assembly, and cause notice of all meetings to be sent to those entitled to such notice, keep the seal of the Corporation, and perform such other duties as may be designated by the General Assembly or the President. In the absence of the Secretary, an Assistant Secretary, if one is chosen and present, otherwise a Temporary Secretary designated by the person presiding at a meeting of the Board or the General Assembly shall perform the duties of the Secretary at such meeting. The Secretary shall serve as the Corporation's Clerk.

Section 8 – Media/Communications Officer (MCO): The MCO shall be in charge of all communication means used by the Corporation to reach its membership and propagate to the greater community information about its mission and activities. Specific duties of the MCO include (a) the design and maintenance of social media sites representing the Corporation; (b) the occasional publication, either electronically or through paper copies of a newsletter describing activities and news items relating to the Corporation; (c) the public advocacy of the mission, interests and goals of the Corporation through mass mail broadcasting or personal presentations. The MCO has the option to apply editorial changes to the text of all public announcements by the Board prior to their release, in order to insure clarity and consistency of the Corporation's message. The MCO also interfaces with and facilitates the functions of all other Board Members on occasions where the Corporation is publicly represented. A Member's tenure as MCO of the Corporation is not subject to term limits.

Section 9 – Removal: Any Director may be removed from office with cause by a vote of a majority of the General Assembly. An Officer may be removed only after reasonable notice and opportunity to be heard before the Board.

ARTICLE VII – GENERAL ASSEMBLY

Section 1: The General Assembly is comprised of all the members in good standing. Each member has one (1) vote.

Section 2: The General Assembly convenes once a year (usually in April or May) in a regular assembly meeting as described in Article IV, Section 3. Special General Assembly meetings are convened upon a 2/3 vote of the Board or upon a joint petition of the President and the Secretary or upon petition by 1/3 of the good standing members of the Corporation.

Section 3: The General Assembly is the supreme governing Body of the Corporation and decides any matter concerning the Corporation or anything not covered by the present Bylaws.

- a) Examines the administrative and financial activities;
- b) Approves, modifies or rejects proposals of other bodies;

- c) Elects through secret ballot the members of the Board;
- d) Modifies the Bylaws;
- e) Removes members of the Board;
- f) Decides on the removal of members, in accordance with the Bylaws;
- g) Approves the financial reports of the Board or allocates responsibilities to the various bodies;

Section 4: The General Assembly regular or special meetings are directed by the Chairman of the General Assembly meeting who is not a member of the Board and is nominated and voted upon at the beginning of the General Assembly meeting.

Section 5: The minutes of the General Assembly meeting are kept by the Secretary of the Board and are recorded in the book of minutes of the Corporation. They are first approved by the Board and then approved in the next General Assembly meeting.

ARTICLE VIII – COMMITTEES

Section 1 – Nominations Committee: On or before the third Friday in March each year, the President shall appoint a Nominating Committee of three (3) members of the Corporation, consisting of the immediate past president, who shall act as chair and two (2) Members of the Corporation who are willing and able to serve. In the absence of willing and able Past President, the committee shall consist of three (3) members of the Corporation chaired by the one designated by the President. The Nominating Committee shall file with the Secretary one (1) or more nominations for President the year the current President's term is ending, and the necessary nominations for member of the Board. The President shall appoint a replacement for any person who chooses to interrupt his/her service in this committee. The Nominating Committee may not nominate one of its own members to any office nor may a member of the Nomination Committee be nominated or run as a petition candidate during the entire year of his or her service. The Nominating Committee's report, together with copies of this Article VIII shall be sent electronically or by first class mail or via email to all members of the Corporation entitled to vote. Other nominations may be made for members of the Board by a petition signed by at least three (3) members of the Corporation entitled to vote.

Section 2 – Intent to Seek Office: Any member of the Corporation may submit a letter of intent to run for election as a Member of the Board or as President, to be filed with the Secretary by mail or by electronic notice, postmarked no less than 14 days ahead of the date of the General Assembly . All letters of intent postmarked in advance of the deadline will be forwarded to the Nominating Committee for consideration.

Section 3 – Audit Committee: There shall be an Audit Committee, which shall consist of three (3) members of the Corporation, none of whom shall be members of the Board. Initially, the President shall appoint one (1) member to serve for one (1) year, one (1) member to serve for two (2) years and one (1) member to serve for three (3) years. Thereafter, the President shall appoint a member of the Audit Committee annually for a three (3) year term.

Section 4 – Other Committees and Task Forces: There shall be other committees and task forces as may be created from time to time and with such duties as shall be prescribed by the Board, the General Assembly or the President. The terms of the committee appointments shall expire at the end of the President's term of office.

Section 5 – Appointment: Except as otherwise provided by these Bylaws, the President may appoint

any person to serve as a voting member of any committee

Section 6 – Ex-Officio Committee Members: Except for the Nominating Committee and Audit Committee, the President shall be ex-officio voting member of each committee.

Section 7 – Reports: At the request of the President, each committee, except for the Nominating Committee, shall report to the Board or General Assembly.

Section 8 – Compensation: Members of the Corporation do not receive direct or indirect compensation for their service in Committees.

ARTICLE IX – COMPENSATION

Section 1: 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, member 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. The Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes as set forth herein. Members of the Corporation do not receive direct or indirect compensation for their service in the Board.

Section 2: No substantial part of the Corporation shall be the carrying lobbying activities or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 3: It is intended that the Corporation shall be entitled to qualify for exemption from state, county, local and federal income tax under Section 501(c)(3) of the Internal Revenue Code as the same may be amended from time to time.

Section 4; The Corporation shall not be a private foundation under Section 509 (a) of the Internal Revenue Code.

Section 5: The Corporation is organized and shall be operated exclusively for educational, philanthropic, scientific, artistic, cultural, or literary purposes, as said terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Code, or under any successor sections thereto.

ARTICLE X – MISCELLANEOUS

Section 1 – Fiscal Year: The fiscal year of the Corporation (also referred to herein as the "Corporation Year") shall commence July 1st of each year and end June 30 of the following year.

Section 2 – Execution of Instruments: All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the President and Treasurer, except as the General Assembly may generally or in particular cases otherwise determine.

Section 3 – Voting of Beneficial Interests: Except as the General Assembly may otherwise designate, the President and the Treasurer may waive notice of and act on behalf of the Corporation, or appoint any person or persons to act as proxy or attorney in fact for this Corporation (with or without discretionary power and/or power of substitution) at any meeting of members or beneficial owners of any other corporation or organization, any of the direct or indirect beneficial interests of which may be

held by the Corporation.

Section 4 – Corporate Records: The original or attested copies, of the Articles of Organization, these Bylaws, and records of all meetings of the Incorporators and members of the Corporation, which shall contain the names and the record addresses of all members of the Corporation, Delegates and Officers, shall be kept in Massachusetts at the principal office of the Corporation. They shall be available at all reasonable times for the inspection of any member of the Corporation, or Officer for any proper purpose but not to secure a list or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member of the Corporation, or Officer, relative to the affairs of the Corporation. Except as may be otherwise required by law, by the Articles of Organization, or by these Bylaws, the Corporation shall be entitled to treat the record address of a member of the Corporation, or Officer as shown on its books as the address of such person for all purposes, including the giving of any notices; and it shall be the duty of each such person to notify the Corporation of his or her latest post office address.

Section 5 – Evidence of Authority: A certificate by the Secretary, acting in his or her capacity as Clerk, as to any action taken by the members, or any Officer or representative of the Corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

Section 6 – Ratification: Any action taken on behalf of the Corporation by a member of the Corporation, or any Officer or representative of the Corporation which requires authorization by the members or by the Board or General Assembly shall be deemed to have been duly authorized if subsequently ratified by the members, if action by them was necessary for authorization, or by the Board or General Assembly, if action by it was necessary for authorization.

Section 7 – Vacancies: With the sole exception of the President, in the event of the death, resignation, disability or removal of any member of the Board, the Board shall vote to appoint a successor to fill such office for its unexpired term.

Section 8 – Voting: For purposes of these Bylaws, unless otherwise provided by law, the Articles of Organization or in another section of these Bylaws, the term "Majority" or "Majority Vote" shall mean a simple majority of those attending the meeting at which a quorum is present. Voting by electronic means for issues other than electing the Board or modifying the Bylaws is an acceptable mechanism for the Corporation

Section 9 – Conduct at Meetings: To the extent not inconsistent with these Bylaws, all meetings of the members of the Corporation, the Board and General Assembly shall be conducted in accordance with the current version of Robert's Rules of Order.

Section 10 – Authority: Except by specific authority from the Board, no committee shall represent the Corporation or issue any report or record on any public policy or advocacy issues. Except by specific authority from Board, no committee, or any of its committees shall represent the Corporation or issue any report or record on any other matter.

Section 11 – Governance: Each committee shall in all respects be governed by the general policies and procedures set forth in these Bylaws, as it may from time to time be amended by the General Assembly.

Section 12 – Notice: For the purpose of these Bylaws, unless otherwise provided in another section of these Bylaws, notice may be sent by electronic mail to members unless members specifically request to receive notice by regular mail. All meeting notices shall include the date, time, location and agenda of the meeting. Notice of the annual meeting of the Corporation or of any other meeting of the

General Assembly may be given by electronic mail.

ARTICLE XI – AMENDMENTS OF BYLAWS

Bylaw amendments first approved by the Board shall be ratified by a two--thirds (2/3) majority of the votes cast by the General Assembly either at a meeting of the General Assembly duly called for such purpose at which a quorum is present or by ballot (electronic or written) forwarded to all members of the Corporation in accordance with these Bylaws. Any such ballot shall describe the Bylaw amendment approved by the Board.

ARTICLE XII – INDEMNIFICATION

Section 1 – Indemnification for Directors and Officers: The Corporation shall, to the extent legally permissible, indemnify each person who serves or has served as a director or officer of the Corporation, and each person who is or was serving at the request of the Corporation as an officer or director of another organization, against all liabilities, costs and expenses (including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon him or her in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been such an officer or director, or by reason of any action taken or not taken in any such capacity; except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, if applicable, of the other organization of which he or she is or was serving as an officer or director at the Corporation's request. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment.

Section 2 – Settlements: As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification, (i) by a two--thirds vote of the disinterested members of the whole Board of Directors then in office, or (ii) by a majority vote of the whole Board at a duly organized special meeting called for that purpose, provided, that, with respect to subsection (ii) of this paragraph, only if the Board shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the Corporation and that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. No such approval shall prevent the recovery from any such officer or director of any amounts paid to such person or on his or her behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action

was in best interests of the Corporation.

Section 3 – Employees and agents: By the same procedures set forth in the preceding paragraph, the Board may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described above to employees or agents of the Corporation who are not officers or directors or to persons serving at the Corporation's request as either employees or agents of another organization or in a capacity with respect to any employee benefit plan.

Section 4 – Non-Waiver of Other Rights: The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, director, employee or agent may be entitled or which may lawfully be granted to such person.

Section 5 – Insurance: By action of the Board, notwithstanding any interest of the directors in such action, the Corporation may purchase and maintain insurance, in such amounts as the Board may from time to time deem appropriate, on behalf of any person who is or was an officer, director, employee or other agent of the Corporation or who is or was serving at the request of the Corporation as an officer, director, employee or other agent of another organization, or with respect to any employee benefit plan, against any liability incurred by such person 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 such person against such liability.

Section 6 – Definitions: As used herein, the terms "officer," "director," "employee" and "agent" include their respective executors, administrators and other legal representatives; an "interested" person is one against whom the action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened; and a "disinterested" person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

Section 7 – Personal Liability: The directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE XIII – DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved if the members are less than five (5). In the event of dissolution of the Corporation, its assets are distributed equally among the following 501(c)(3) organizations: (a) Hellenic Cardiac Fund at Boston's Children's Hospital; (b) Friends of Maliotis Cultural Center, or other similar 501(c)(3) organizations in the Boston Metropolitan area.

ARTICLE XIV – CONFLICT OF INTEREST

Except as otherwise provided by law or in the Articles of Organization, and subject to the Corporation's Conflict of Interest Policy, no contract, grant or other transaction of the Corporation shall, in the absence of fraud, be affected or invalidated by the fact that any director or officer of the Corporation or any corporation, firm or Corporation of which he or she may be a director, officer, stockholder, member, employee or agent may be a party to or may have an interest, pecuniary or otherwise, in, any such contract, grant or other transaction. No director or officer shall participate in any decision by the Corporation to award a grant, contract or in any other transaction with any corporation, firm, Corporation or other entity of which he or she may be a director, officer, stockholder, member,

employee or agent may be a party to or may have an interest, pecuniary or otherwise These Bylaws adopt and implement a conflict of interest policy for its Directors and for officers of the Corporation. Officers and Directors shall be required to make periodic written disclosures of relationships that may constitute a conflict of interest and shall submit such statement, together with an acknowledgment of such officer or director's confidentiality obligations, to the Board may designate. Subject to compliance with such conflict of interest policy, and subject to the last sentence of this paragraph, the Corporation may enter into contracts or transact business with one or more of its Directors or Officers, or with any Corporation, Corporation, trust, company, organization, or other concern in which any one or more of its Directors or officers are directors, officers, trustees, shareholders, beneficiaries, stockholders, or otherwise interested and other contract or transactions in which any one or more of its Directors or officers is in any way interested. No Director or Officer shall be disqualified from holding office as Director or Officer of the Corporation by reason of any such interests, which may be adverse to the Corporation. In the absence of fraud, no Director or Officer having such adverse interest shall be liable to the Corporation or to any member or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Director or Officer be accountable for any gains or profits realized thereon. Provided, however, nothing herein shall be deemed to authorize transactions with employees of the Corporation or entities in which any such employee has a financial interest except such transactions that are directly related to such person's employment relationship, and further provided that the Corporation may in any instance enter into transactions with publicly held entities in which any such Director, officer or employee holds less than a 2% interest.

ARTICLE XV – CONFLICT OF INTEREST & COMPENSATION APPROVAL POLICIES & PROCEDURES

Section 1 – Purpose: The purpose of this conflict of interest policy is to protect this tax--exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958--3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 – Definitions:

- a) **Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958--3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - 2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or

arrangement.

- c) **Compensation.** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 – Conflict of Interest Avoidance Procedures

- a) **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b) **Determining whether a Conflict of Interest exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c) **Procedures for Addressing the Conflict of Interest:** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d) **Violation of the Conflict of Interest Policy:** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 – Records of Board and Board Committee Proceedings: The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 – Compensation Approval Policies: Members of the Corporation do not receive any direct or indirect compensation for their services in the Board or in Committees.. When approving compensation for employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a) The terms of compensation shall be approved by the Board prior to the first payment of compensation;
- b) All members of the Board who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958--6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958--3 of the IRS Regulations):
 1. Is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. Is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 3. Does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 4. Has no material financial interest affected by the compensation arrangement; and
 5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c) The Board shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 1. Compensation levels paid by similarly situated organizations, both taxable and tax--exempt, for functionally comparable positions or services. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
 2. The availability of similar services in the geographic area of this organization;
 3. Current compensation surveys compiled by independent firms;
 4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement; As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.
- d) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
 1. The terms of the compensation arrangement and the date it was approved;

2. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
3. The comparability data obtained and relied upon and how the data was obtained;
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
5. If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
6. Any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);

The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6 – Annual Statements: Following the Annual Meeting in which he or she is elected or continues in office and prior to the Corporation’s submission of its Internal Revenue Document for that year, each director, principal officer, and member of a committee with governing board delegated powers shall annually sign and transmit to the Executive Committee a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands the Corporation is charitable and, in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Section 7 – Periodic Reviews: To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result

in inurement, impermissible private benefit, or in an excess benefit transaction

Section 8 – Use of Outside Experts: When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XV - CONFIDENTIALITY

Each member of the Board, officers and members of committees, as well as other persons attending meetings of the Board or committees will be bound by an obligation to hold in confidence and not to disclose proceedings of any such meetings or information made available at such meetings to the extent that such information is not in the public domain and is not required to be disclosed pursuant to applicable law or orders of regulatory bodies having jurisdiction. Nothing contained in this Article is intended to limit neither the proper dissemination of proceedings or information to or among the Board members or its committees nor the performance of the duties and obligations of the officers of the Corporation and their designees in conducting the business of the Corporation.

ARTICLE XVIII – WHISTLE BLOWER POLICY

Section 1: It is the policy of the Corporation to encourage the reporting of malfeasance. Such malfeasance includes corruption, unethical practices, violation of law, gross waste or misappropriation of funds or property, abuse of authority or charitable status, neglect of fiduciary duty, or danger to the public safety that involves the Corporation and (1) its officers, members of the Board, or members of any committee of the Corporation; (2) its employees and (3) its consultants or others providing or seeking to provide services for hire to the Corporation.

Section 2: The Corporation, its directors, officers, employees and agents shall not take or threaten to take any retaliatory action or interfere in any way with respect to any person who in good faith and with reasonable cause reports a complaint of malfeasance in accordance with this policy. Such retaliatory action or interference includes firing, demotion, and suspension, non-consideration for promotion, loss of compensation or benefits, interference with contract, defamation or other discrimination. Any director, officer, employee, or agent of the Corporation who engages in such retaliation or interference, or willfully makes allegations of malfeasance that he or she knows to be false, will be subject to disciplinary action.

Section 3. For purposes of this policy:

- a) Complaints of malfeasance shall be delivered by mail, clearly marked as confidential, to the attention of the President of the Board of the Corporation at her/his address. Such complaints shall be in the form of a written statement providing factual information supporting the complaint and preferably signed with the verifiable name, address and telephone number of the complainant. Anonymous complaints, however, will be investigated by the President of the Board to the extent possible. The President of the Board shall promptly provide written acknowledgement of the complaint, including notice of the confidentiality provisions of subsection (d) of Section of this policy.
- b) The President of the Board shall promptly investigate the reported complaint, provided that any person who is the subject of such complaint shall not participate in the investigation on behalf of the Corporation. Within sixty days following receipt of the complaint, the President of the Board shall complete its investigation and report his/her written findings and recommendations to the Board, provided that complaints that may reasonably be believed to

involve criminal activity shall be reported immediately to the proper law enforcement authority.

- c) Within thirty days following receipt of the report of findings and recommendations, the Board shall decide such action as may be warranted provided that any member of the Board who is the subject of the complaint shall not participate in the decision.
- d) The President of the Board and any incorporator, employee or agent of the Board shall not, after receipt of a complaint of malfeasance in accordance with this policy, disclose, (1) the identity of the complainant without the written consent of such person; or (2) the complaint and records of any investigation except as required by law.
- e) If malfeasance by the President of the Board is being alleged, then a complaint shall be mailed to the Vice President at his/her address in the same manner as set forth in Section 3(a). The Vice President shall then investigate and report his/her findings as set forth in Sections 3 (a) and (b).

Section 4: (a) Complaints of retaliation prohibited under this policy shall be delivered by mail, clearly marked as confidential, to the attention of the President of the Board at her/his address within fifteen days after the complainant becomes aware of such alleged retaliation. Such complaints shall be in the form provided under and investigated in accordance with Section 3 of this policy. (b) If retaliation by the President is being alleged, then the complaint shall be mailed to the Vice President at his or her address in the same manner as set forth in Section 4(a); and such complaint shall be investigated by the Vice President in accordance with Section 3 of this Policy.

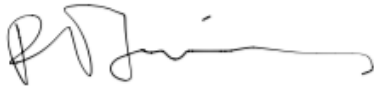
Section 5. The Board shall make reasonable efforts to publicize this policy and shall annually review this policy.

ARTICLE 13 -RATIFICATION AND DATE OF EFFECTIVENESS OF THE BYLAWS

The ratification of acceptance of the present Bylaws took place on May 7, 2016, during the Bylaws General Assembly Meeting, and signifies the automatic validity and enforcement of the Bylaws.

A true Copy

The Circle of Hellenic Academics in Boston Inc.



Roselita Fragoudakis

Christos Georgakis

President

Vice President

Date: October 17, 2021