

**Surety Association of Massachusetts**  
Founded 1905

**CONSTITUTION**  
and  
**BY LAWS**

ARTICLE I  
Name

Section 1. The name of this Association shall be Surety Association of Massachusetts.

ARTICLE II  
Purpose

Section 1. With the purpose of improving the service rendered to the community by those involved in corporate suretyship, the Association shall promote understanding among its members through the study and discussion of local surety problems and matters relating thereto; provide a central facility for correspondence with other organizations and with public bodies; disseminate useful and interesting information and perform such other functions as may be incidental to the foregoing.

ARTICLE III  
Membership

Section 1. (a) THE ASSOCIATION SHALL HAVE ONE CLASS OF MEMBERS, KNOWN AS ACTIVE MEMBERS.

(b) ANY BUSINESS ENTERPRISE ACTIVELY ENGAGED AS AGENT, BROKER OR COMPANY TRANSACTING A FIDELITY, SURETY BUSINESS AND IS OF HIGH MORAL AND PROFESSIONAL STANDING SHALL BE ELIGIBLE FOR MEMBERSHIP.

(c) EACH MEMBER SHALL BE ENTITLED TO ONE VOTE ONLY, NOT AS AN INDIVIDUAL BUT RATHER AS A COMPANY OR A FIRM SO THAT NO MORE THAN ONE VOTE SHALL BE RECORDED ON ANY MATTER.

Section 2. Applications for membership shall be submitted in writing to the secretary of the Association, considered by the Executive Committee, and, if approved, referred to the Association for ratification.

Section 4. Any member of the Association may at any time withdraw from the Association by filing his resignation in writing with the president thereof at least ten days before such resignation is to become effective.

Section 4. The Association shall be the judge of the qualifications of its members, but no member shall be expelled except for reasonable cause by a vote of two-thirds of all the members of the Association qualified to vote.

Section 5. Upon termination of membership of any member of the Association for any reason or cause whatsoever such member shall have no rights whatever to any of the assets of the Association.

Section 6. The Association may by a two-thirds vote of its members at a regular meeting elect to honorary membership former active participants in the affairs of the Association who have rendered meritorious and faithful service.

#### ARTICLE IV Officers

Section 1. The officers of the Association shall be a president, a vice-president, a secretary and a treasurer. The offices of secretary and treasurer may, however, be combined and held by one person. The officers shall be elected by a majority vote cast by ballot at the Annual Meeting of the Association from the lists mentioned in Article VI, Sections 6 and 7. Each officer shall serve for one year from the date of his election or until his successor is elected.

#### ARTICLE V Duties of Officers

Section 1. The president shall preside at all meetings of the Association and of the Executive Committee. He may call special meetings of the Association wherever special meetings seem to him necessary or advisable.

Section 2. The vice-president shall perform the duties of the president when the latter is absent or incapacitated, or any duties assigned to him by the president.

Section 3. The secretary shall keep the minutes of the meetings of the Association, shall be the custodian of its records, and shall conduct the correspondence of the Association except in cases where the president may desire or may be requested by the Association to conduct it. He shall furnish minutes of all meetings of the Association to all members on a regular basis and perform any other duties assigned to him by the president.

Section 4. The treasurer shall collect, hold, disburse and account for the funds of the Association in such a manner as the Association may prescribe and other such duties as may be assigned to him by the president.

Section 5. The officers of the Association shall also perform such other duties as commonly pertain to their respective offices.

Section 6. In the event of a vacancy in the office of president, the vice-president shall assume the duties of the president (and each other office in line of succession until the next Annual Meeting). The president, with the concurrence of a simple majority of the Executive Committee, may elect any member to any vacancy which occurs not filled by line of succession until said Annual Meeting occurs.

#### ARTICLE VI Executive Committee

Section 1. There shall be an Executive Committee of the Association, consisting of the officers and five additional members, one of whom shall be the retiring president, if any. The other members of the Executive Committee shall be elected by ballot at the Annual Meeting from the lists mentioned in Sections 6 and 7 of this Article and shall serve for one year or until their successors are elected. The president of the Association

and the secretary thereof shall be, respectively, the chairman and the secretary of the Executive Committee.

Section 2. The Executive Committee by simple majority shall fill any vacancy occurring in its membership.

Section 3. Not more than one person connected with any member shall be elected to serve on the Executive Committee at the same time.

Section 4. The Executive Committee, subject to the supervision and approval of the Association, shall have general control of the Association's affairs.

Section 5. A member of the Executive Committee shall be disqualified for service thereon in connection with any matter in which he, or any other person connected with the same company or agency as himself, is a party to a complaint under Article IX hereof. The Executive Committee, in each such case, may appoint a substitute for any member thus disqualified.

Section 6. Annually before and reported at the regular April meeting, there shall be appointed by simple majority of the Executive Committee a Nominating Committee consisting of three members whose duty it shall be to nominate a LIST OF CANDIDATES for each office and a full list of candidates for the Executive Committee. The Nominating Committee shall make a written report to the Association at the regular May meeting, and the secretary, within seven days thereafter, shall send a copy of the report to each member of the Association. The LISTS of candidates so SELECTED by the Nominating Committee shall be known as the regular ticket.

Section 7. Any five members may propose another ticket by nominating a LIST OF CANDIDATES for each office and a full list of candidates for the Executive Committee, and by notifying the secretary at least one week prior to the Annual Meeting of such action. They shall notify similarly each member of the Association at least one week prior to the said Annual Meeting.

## ARTICLE VII Meetings

Section 1. Regular meetings of the Association shall be held on the Second Thursday of each month, except the months of July and August.

Section 2. The regular meeting of the Association in the month of September of each year shall be deemed the Annual Meeting.

Section 3. Special Meetings of the Association shall be held as hereinbefore provided.

Section 4. A simple majority of the members of the Association shall constitute a quorum at any of its meetings.

Section 5. Meetings of the Executive Committee shall be held upon a call of its Chairman or of a majority of its members.

Section 6. A simple majority of the Executive Committee shall constitute a quorum at any of its meetings.

Section 7. Unless otherwise provided by the Constitution or By-Laws any matter presented for a vote at any meeting of the Association, or of any committee, shall be adopted only on two-thirds vote of those members present at such meeting.

## ARTICLE VIII By-Laws

Section 1. The Association may adopt, amend or rescind such By-Laws as it may deem advisable, provided, however, THAT THE CONSTITUTION AND BY-LAWS OF THIS ASSOCIATION SHALL BE CONSTRUED AND CARRIED OUT IN SUCH MANNER AS TO CONFORM TO APPLICABLE STATE AND FEDERAL LAWS, AND NO PROVISION CONTRARY TO OR INCONSISTENT WITH ANY SUCH LAW IS INTENDED TO, OR SHALL BE BINDING UPON THE MEMBERS OF THIS ASSOCIATION.

ARTICLE IX  
Complaints

Section 1. Any member may make a complaint against any other member for an alleged violation of the Constitution or By-Laws of the Association. Such complaints shall be treated in accordance with rules to be adopted by the Association.

ARTICLE X  
Expenses

Section 1. No expense that cannot be met by the dues shall be incurred by the Association except with the unanimous consent of the members present at a regular meeting.

ARTICLE XI

Section 1. This instrument shall be signed by each member of the Association and may be changed only -- (a) at a regular meeting of the Association, (b) by a two-thirds vote of all the members of the Association qualified to vote, (c) if notice of the proposed action, together with a copy of the desired change, shall have been filed with the secretary at a preceding regular meeting, and shall have been transmitted by him to each member of the Association.

BY-LAWS

ARTICLE I

Section 1. Each voting member shall pay annual dues of \$35.00 which shall be payable no later than 45 days after receipt. Any member in default of dues after this period shall be automatically suspended from membership until said dues have been recovered.

ARTICLE II

Section 1. Upon the receipt by the Association of any complaint of a violation of the Constitution or By-Laws of the Association, the president shall appoint a committee of three disinterested members to investigate such complaint and report the results of its investigation to the Association at its next regular meeting. Final action on any complaint shall be taken only by two-thirds vote of the members present at a regular meeting.

**AMENDMENT TO BY LAWS**

**ARTICLE III  
Membership**

**Section 1. (a) THE ASSOCIATION SHALL HAVE TWO CLASSES OF MEMBERS, KNOWN AS MEMBERS AND ASSOCIATE MEMBERS**

**(b) ANY BUSINESS ENTERPRISE ACTIVELY ENGAGED AS AGENT, BROKER OR COMPANY TRANSACTING A FIDELITY, SURETY BUSINESS AND IS OF HIGH MORAL AND PROFESSIONAL STANDING SHALL BE ELIGIBLE FOR MEMBERSHIP AS A MEMBER. ANY BUSINESS ENTERPRISE ACTIVELY ENGAGED IN PROVIDING PROFESSIONAL SERVICES OF A SUBSTANTIAL NATURE TO ANY MEMBER OR ANY CUSTOMER OF A MEMBER AND IS OF HIGH MORAL AND PROFESSIONAL STANDING SHALL BE ELIGIBLE FOR MEMBERSHIP AS AN ASSOCIATE MEMBER.**

**(c) EACH MEMBER SHALL BE ENTITLED TO ONE VOTE ONLY, NOT AS AN INDIVIDUAL BUT RATHER AS A COMPANY OR A FIRM SO THAT NO MORE THAN ONE VOTE SHALL BE RECORDED ON ANY MATTER, ASSOCIATE MEMBERS SHALL NOT BE ENTITLED TO VOTE. ASSOCIATE MEMBERS MAY PARTICIPATE ON ANY COMMITTEES OR DISCUSSIONS. ASSOCIATE MEMBERS SHALL NOT BE ELIGIBLE TO SERVE AS OFFICERS OF THE ASSOCIATION OR AS A MEMBER OF THE EXECUTIVE COMMITTEE.**

## **Surety Association of Massachusetts**

### **RESOLUTION**

On April 24, 1995, to retain the value of membership in our Association, the Board of Directors resolved to limit the number of Associate Members to thirty.

# *Surety Association of Massachusetts*

*Founded 1905*

<http://suretyma.org>

## **AMENDMENTS TO CONSTITUTION**

### **ARTICLE VI**

#### **Executive Committee**

Section 1. There shall be an Executive Committee of the Association, consisting of the officers and five additional members, one of whom shall be the retiring president, if any. The other members of the Executive Committee shall be elected by ballot at the Annual Meeting from the lists mentioned in Sections 6 and 7 of this Article and shall serve for one year or until their successors are elected. The Executive Committee by simple majority shall select the Chair and Secretary of the Executive Committee.

### **ARTICLE VII**

#### **Meetings**

Section 1. Regular meetings of the Association shall be held at least quarterly.

Section 2. The regular meeting of the Association in the months of September or October of each year shall be deemed the Annual Meeting.

## **AMENDMENT TO B Y - L A W S**

### **ARTICLE I**

Section 1. Each voting member shall pay annual dues of \$125.00 which shall be payable no later than 45 days after receipt. Any member in default of dues after this period shall be automatically suspended from membership until said dues have been recovered. The Executive Committee by simple majority may change the price when deemed proper to do so.