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DEC 05 2018

December 5, 2018

Department of Public Health
Medical Use of Marijuana Program
RMD Applications
99 Chauncy Street, 11th Floor
Boston, MA 02111

MA DEPT. of Public Health
99 Chauncy Street
Boston, MA 02111

Re: Middlesex Integrative Medicine, Inc. – Request for Information Regarding Management and Operations Profile – Application 2

Dear Sir/Madam:

The purpose of this letter is to respond to your request for information as stated in your letter of December 3, 2018. The paragraph numbers in this letter correspond to those of your letter.

1. Attached are the Amended Bylaws and Conflict of Interest Policy dated December 30, 2016 which are the current Bylaws of Middlesex Integrative Medicine, Inc. ("MIM"). We apologize for the confusion about the submission of the correct version of the Bylaws. MIM has continued to be in compliance with condition #8 of its Provisional Certificate of Registration.

2. Enclosed is a revised response to Question E.29.

3. MIM acknowledges that there are no pesticides approved use in the cultivation of marijuana and is prohibited from using any pesticides. MIM understands that unless and until express approval is given by the Department of Public Health, it will not use any pesticides in cultivation marijuana.

If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,


Nancy J. Koury, President

Enclosures

MIDDLESEX
INTEGRATIVE
MEDICINE

AMENDED BYLAWS
of
MIDDLESEX INTEGRATIVE MEDICINE, INC.

dated as of December 30, 2016

ARTICLE I. THE CORPORATION

1.1 **Name and Purposes.** Middlesex Integrative Medicine, Inc. is a not-for-profit corporation organized pursuant to Chapter 180 of the Massachusetts General Laws (the "Corporation"). The purposes of the Corporation shall be as set forth in Article II of its Articles of Organization.

1.2 **Location.** The principal office of the Corporation shall be located in the Commonwealth of Massachusetts, provided that the Corporation may establish and maintain offices in such other locations as may be fixed by the Board.

1.3 **Seal.** The Board may adopt and alter the seal of the Corporation which shall bear the name of the Corporation, the word "Massachusetts", the year of its incorporation, and such other inscriptions and designs as the Board may determine.

1.4 **Fiscal Year.** The fiscal year of the Corporation shall be November 1 to October 31 of each calendar year, unless determined otherwise by the Board and filed with the Secretary of the Commonwealth.

1.5 **Compliance.** In accordance with the Massachusetts Code of Regulations, 105 CMR 725.100(A)(1), and the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance" issued by the Massachusetts Department of Public Health, the Corporation shall: (i) at all times operate on a non-profit basis for the benefit of registered qualifying patients and (ii) ensure that revenue of the Corporation is used solely in furtherance of its nonprofit purpose."

ARTICLE II. BOARD OF DIRECTORS

2.1 **Establishment.** The Corporation shall consist of a Board of Directors which shall constitute the membership body. The Corporation shall not have any members other than the members of the Board (the "Directors"). The Board shall consist of such number (not less than one) and possess such qualifications as may be fixed by the Directors, or, in the case of the initial Board, by the incorporator.

2.2 **Election of Directors.** Except as otherwise provided by law or by vote of the Board, each Director shall be selected by the Manager of MIM Management, LLC, a Massachusetts limited liability company, and each Director will hold office for an initial term of up to one year ending at the annual meeting, and thereafter for such term as the Board shall determine for Board members generally. Board members shall be eligible for reappointment to successive terms.

2.3 Qualifications of Directors. Each Director must be qualified and register as a Dispensary Agent in accordance with 105 CMR 725.030. Any person serving or nominated to serve as a Director who does not or no longer qualifies as a Dispensary Agent may not serve or continue to serve as a Director.

2.4 Powers of the Board. The Board shall manage and control the affairs and property of the Corporation, and may exercise on behalf of the Corporation all lawful powers of the Corporation under Massachusetts law. The Board shall choose and appoint all the agents and Officers of the Corporation and fill all vacancies, including any vacancy in its own number (whether such vacancies are created by resignation, death, removal or creation of additional office or agency). The Board may from time to time, to the extent permitted by law, delegate any of its powers to committees, Officers, board of advisors, attorneys or agents of the Corporation, subject to such limitations as the Board may impose.

In addition to and without limiting the foregoing powers, the Directors shall have and may exercise all powers, rights and privileges afforded to members of a Corporation organized under M.G.L. Chapter 180, as amended, including without limitation the power to adopt Bylaws providing for the indemnification of trustees, Officers, employees and other agents of the Corporation or of persons who serve other organizations in such capacities at the request of the Corporation, and the power to amend the Articles of Organization of the Corporation. Any action or vote required or permitted to be taken by members of the Corporation under M.G.L. Chapter 180 shall be taken by action or vote of the same percentage of the Directors of the Corporation.

2.5 Executive Director. The Board of Directors, at its discretion, will be empowered to appoint an Executive Director, who, subject to the direction and supervision of the Board, will represent this Corporation and be charged with executing corporate policies and mandates, and transacting the day-to-day corporate business (unless otherwise conducted by this Corporation's President or another officer so designated by the Board). The Executive Director will have such powers, duties and responsibilities as the Board may from time to time designate, and will perform the duties of that office in accordance with the authorization so voted by a quorum of the members of the Board of Directors.

2.6 Compensation. Directors shall not receive any compensation for their services as such; provided that serving as a Director shall not prevent anyone from serving the Corporation in any other capacity for compensation. The Board of Directors may, by resolution, reimburse the actual expenses of each Director in attending a regular or special meeting of the Board of Directors.

ARTICLE III. MEETINGS OF THE BOARD

3.1 Place. Meetings of the Board shall be held at such place within or without Massachusetts as may be named in the notice of such meeting.

3.2 Annual Meeting. The annual meeting of the Board shall be held between January

1 and May 31 of each year. Regular meetings may be held in such places and at such times as the Directors may fix by vote.

3.3 Special Meetings. Special meetings of the Board may be called by the President or a majority of the Directors or by any two or more members of the Board entitled to vote thereat or by the Manager of MIM Management, LLC.

3.4 Notice. Notice of the time and place of each meeting of the Directors shall be given to each Director (i) by mail at least three (3) days prior to the meeting, (ii) by overnight delivery at least 48 hours before the meeting, or (iii) by facsimile transmission, by telephone, electronic mail or in person at least twenty-four (24) hours before the meeting, each addressed or made to the Directors usual or last known address, or telefax/telephone number, as the case may be. Whenever notice of a meeting is required, such notice need not be given (a) to any Director if a written waiver of notice, executed by such Director (or his/her attorney authorized to take such action) is received before said meeting, or (b) to any Director who attends the meeting without protesting prior thereto or at the commencement of such meeting the lack of notice to him/her. Neither a notice of meeting nor a waiver thereof need specify the purpose of the meeting, unless otherwise required by law, the Articles of Organization or these Bylaws.

3.5 Quorum. A majority of the Directors then in office shall constitute a quorum; a smaller number may adjourn finally or from time to time without further notice or until a quorum is secured. If a quorum is present, a majority of the Directors present may take any action on behalf of the Corporation except to the extent that a larger number is required by law or these Bylaws.

3.6 Voting. Those entitled to vote shall have one vote each. There shall be no proxies.

3.7 Action by Consent. Any action required or permitted to be taken at any meeting of the Directors or of any committee designated thereby may be taken without a meeting if all the Directors or committee members, as the case may be, consent to the action in writing and the written consents are filed with the records of the meetings of Directors or of the committee. Such consents shall be treated for all purposes as a vote at a meeting.

3.8 Telephonic Meetings. The Directors or the members of any committee designated thereby may participate in a meeting of the Board or of such committee by means of a conference telephone call or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV. COMMITTEES AND OTHER PERSONS

4.1 Establishment. The Board may elect or appoint one or more committees consisting of Directors or other persons as the Directors shall determine, and the members of any committees shall have such tenure, authority and duties as the Directors shall determine, Notwithstanding any provision to the contrary herein, no committee shall have the power

(i) to adopt, amend or repeal these Bylaws, (ii) to change the principal office of the Corporation, (iii) to change the number of Directors, elect or remove Directors, or fill vacancies in the Board.

4.2 Conduct of Affairs. Committees shall conduct their affairs in the same manner as provided in Article III hereof with respect to the Board.

4.3 Advisory Board Members. The Board may designate certain persons as advisors or friends of the Corporation or such other title as the Board deems appropriate. Such persons shall serve in an honorary capacity and, except as the Board shall otherwise designate, such honorary capacity shall not entitle such persons to the right of notice or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE V. OFFICERS

5.1 Officers. The Officers of the Corporation shall be a President, a Treasurer, a Clerk and such other officers as the Directors shall appoint (the "Officers"). Any two or more offices may be held by the same person. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process.

5.2 Term. Subject to other provision of these Bylaws, and unless otherwise voted by the entire Board, Officers shall hold office until the next annual meeting of the Board and until their respective successors are elected and qualified, and each Officer shall be eligible for reappointment to successive terms.

5.3 Powers and Duties.

(a) President. The President shall preside at all meetings of the Board of Directors at which he or she is present and shall have general supervision and control over the activities of the Corporation, except as otherwise provided by these Bylaws or by the Directors and shall also have such other powers and duties as may be designated from time to time by the Board and these Bylaws.

(b) Treasurer. The Treasurer, subject to the control and direction of the Directors, shall have such powers and duties as customarily belong to the office of Treasurer or as may be designated from time to time by the Board or by the President. The Treasurer shall have the power to endorse for deposit or collection all notes, checks, drafts and similar documents that are payable to the Corporation or its order, provided that the Treasurer shall not deposit any funds of the Corporation in any banking institution unless such institution has been designated as a depository by a vote of the majority of the members of the Board, exclusive of any Director who is an officer or director of the depository so designated. All property of the Corporation in the custody of the Treasurer shall be subject at all times to the inspection and control of the Board. All checks drawn on bank

accounts of the Corporation may be signed on its behalf by the Treasurer or such other persons as may be authorized from time to time by the Board.

(c) Clerk. The Clerk shall record all proceedings of the Directors in a book or books to be kept therefor and shall have custody of the seal of the Corporation. If the Clerk is absent from any meeting of the Board, a temporary Clerk shall be chosen at the meeting who shall keep a true record of the proceedings thereof. Records kept by the Clerk shall be open for inspection by members of the Board or other persons permitted by the Board at reasonable hours with reasonable notice.

(d) Other Officers and Agents. The Board in its discretion may appoint one or more additional Officers or agents of the Corporation who shall have such powers as may be designated from time to time by the Board.

5.4 Execution of Papers. Except as otherwise established by the Board, 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 or the Treasurer.

ARTICLE VI. REMOVALS, RESIGNATIONS AND VACANCIES

6.1 Removals. The Board at any time may remove from office, with or without cause, any Officer and any Director of the Corporation by an affirmative vote of a majority of the Directors then on the Board. Any Director who ceases to possess the requisite qualifications for office established by the Board or the incorporator, as the case may be, may be removed from office at the next regular or special meeting of the Board. A Director or Officer may be removed for cause only after reasonable notice and opportunity to be heard.

6.2 Resignations. Any Director or Officer may resign by filing with the Clerk or with the Board a written resignation which shall take effect on being so filed or at such other time as may be specified therein.

6.3 Vacancies. Any vacancy in the office of a Director shall be filled as provided in Section 2.2. Any vacancy in the office of an Officer shall be filled by the Board at any meeting of the Board.

ARTICLE VII. DUTIES, EXCULPATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 Duties of Directors and Officers. Every Director and Officer of the Corporation shall exercise and discharge the powers and duties of his or her office in good faith and in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position with respect to a similar corporation organized under M.G.L. Chapter 180 would use under similar circumstances. In performing his or her duties, a Director or Officer of the Corporation shall be entitled to rely on information, opinion, reports or records, including financial statements, books of

account and other financial records, in each case presented by or prepared by or under the supervision of (i) one or more Officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence, or (iii) in the case of a Director, a duly constituted committee of the Board upon which he or she does not serve, as to matters within such committee's delegated authority, which committee the Director reasonably believes to merit confidence; provided, however, a Director or Officer of the Corporation will not be considered to be acting in good faith if he or she has knowledge concerning a matter in question that would cause such reliance to be unwarranted.

7.2 Breach of Fiduciary Duty. No Director or Officer of the Corporation shall be personally liable to the Corporation for monetary damages for acts or omissions constituting a breach of fiduciary duty as a Director or Officer notwithstanding any provision of law imposing such liability, provided, however that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an Officer or Director: (i) for any breach of the officer's or director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

7.3 Corporate Debts. 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.

7.4 Indemnification. Each person who is or was or had agreed to become a Director or Officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Directors or Officer of the Corporation as an employee or agent of the Corporation (including the heirs, personal representative or estate of such person), shall be indemnified by the Corporation against all charges which may be reasonably incurred or paid by him or her in connection with any claim, actual or threatened action, suit or proceeding - civil, criminal or other, including appeals - (a) in which he or she may be involved by reason of his or her being or having been such director or officer, or (b) made or brought against him or her by reason of any act or omission, or alleged act or omission, within the scope of his or her authority in any or each such capacity, and also against all charges which may be reasonably incurred or paid by him or her (other than to the Corporation for its account) in reasonable settlement of any such claim, action, suit or proceeding.

The determination whether a settlement is or was reasonable shall be made by a majority of a quorum of the Director's composed of those Directors who are not involved in the

claim, action, suit or proceeding. If there be no such quorum, then by one or more disinterested persons to whom the question shall be referred by the Directors.

Such indemnification may include advance payment by the Corporation of expenses, including, but not limited to, attorneys' fees incurred in defending a civil or criminal action or other proceeding upon receipt of any undertaking by the person indemnified to repay such payment in advance if he or she shall be adjudicated to be not entitled to indemnification.

(a) The Directors may, by general vote or by a vote pertaining to a specific employee or agent or class thereof, authorize indemnification of the Corporation's employees and agents, other than those Officers, Directors, and persons referred to above, to whatever extent they may determine, which may be in the same manner and to the same extent provided above.

(b) As used in this Article, the term "charges" includes all liabilities and expenses, and without limitation, judgment awards, settlement awards, awards by other tribunals or bodies, attorneys' fees, costs, fines and penalties.

(c) Indemnification under this Article shall not be made, and no person shall be entitled to indemnification in any case where such claim, action, suit or proceeding shall proceed to final adjudication and it is fully adjudged - nor shall any settlement be determined reasonable if it found - that such director, officer, person, employee, or agent has not acted in good faith in the reasonable belief that his/her action was in the best interest of the Corporation. Neither a judgment or conviction nor the entry of any plea in a criminal case shall of itself be deemed an adjudication that such director, officer, employee, or agent was not acting in good faith, if he or she acted for a purpose which is reasonably believed to be in the best interest of the Corporation, and did not have reasonable cause to believe that his or her conduct was unlawful.

(d) The Directors may, by general vote or vote pertaining to a specific present or former Director, Officer, employee, agent or class thereof, authorize the purchase and maintenance of insurance on behalf of the designated Director, Officer, employee or agent or class thereof, in such amounts and on such terms as the Directors deem advisable, against any liability incurred by any person by reason of his or her serving or having served 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 liability pursuant to this Article.

(e) The rights of indemnification and/or insurance herein provided shall be severable, shall not be exclusive of other rights to which any Director, Officer, employee, or agent may now or hereinafter be entitled, shall continue as to a person who has ceased to be such Director, Officer, employee, or agent and shall inure to the benefit of the heirs, and personal representative of such person.

- (f) No amendment or repeal of this provision shall adversely affect any right or protection existing hereunder occurring prior to such amendment or repeal.

ARTICLE VIII. AMENDMENT

These Bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the Directors then on the Board, provided that each Director was sent a notice of the meeting containing a statement of the proposed alteration or amendment.

ARTICLE IX. DISSOLUTION

The Corporation may be dissolved by a vote of the Directors as members of the Corporation in the manner provided by the Corporation's Articles of Organization and M.G.L. Chapter 180. Upon dissolution of the Corporation, after payment of or provision for all of the Corporation's liabilities, all of its remaining assets shall be distributed as determined by the Board of Directors.

ARTICLE X. CONFLICT OF INTEREST.

Any potential conflict of interest shall be resolved pursuant to the terms of the Conflict of Interest Policy attached hereto as Exhibit A.

ARTICLE XI. CERTIFICATION OF CLERK.

I, the undersigned, do hereby certify:

(a) That I am the duly elected and acting Clerk of the Middlesex Integrative Medicine, Inc., a Massachusetts not-for-profit corporation; and

(b) That the foregoing Bylaws of Middlesex Integrative Medicine, Inc. constitute the Bylaws of Middlesex Integrative Medicine, Inc., as duly adopted by the Board of Directors of the Middlesex Integrative Medicine, Inc. by written consent of all of the Directors dated as of December 30, 2016.



Catherine E. Bartlett, Clerk

EXHIBIT A

MIDDLESEX INTEGRATIVE MEDICINE, INC. CONFLICT OF INTEREST POLICY

Article I Purpose

The purpose of this conflict of interest policy is to protect Middlesex Integrative Medicine, Inc. (the "Company") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Company. This policy is intended to supplement but not replace any applicable state laws governing conflict of interest applicable to not for profit corporations.

Article II Definitions

1. Interested Person

Any director or officer who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Company has a transaction or arrangement,
- b. A compensation arrangement with the Company or with any entity or individual with which the Company has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Company is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the board of directors decides that a conflict of interest exists.

Article III Procedures

1. 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 directors considering the proposed transaction or arrangement.

2. 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 or she shall not participate in any deliberations in which the conflict of interest is discussed and voted upon. Only disinterested members of the board of directors shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

a. An interested person may make a presentation at a meeting of the board of directors, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the board of directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Company 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.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board of directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Company'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.

4. Violations of the Conflicts of Interest Policy

a. If the board of directors has reasonable cause to believe a director or officer has failed to disclose actual or possible conflicts of interest, it shall inform such director or officer of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the director's or officer's response and after making further investigation as warranted by the circumstances, the board of directors determines such director or officer has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV **Records of Proceedings**

The minutes of board of directors 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 board of director'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.

Article V **Compensation**

A director or officer who receives compensation, directly or indirectly, from the Company for services is precluded from voting on matters pertaining to that director's or officer's compensation.

Article VI **Annual Statements**

Each director and officer shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy, and
- c. Has agreed to comply with the policy.

Article VII **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:

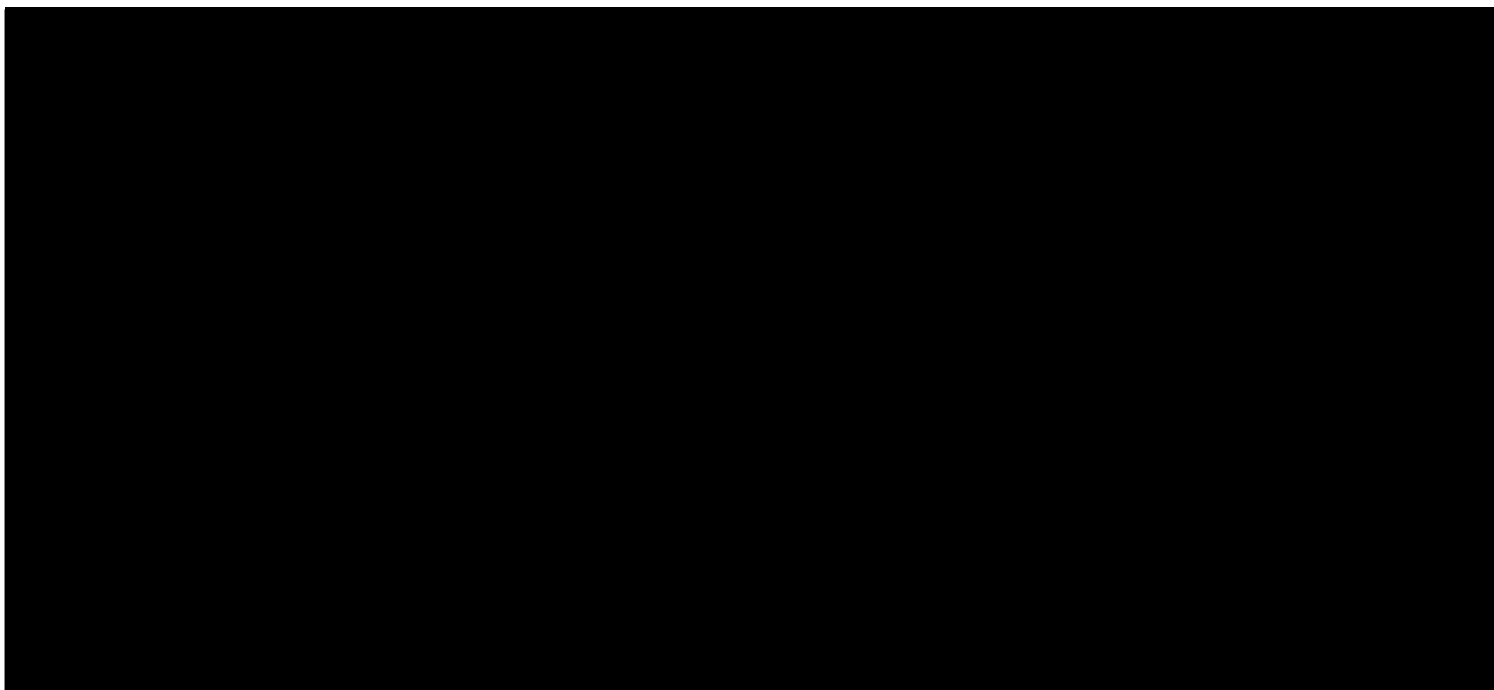
- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, 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.

Article VIII **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, 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.

28. Provide a summary of the applicant's operating procedures for inventory management.



29. Provide a summary of the applicant's operating procedures for quality control and testing of product for potential contaminants.

MIM will take steps in its cultivation process to ensure that mold, rot or contaminants are not present. These procedures include the use of soils for planting meeting the U.S. Agency for Toxic Substances and Registry guidelines. MIM's cultivation employees will adhere to appropriate gowning procedures during each work shift, and wear protective clothing suitable for the required cleanliness level in the controlled environments. MIM anticipates contracting with an independent laboratory to obtain analytical testing to satisfy all DPH requirements on behalf of MIM. Marijuana will be tested for the cannabinoid profile and for contaminants, as specified by the DPH and at a frequency as required by DPH, including but not limited to mold, mildew, heavy metals and plant-growth regulators, and the presence of pesticides. Per MIM's Standard Operation Procedure, if contamination is indicated, measures will be taken immediately to ensure destruction of the contaminated product and an assessment of the source of contamination will be conducted. This policy will also be available to registered qualifying patients and personal caregivers of the MIM RMD.

Transportation to and from an independent laboratory will comply with regulatory requirements (105 CMR 725.110(E)). All test results will be maintained by the independent laboratory.