

RULES AND ORDERS FOR THE GOVERNANCE OF: STOP ABUSE TODAY, INC.

SECTION 1: ARTICLES OF INCORPORATION

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of The Commonwealth of Massachusetts, do hereby certify:

ARTICLE 1: The name of this Corporation shall be STOP ABUSE TODAY, INC., hereinafter referred to as the "Corporation".

ARTICLE 2: The principal office of the Corporation for the matter of its business shall be located at 27 Sturbridge Road, in the Town of Holland, in Hampden County, in the Commonwealth of Massachusetts. The Corporation may also include offices at such other locations, within the Commonwealth of Massachusetts, where it is qualified to do business, as its business may require and as the Corporation may from time to time designate.

ARTICLE 3: The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 4: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

ARTICLE 5: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 6: Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 7: Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE 8: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the

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principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes*****.

SECTION 2: ARTICLES OF BYLAW AND CONSTITUTION

The initial trustees of the Corporation shall define the organization's basic structure and fundamental rules to be known as the "bylaw" or "constitution". The articles contained shall require an affirmative vote of not less than two-thirds of the initial trustees, and are not subject to suspension.

ARTICLE 1: The purpose of the corporation is to engage in charitable and educational activities within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and pursuant to M.G.L. c. 180 § 4, as amended. Activities shall include providing education and awareness related to abuse prevention, as well as counseling for, advocating for, and otherwise aiding victims of domestic violence and other abuse.

ARTICLE 2: Within the purview of resources, the Corporation shall;

- a) Provide assistance and other services necessary for those who are affected by abuse.
- b) Develop partnerships with schools, community centers, senior centers, religious centers, and police departments, as well as any other such entity the Corporation deems appropriate.
- c) Develop relationships with public leaders, to include municipal, governmental and religious leaders, as well as any other such leader the Corporation deems appropriate.
- d) Develop programs that will raise awareness of abuse and provide assemblies and education that address abuse issues.

ARTICLE 3: The Corporation shall be open to all individuals and groups of individuals who are interested in fostering the purpose of the Corporation. The Corporation shall not discriminate on the basis of age, race, color, creed, gender, sexual orientation, disabilities, financial status, or national origin.

ARTICLE 4: The Corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the Commonwealth of Massachusetts.

ARTICLE 5: The Corporation may solicit for and accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts, charities, governments and governmental agencies.

ARTICLE 6: The Corporation shall be an equal opportunity employer, and it shall not discriminate on the basis of age, race, color, creed, gender, sexual orientation, disabilities, financial status, or national origin (i) in the persons serviced, or in the manner of service; (ii) in

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the hiring, assignment, promotion, salary determination, or other conditions of staff employment; (iii) in the selection of members; or (iv) in the membership of its boards or committees.

ARTICLE 7: The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as an organization which is exempt from federal income taxation as an organization described in Section 501 (c) of the Internal Revenue Code of 1986, or any successor provision.

ARTICLE 8: The Corporation shall operate within a fiscal year ending June 30. Alteration of the fiscal year by the Corporation shall not require amendments of these bylaws

SECTION 3: ARTICLES OF EXECUTIVE GOVERNANCE COMMITTEE

The initial trustees of the Corporation shall establish a standing Executive Governance Committee of Officers, hereinafter referred to as the "Committee". All Officers shall have equal voting rights on matters related to the operation of the Corporation.

ARTICLE 1: The Committee shall consist of a minimum of (3) Officers at all times, and shall be constituted with (3), (5), (7) or (9) Officers total.

ARTICLE 2: The Committee shall be composed of members of the Corporation and shall minimally consist of a Chairperson, a Secretary, and a Treasurer. One person shall not hold more than one office concurrently, with the permissible exception of a Secretary-Treasurer.

- a) Chairperson: Shall preside at all meetings and shall perform such other duties and have such other powers as the Committee may from time to time prescribe.
- b) Secretary: Shall maintain the minutes of all meetings and perform all other duties usually incident to the office, and such other duties as may be assigned by the Committee.
- c) Treasurer: Shall cause regular books of account to be maintained and shall render to the Committee, from time to time as may be required, an account of the financial condition of the Corporation. Shall deliver an annual report at designated meetings and shall perform all other duties properly required of the Treasurer by the Committee.
- d) The Committee may also include other persons whose experience and qualifications may assist the Committee in the performance of their responsibilities.

ARTICLE 3: Acting on behalf of the Corporation, the Committee shall be charged to:

- a) Provide strategic oversight of the programs and services offered by the Corporation.
- b) Develop and recommend policies and procedures governing the programs and services offered by the Corporation.
- c) Provide policy guidance and consultation for the Corporation in setting priorities for programs and services.

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- d) Establish policies and guidelines within which the Corporation is authorized to enter collaborative arrangements with other organizations and providers of services.
- e) Evaluate the Corporation in matters relating to achieving its mission and the effectiveness of its programs.
- f) Supervise and control the property and affairs of the Corporation, except as otherwise provided by law or as outlined herein.
- g) Determine depositories to be utilized by the Corporation.
- h) Authorize all orders for the payment of expenses on behalf of the Corporation.
- i) Establish a job description, salary and employment status for individuals who are compensated for their services.
- j) Designate standing committees and temporary committees as deemed necessary for the efficient conduct of the business of the Corporation.
- k) Establish a memorandum of understanding [MOU] between the Corporation and its subsidiaries.
- l) When necessary, amend the rules and orders contained herein by affirmative vote of not less than two-thirds, provided that notice of the proposed change is given in the meeting notice, not less than ten (10) days prior to such meeting.

ARTICLE 4: The Officers shall be appointed by a simple majority vote of the Committee members for a term of no more than three (3) years, or until their successor is appointed, and appointments shall be initially staggered as determined by the Committee so as not to expire concurrently.

ARTICLE 5: Any Officer may resign at any time by giving written notice to the Chairperson. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

ARTICLE 6: Any Officer may be removed from office at any time, with or without cause, by the affirmative vote of not less than two-thirds of the Committee at any regular or special meeting called expressly for that purpose.

SECTION 4: ARTICLES FOR GOVERNANCE OF MEETING PROCEDURE

The procedure for all meetings shall be conducted in accordance with the Robert's Rules of Order Manual of Parliamentary Procedure and G.L. as amended.

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ARTICLE 1: A meeting of the Committee Officers shall take place from time to time as required in order to ensure the proper oversight of the Corporation, and to transact any necessary business of the Corporation.

ARTICLE 2: A meeting of the Corporation members shall be held on a quarterly basis within the fiscal year, and at other times as determined by the Committee.

ARTICLE 3: The Secretary or, in the absence of the Secretary, one of the Officers designated by the Chairperson, shall keep a record of the meeting.

ARTICLE 4: A Quorum shall consist of a simple majority of Committee Officers in order for business to be transacted.

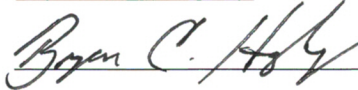
ARTICLE 5: The orders contained herein may be amended or repealed, or new orders may be adopted by the Committee at any meeting, by the affirmative vote of not less than two-thirds of all the Committee Officers, provided that notice of the proposed change is given in the meeting notice, not less than ten (10) days prior to such meeting.

SECTION 5: ARTICLES OF AUTHORIZATION

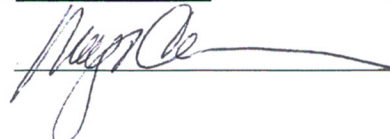
In witness whereof, we, the initial trustees, have hereunto subscribed our names on the
3rd day of November in the year 2017.

ARTICLE 1: The names and signatures of the persons who are the initial trustees of the Corporation are as follows:

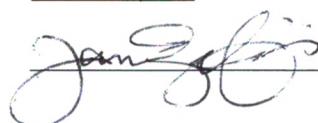
Printed Name: Bryan C. Haughey Address: 12A Powers St. Spencer, MA 01562

Signature: 

Printed Name: Margo Chevers Address: 70 McBride Rd. Wales, MA 01081

Signature: 

Printed Name: Janet Zafiris Address: 11 Maybrook Rd. Holland, MA 01521

Signature: 

Printed Name: Susan Gregory Address: 21 Holland Rd, Wales MA 01081

Signature: 