

**BY-LAWS**

**OF**

**OCEAN BLUFF PRESERVATION ASSOCIATION, INC.**

Adopted: \_\_\_\_\_, 2018

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## BY-LAWS

OF

### OCEAN BLUFF PRESERVATION ASSOCIATION, INC.

#### ARTICLE I—ARTICLES OF ORGANIZATION

The name and purposes of the Corporation shall be as set forth in its Articles of Organization. These By-Laws, the powers of the Corporation and of its Directors and officers and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

#### ARTICLE II—MEMBERS

**Section 1. Members Authorized.** The Corporation shall have one (1) class of members. Qualifications of membership shall include the payment of annual dues in the amount determined by the Board at the annual meeting.

**Section 2. Evidence of Membership.** The Board of Directors of the Corporation may determine, in its sole discretion, the form proof of membership to members will be. Membership is not transferable.

**Section 3. Annual Meeting of Members.** A meeting of members shall be held for the election of Directors and the transaction of other business in **May** of each year on any day in that month as determined by the Board of Directors.

Any question concerning parliamentary procedure at any meeting shall be determined by reference to Robert's Rules of Order.

The Board of Directors shall present at the Annual Meeting of members a report verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

- (a) the assets and liabilities, including the trust funds, of the Corporation;
- (b) the principal changes in assets and liabilities, including trust funds;
- (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes;
- (d) the expenses or disbursements of the Corporation for both general and restricted purposes; and
- (e) the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number and a statement of the place where the names and places of residence of the current members may be found.

The Annual Report needs to provide the above information as of the end of the twelve month fiscal period terminating not more than six months prior to the meeting at which the Annual Report is presented. The Annual Report shall be filed with the records of the Corporation and a copy included in the minutes of the Annual Meeting.

**Section 4. Special Meetings of Members.** Special meetings of the members may be called at any time by the Board of Directors for a date set by the Board of Directors. The voting members may also demand a special meeting be held by delivering to the Clerk a written request for a special meeting signed by at least ten percent (10%) of the voting members. The request may specify a date for the meeting that is not less than one (1) month from the date the request is delivered to the Clerk. The Clerk shall send out notice of a special meeting within five (5) business days after receipt of the request.

Notice of a Special Meeting shall be provided as set forth in Section 6 below, but shall also state (a) whether the meeting is being called by the Board of Directors or upon request of members pursuant to this section; and (b) the purpose of purposes for which it is being called. No business shall be conducted at the special meeting that is not included in such notice.

**Section 5. Place of Member Meetings.** Meetings of members shall be held at the principal office of the Corporation or at such other place, within or without the Commonwealth of Massachusetts, as may be fixed by the Board of Directors.

**Section 6. Notice of Member Meetings.**

(a) Written notice shall be given of all member meetings. The notice shall state the place, date and time of the meeting.

(b) A copy of the notice of any meeting shall be given, personally, by first class mail, by fax or by e-mail not less than three (3) nor more than fifty (50) days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the address the member provides to the Corporation. If sent by fax or e-mail, such notice is given when directed to the member's fax number or e-mail address the member provides to the Corporation; provided, that notice shall not be deemed delivered if: (a) the Corporation is unable to deliver two (2) consecutive notices to the individual by e-mail or fax; or (b) the Corporation otherwise becomes aware that notice cannot be delivered to the individual by e-mail or fax.

**Section 7. Waivers of Notice.** Notice of a meeting need not be given to any member: (a) who submits a signed waiver of notice either before or after the meeting; or (b) who attends the meeting without protesting the lack of notice to him prior to or at the start of the meeting. Waivers may be provided: (i) in a writing signed by member or the member's proxy either in hard copy or by affixing a signature by any reasonable means (e.g., fax signature); or (ii) by e-mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the individual submitting the waiver.

**Section 8. Qualification of Voters.**

(a) Every member of record of the Corporation, in good standing, shall be entitled at every meeting of the members to one (1) vote.

(b) The Board may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting. The record date shall not be more than fifty nor less than ten days before the date of the meeting.

**Section 9. Quorum.** At least ten percent (10%) or 100 (whichever is less) of the voting members must be present (in person or by proxy) to constitute a quorum for the transaction of any business at a member meeting. When a quorum is once present, it is not broken by the subsequent withdrawal of any members. If a quorum is not present at a member meeting, the members present may adjourn the meeting to another time and place. Notice of the adjourned meeting shall be provided to all members.

**Section 10. Organization.** At every meeting of the members the President, or in the absence of the President, a Vice President, or in the absence of such officers, a person selected by the meeting, shall act as chairperson of the meeting. The Clerk or, in the absence of the Clerk, any Assistant Clerk, shall act as secretary of the meeting, and in the absence of both the Clerk and any Assistant Clerk, a person selected by the meeting shall act as secretary of the meeting.

**Section 11. Voting.**

(a) Except for the election of Directors and as otherwise required by law, the vote of a majority of voting members present (in person or by proxy) at the meeting at which a quorum is present shall constitute action by the members.

(b) Directors shall be elected by a plurality of the votes cast at a meeting of members except as otherwise required by law.

**Section 12. Proxies.**

(a) Every member entitled to vote at a meeting of the members may authorize another person or persons to act for such member by proxy.

(b) Every proxy must be authorized by the member or the member's attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Proxies may be provided in writing or by e-mail provided that the transmission of the proxy includes information from which the recipient can reasonably determine that the transmission was authorized by the individual submitting the proxy.

(c) The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of incompetence or of death is received by the Clerk.

**Section 13. Inspectors of Election.**

(a) The Board of Directors may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not appointed before the meeting, the chair of the member meeting may appoint one or more inspectors. Each inspector, before entering upon the

discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

(b) The inspectors shall determine the number of members eligible to vote, the number of voting members present at the meeting, whether a quorum is present at the member meeting, and the validity and effect of proxies. The inspectors shall receive and count votes, hear and determine all challenges and questions arising in connection with the right to vote, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the chair of the meeting or any voting member present, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them.

**Section 14. List of Members at Meeting.** Any member may request a list or record of members entitled to vote at a member meeting, certified by the Clerk, provided that such request is made at least ten days prior to the member meeting. If the right to vote at any meeting is challenged, the inspectors of election, or chair of the meeting shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be members entitled to vote thereat may vote at such meeting.

### **ARTICLE III—BOARD OF DIRECTORS**

**Section 1. Power of Board and Qualification of Directors.** The Board of Directors shall have the general management and oversight of all the property, affairs, and funds of the Corporation and shall, by themselves, or through their designated representatives, exercise all the powers of the Corporation.

**Section 2. Number and Term of Office.**

(a) The Board of Directors shall consist of not less than five (5) nor more than ten (10) Directors. The number of Directors may be changed by a vote of the majority of the entire Board of Directors, but only after a Director's term has expired. Officers of the corporation shall be members of the Board of Directors.

(b) As used in these By-laws, "entire Board of Directors" means: (i) the actual number of Directors set by the Board pursuant to subsection (a) above; or (ii) the number of Directors within the range set forth in subsection (a) above as of the most recently held election of directors.

(c) Directors shall serve one (1) year terms. Directors shall serve until their successors are elected and qualified.

(d) Each Director shall have one vote. Directors shall not vote by proxy.

**Section 3. Organization.** The President shall preside at each meeting of the Board of Directors. If the President is absent, then a Vice President or a chair chosen by a majority of the Directors shall preside. The Clerk shall act as secretary of each meeting of the Board of Directors. If the Clerk is absent, the meeting shall select a secretary from those in attendance at the meeting.

**Section 4. Resignations and Removal of Directors.**



(a) Any Director of the Corporation may resign at any time by giving written notice to the President or to the Clerk. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery. The Board of Directors is not required to accept the resignation for the resignation to take effect.

(b) Any Director may be removed with or without cause by vote of a majority of the members or with cause by vote of a majority of the entire Board of Directors.

**Section 5. Vacancies.** Vacancies in any Director position for any reason shall be filled by the Board of Directors with eligible individuals to serve until the next Annual Meeting of the members.

**Section 6. Annual Meeting.** As soon as practical after each annual election of Directors, the Board of Directors shall meet for the purpose of organization and the transaction of other business. Notice of such meeting need not be given. Such first meeting may be held at any other time; and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Board of Directors.

**Section 7. Regular Board Meetings.** Regular meetings of the Board of Directors may be held without notice at such times as may be fixed from time to time by resolution of the Board of Directors.

**Section 8. Special Board Meetings.** Special meetings of the Board of Directors shall be held whenever called by the President, or by a majority of the entire Board upon written request to the Clerk. Notice of the time and place of each special meeting of the Directors shall be given to each Director by mail at least five (5) days; by email or fax at least forty-eight (48) hours before the meeting addressed to him or her at his or her usual or last known business, residence or email address; or in person or by telephone at least twenty-four (24) hours before the meeting. The notice need specify the purposes of the meeting, unless otherwise required by law, by the Articles of Organization or by these By-Laws.

**Section 9. Waivers of Notice.** Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.

**Section 10. Quorum.** At any meeting of the Directors three members of Board of Directors shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

**Section 11. Voting by the Board of Directors.**

(a) The vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute action by the Board of Directors, except as set forth below.

(b) In addition to the items specified in these By-Laws, the following items require **two-thirds (2/3)** vote of the members:

- (i) amendment of the Articles of Organization;
- (ii) approval of a merger or consolidation;
- (iii) approval of the sale, lease, exchange or other disposition of all or substantially all of the Corporation's assets.

**Section 12. Board Vote Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. The resolution and the written consents of the Board shall be filed with the minutes of the Board. Consents may be provided: (i) in a writing signed by the Director either in hard copy or by affixing a signature by any reasonable means (e.g., fax signature); or (ii) by e-mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the Director.

**Section 13. Participation in Meetings by Conference.** Any or all Directors or any committee members may participate in a meeting by means of a telephone conference, electronic video screen communication or similar communications equipment. Participation may be for the entire meeting or only a specific vote; provided the participating Board or committee member must be present for discussion of the voting matter before casting a vote. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the Board or committee, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.

#### **ARTICLE IV—COMMITTEES**

**Section 1. Executive Committee and Other Committees.** The Board of Directors may establish and appoint members of an Executive Committee and other committees by majority vote of the Board of Directors. These committees shall have such authority as the Board by resolution shall provide; the Executive Committee shall have all the authority of the Board, except that no committee shall have authority as to the following matters:

- (a) to change the principal office of the Corporation;
- (b) to amend the Corporation's By-laws;
- (c) to elect officers and fill vacancies in any officer positions;
- (d) to change the number of Directors and fill vacancies on the Board of Directors;
- (e) to remove officers or Directors; and
- (f) to authorize a merger of the Corporation.

Unless otherwise designated, committees shall conduct their affairs in the same manner as is provided in these By-Laws. The members of any committee shall remain in office at the pleasure of the Directors who elected or appointed such committee. In the event that any member of a committee shall cease to

be a Director of the Corporation for any reason, he or she shall forthwith cease to be a member of such committee

## ARTICLE V—OFFICERS

**Section 1. Number.** The officers of the Corporation shall be a President, a Treasurer, a Clerk and such other officers, if any, elected or appointed in such manner as the Board may from time to time determine. An officer may, but need not, be a Director. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. Any two or more offices, other than the President and the Clerk may be held by the same person. Any officer may be required by the Directors to give bond for the faithful performance of such officer's duties to the organization in such amount and with such sureties as the Directors may determine.

**Section 2. Election & Term of Office.** The President, Treasurer and Clerk shall be elected annually by a majority vote of the Directors at their first meeting following the annual meeting of the Directors. Other officers, if any, may be elected by the Directors at any time.

**The President, Treasurer and Clerk shall each hold office until the first meeting of the Directors following the next annual meeting of the Directors and until his or her successor is chosen and qualified, and each other officer shall hold office until the first meeting of the Directors following the next annual meeting of the Directors unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.**

**Section 3. Additional Officers.** The Board may elect additional officers to perform such duties, either in an administrative or subordinate capacity, as the Board may from time to time determine. The Board shall specify the term of office and authority for such individuals in the resolutions electing such officers.

**Section 4. Removal of Officers.** The Board may remove any officer with or without cause at any time.

**Section 5. Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors, to the President or to the Clerk. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery. The Board of Directors is not required to accept the resignation for the resignation to take effect.

**Section 6. Vacancies.** The Board of Directors shall fill a vacancy in any office.

**Section 7. President.** The President shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall have general charge and supervision of the affairs of the Corporation. The President shall preside at all meetings of the Directors, except as the Board otherwise determines. The President shall also perform such other duties as may be assigned from time to time by the Board.

**Section 8. Treasurer.** The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The Treasurer shall keep or shall cause to be kept regular books

of account, shall report to the Board of Directors at regular intervals upon the financial condition of the Corporation, and shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made. Subject to the supervision and control of the Board, the Treasurer shall be responsible for the receipt and disbursement of the monies of the Corporation, and shall perform such other duties as may be conferred upon such office by the Board or imposed by law.

**Section 9. Clerk.** The Clerk shall have general charge of the records of the Corporation and shall keep minutes of all meetings of the Board of Directors. The Clerk shall give such notice as is required of meetings of the Directors (unless such notice has been given by the President) and shall perform all duties commonly incident to the office. In the event of the absence of the Clerk from any meeting of the Board or of any committee thereof, a person appointed by the meeting to be Clerk pro tem, shall keep the records of such meeting and perform such other duties in connection with the office of Clerk as the meeting may prescribe.

**Section 10. Appointed Officers.** The Board of Directors may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent or employee.

#### **ARTICLE VI—execution of papers**

**Section 1. Execution of Papers.** Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the President and the Treasurer, who may be one and the same person, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions or votes of the Corporation.

**Section 2. Checks, Drafts, etc.** All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution or policy of the Board of Directors.

**Section 3. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as shall from time to time be determined by resolution or policy of the Board of Directors.

#### **ARTICLE VII—INDEMNIFICATION AND INSURANCE**

**Section 1. Authorized Indemnification.** Unless clearly prohibited by law or Section 2 of this Article, the Corporation shall indemnify any person (“Indemnified Person”) made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a Director or officer of any other Corporation, or any partnership, joint

venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

**Section 2. Prohibited Indemnification.** The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

**Section 3. Advancement of Expenses.** The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

**Section 4. Proceedings Initiated by Indemnified Person.** Notwithstanding any other provision in this Article, the Corporation shall not indemnify or advance expenses to an Indemnified Person for any liability or costs incurred in a proceeding or claim initiated or brought voluntarily by an Indemnified Person and not by way of defense (such as by counterclaim, cross-claim or third-party claim) or participated in as an intervenor or amicus curiae by the person seeking indemnification, unless such indemnification or advancement of expenses is found to be appropriate and is approved by two-thirds (2/3) vote of the entire Board of Directors.

**Section 5. Indemnification of Others.** Unless clearly prohibited by law or Section 2 of this Article, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article or advancement of expenses as set forth in Section 3 of this Article, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

**Section 6. Determination of Indemnification.** Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is

sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

**Section 7. Binding Effect.** Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

**Section 8. Insurance.** The Corporation may purchase Directors' and officers' liability insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

**Section 9. Nonexclusive Rights.** The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any Director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

## **ARTICLE VIII—CONFLICTS OF INTEREST**

**Section 1. Definition of Conflict of Interest.** A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any family member (spouse, domestic partner, grandparents, parents, children, grandchildren, great grandchildren, brothers or sisters (whether whole or half blood), and spouses of these individuals); or (c) any organization in which he or a family member is a director, trustee, officer, member, partner or more than 10% of the total (combined) voting power. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

**Section 2. Disclosure of Conflict of Interest.** A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form.

The Clerk of the Corporation shall distribute annually to all Directors, officers and key employees (as identified by the Corporation), a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in this policy was used. Such disclosure form may require disclosure of other relationships that may not constitute an actual conflict of interest, but which are required to be disclosed in order for the Corporation to comply with its annual reporting requirements.

**Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest**

A Director or officer who has or learns about a potential conflict of interest should disclose promptly to the Clerk of the Corporation the material facts surrounding any potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

#### **Section 4. Validity of Actions**

No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

### **ARTICLE IX—COMPENSATION**

**Section 1. No Compensation.** The Directors and officers of the Corporation shall not receive compensation for fulfilling their duties as Directors and/or officers, although Directors and officers may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors and/or officers.

## ARTICLE X—GENERAL

**Section 1. Office.** The office of the Corporation shall be at such place in the County of **Plymouth**, Commonwealth of Massachusetts, as the Board of Directors may determine.

**Section 2. Books and Records.** There shall be kept at the office of the Corporation: (1) correct and complete books and records of account; (2) minutes of the proceedings of the members, the Board of Directors and any committee of the Board; (3) a current list of the Directors and officers of the Corporation; (4) a list of all members or classes of membership, including name and address; (5) a copy of these By-laws; (6) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service; and (7) copies of the past three (3) years' information returns and Form 990-T's (if any) filed with the Internal Revenue Service.

**Section 3. Loans to Directors and Officers.** No loans shall be made by the Corporation to its Directors or officers, or to any other Corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or hold a substantial financial interest except as allowed by law.

**Section 4. Fiscal Year.** The fiscal year of the Corporation shall begin on June 1 and end on May 31.

## ARTICLE XI—AMENDMENTS

The By-laws of the Corporation may be amended or repealed by a majority of the members; provided that the Board of Directors may amend, modify or repeal these By-laws, in whole or in part, that is required in order to comply with applicable state or federal law or regulation that is applicable to the Corporation.