

BY-LAWSWELLESLEY CONSERVATION COUNCIL, INC.

(As Amended 05/15/2006)

## ARTICLE I

Title and Location

Section 1. The corporation shall be known as Wellesley Conservation Council, Inc.

Section 2. The address of the corporation shall be P.O. Box 81129, Wellesley Hills, Massachusetts 02481-0001. The corporation may also have offices at such other places as the Board of Directors may from time to time designate.

## ARTICLE II

Purposes

The purposes of the corporation shall be the protection, preservation and conservation of natural objects and areas, including parks, park lands, playgrounds, forests and streams, and all other undeveloped areas and wild life for the enjoyment and benefit of the general public, through scientific study, education and dissemination of information and through the acquisition and improvement of such lands and objects for such purposes, and in connection therewith:

to solicit and to receive by gift, or acquire by purchase, lease, exchange or otherwise, such funds and real or personal property as may be appropriate to carry out the purposes of the corporation; and to hold, operate, use, develop, lease, sell, assign or otherwise dispose of such real and personal property; and

to buy and acquire by gift or otherwise, hold and sell, convert or exchange stock, notes, bonds or other securities for the purpose of investing and reinvesting the funds of the corporation; to borrow money and from time to time to make and issue promissory notes and evidences of indebtedness of all kinds for the accomplishment of the purposes of the corporation or any of them and if deemed desirable to secure the same by mortgage or pledge of any property of the corporation; and

in general to do all things necessary and proper to carry out the purposes for which it is organized and to have and exercise all the powers conferred by the Commonwealth of Massachusetts upon corporations created under Chapter 180 of the General Laws as they may be now or hereafter amended; provided, however, that all gifts and bequests to the corporation and the net earnings and assets of the corporation shall be used only in the United States of America exclusively for the educational and scientific and public purposes for which it is formed; and provided further that no part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except locally as incidental to the above stated purposes; and provided further that no part of the net earnings of the corporation shall inure to the benefit of any private individual, person or corporation; and provided further that upon

the termination and liquidation of the corporation any land owned by said corporation shall be given to the town in which said land is located to be used by said town for park purposes, and any other assets remaining after payment of all its obligations shall be given to the Commonwealth of Massachusetts likewise to be used for park purposes.

### ARTICLE III

#### Membership

Section 1. There shall be three classes of membership in the corporation: regular members, life members, and honorary members.

Section 2. Regular Members. Regular members shall include those persons who have submitted a form of application to be determined from time to time by the Board of Directors, and paid dues as hereinafter provided for the fiscal year.

Section 3. Life Members. Life members shall include those persons who have submitted a form of application to be determined from time to time by the Board of Directors, and paid the one-time lifetime membership dues.

Section 4. Honorary Members. Honorary members shall include those persons elected as such by the Board of Directors. Honorary members shall have all the rights and privileges of membership and shall be exempt from annual dues.

Section 5. Dues. Dues shall be at such rates and payable at such times as established from time to time by the Board of Directors.

Section 6. Termination of Membership. Any member may resign from the corporation by submitting a written notice of resignation to the Clerk of the corporation at its principal place of business and such membership shall terminate forthwith upon being recorded in the records of the corporation. Any member may be expelled upon recommendation of the Board of Directors and a vote of three-quarters of the members present and voting, provided such three-quarters shall constitute a majority of all the members of the corporation. Any regular membership shall be terminated upon delinquency in payment of dues for a period in excess of one year, unless payment of such dues is specifically excused by the Board of Directors.

Section 7. Voting. Every member in good standing shall be entitled to one vote and no member may vote by proxy or otherwise delegate his/her right to vote. (Note that there is one vote allocated for each dues payment; voting is therefore generally limited to one vote per household.)

### ARTICLE IV

#### Officers

Section 1. The officers of the corporation shall be a president, a vice-president, a treasurer, and a clerk, all of whom shall be members and who shall be elected at the annual meeting for a term of one year or until his or her successor is duly elected and qualified.

Section 2. In case of the absence or inability for any reason to act of an officer, the Board of Directors may appoint a member to perform the duties of such officer during such absence or inability to act during that term.

Section 3. In case of a vacancy in an office, the Board of Directors may appoint a member to fill such vacancy until the next annual meeting.

Section 4. Any officer may be removed by a two-thirds vote of the Board of Directors.

Section 5. President. The president shall be the chief executive officer of the corporation. S/he shall preside at all meetings of the members and of the Board of Directors at which S/he is present. S/he shall have the general powers and duties usually vested in the office of president of a corporation, including the appointment of committees as S/he may deem appropriate, or as the Board of Directors may authorize, or as may be otherwise required.

Section 6. Vice-President. The Vice-President shall work and cooperate with the President in the exercise of the powers and duties of the President as the President may request from time to time, and shall act in place of and for the President, in event of the absence of the President.

Section 7. Clerk. The clerk shall attend the meetings of the members and directors and shall record in the record book of the corporation the proceedings of the members and directors at their respective meetings; s/he shall notify the members and directors of their respective meetings in accordance with these By-Laws and shall perform such other duties as are usually incident to his/her office or as the Board of Directors shall from time to time prescribe.

Section 8. Treasurer. The treasurer shall have the custody of all funds of the corporation and shall deposit, invest or re-invest the same, in the name of the corporation, in such banks, funds and/or accounts, or in such securities, as the Directors may from time to time choose and direct; shall collect all dues and other income; shall sign all checks, drafts, notes and orders for the payment of money, and shall pay out and dispose of the same under the direction of the Board of Directors; shall at all reasonable times keep the books and accounts of the corporation open to any director or member of the corporation, and shall be prepared to give such financial reports as the Board of Directors may from time to time require; and may be required by the Board of Directors (at the expense of the corporation) to furnish a fidelity bond.

## ARTICLE V

### Board of Directors

Section 1. The Board of Directors shall consist of the president, vice-president, treasurer, clerk, and seven other members. All Board members shall serve for a term of three years or until their successor is qualified (see V.4).

Section 2. The Board of Directors shall meet as often as it considers necessary to transact the business of the corporation. Meetings may be called by the president, vice-president, clerk, or by any two directors. The clerk shall notify the directors whenever requested to call such a meeting. Notice of meetings shall be given to each director not less than thirty-six (36) hours prior to such

meeting, as follows: in writing, mailed, postage prepaid, addressed to a director's usual place of business or residence; delivered in hand; or, in the event the president shall, in his/her discretion, determine that written notice is not practicable, by telephone or eMail. Notice of any meeting may be dispensed with if all the directors shall file, with the records of the meeting, a written waiver of such notice. Unless otherwise specified in the notice, any and all business may be transacted at any meeting of the Board of Directors. A majority of the Board of Directors shall constitute a quorum. The president, and in his/her absence, the vice-president, shall preside at all meetings of the Board of Directors; and in the event of the absence of both, any other officer or director selected by the members of the Board of Directors present at such meeting may preside at such meeting.

Section 3. The Board of Directors shall have the control and management of the affairs, business and property of the corporation. In addition to exercising all the powers conferred upon them as set forth in these By-laws, Agreement of Association or Charter, the Board of Directors may exercise all the powers of a corporation, and do all such lawful acts and things as are not by statute or by these By-Laws divested or required to be exercised or done by the members.

Section 4. In case of any vacancy in the Board of Directors, the Board may appoint someone to fill such vacancy until the next meeting of the corporation.

Section 5. Any director may be removed by a two-thirds vote of the Board of Directors.

## ARTICLE VI

### Meetings of the Corporation

Section 1. Annual Meeting. The annual meeting of the members of the corporation shall be held at such place in the Commonwealth of Massachusetts and date as the Board of Directors may fix to elect officers and Directors, hear reports of such officers and transact other business.

Section 2. Special Meetings. Special meetings of the members of the corporation may be fixed by a majority of the Board of Directors or in the event of a refusal or inability of the same to fix a special meeting, upon the written application of ten or more members in good standing stating the time, place and purpose of the special meeting and directed to the Clerk.

Section 3. Adjourned Meetings. If an adjourned meeting is held as a result of a majority vote of less than a quorum, it shall only be held after notice given in accordance with the requirements as to notice hereinafter provided. If an adjourned meeting is held as a result of a majority vote of a quorum, no notice shall be required.

Section 4. Quorum. At any meeting of the members of the corporation, a quorum for the transaction of business shall consist of not less than seven members. A majority of members present and voting may adjourn any meeting from time to time until the business shall have been finished. No notice is required for an adjourned meeting so held by a vote of adjournment of a quorum.

Section 5. Notice. Notice of all meetings of members of the corporation except adjourned meetings held as a result of a majority vote of a quorum shall be given in the following manner:

A written notice stating the place, day and hour of the meeting shall be given by mailing to each

member at least ten days before the date fixed for such meeting. For special meetings the notice shall also contain a brief statement of the purpose for such meeting. In the event that amendment, repeal of an existing by-law or the adoption of a new by-law or the sale, exchange, or alienation or change of character of any real estate of the corporation is to be considered at any meeting, the notice of such meeting shall state such action which is to be considered.

## ARTICLE VII

### Elections & Voting

Section 1. A majority of the ballots cast shall be necessary for election as an officer or director. In the event no candidate receives a majority on the first ballot, there shall be a second ballot between the two candidates receiving the greatest number of votes on the first ballot.

Section 2. The President may, prior to the annual meeting, appoint a nominating committee which shall report to the annual meeting and nominate members for election as officers and directors of the corporation. Nominations may also be made at the annual meeting by any member entitled to vote.

Section 3. Except as herein provided, all votes shall be determined by a simple majority of those present and voting.

## ARTICLE VIII

### Transfer of Real Estate

No interest of the corporation in any real estate may be transferred, exchanged, encumbered or in any other way alienated without the vote of two-thirds of all members voting. For this purpose, members may vote by conveying to the clerk prior to the meeting at which such vote is to be held or by another date as specified, a simple statement as to that person's vote, bearing his/her signature and the date of such vote; such vote to be counted with other like written votes and all other votes duly rendered at the meeting or on the date specified at which such question is to be decided.

## ARTICLE IX

### Publications

Publications and reports bearing the corporation's name shall be issued under the supervision of the Board of Directors. Any material concerning the activities of the corporation or of any of its committees which is prepared by any member for publication, shall be approved by the Board of Directors if such publication or report shall represent, directly or indirectly, the opinion or policy of the corporation.

## ARTICLE X

Financial Review

The directors shall review the accounts of the corporation at the close of the fiscal year and the treasurer shall present an annual report of those accounts at the following annual meeting. A more formal audit of the accounts will be made upon a signed, written request by at least ten members.

## ARTICLE XI

Execution of Papers

All deeds, mortgages, leases, contracts, bonds, notes, powers of attorney and all other obligations, instruments or agreements made, executed or entered into by the corporation (except checks, notes, drafts, and other instruments for the payment of money) shall be signed by either the president, vice-president or the treasurer. Checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the corporation shall be signed by the treasurer (or, in the absence of or inability of the treasurer to act, the president).

The Board of Directors may authorize and empower one of said officers or agents of the corporation to execute and deliver any and all papers or documents or to do any other acts or things on behalf of the corporation, including any required by or convenient in dealings with governmental authority.

## ARTICLE XII

Fiscal Year

The fiscal year of the corporation shall end on the thirty-first day of December of each year.

## ARTICLE XIII

Seal

The seal of the corporation shall be circular in form bearing the inscription "Wellesley Conservation Council, Inc. Massachusetts 1958".

## ARTICLE XIV

Alteration and Amendment of By-Laws

These By-Laws may be altered, amended, or repealed at an annual or special meeting of the members after the Board gives notice of such proposed action, and after approval of such proposed action by the Board of Directors, by the affirmative vote of two-thirds or more of all members voting. In the notice of such annual or special meeting, the proposed amendment, repeal or change

or a brief and concise statement thereof approved by the Board of Directors shall be set forth. For this purpose, members may vote by conveying to the clerk prior to the meeting at which such vote is to be held or by another date as specified, a simple statement as to that person's vote, bearing his/her signature and the date of such vote; such vote to be counted with other like written votes and all other votes duly rendered at the meeting or on the date specified at which such question is to be decided.

## ARTICLE XV

### Indemnification

Each person who shall be, or shall have been, a director or officer of the corporation, shall be indemnified by the corporation against all liabilities and expenses at any time imposed upon or reasonably incurred by such person in connection with, arising out of or resulting from any action, suit or proceeding in which such person may be involved or with which such person may be threatened, by reason of then serving or theretofore having served as a director or officer, or by reason of any alleged act or omission in any such capacity, whether or not such person shall be serving as such director or officer at the time any or all of such liabilities or expenses shall be imposed upon or incurred by such person. The matters covered by the foregoing indemnity shall include any amounts paid by any such person in compromise or settlement, if such compromise or settlement shall be approved as in the best interests of the corporation by resolution of a majority of the Board of Directors; but such matters shall not include liabilities or expenses imposed or incurred in connection with any matters as to which such person shall be finally adjudged in such action, suit or proceeding not to have acted in good faith in the reasonable belief that the action of such person was in the best interests of the corporation.

Each person who shall be or become a director or officer as aforesaid shall be deemed to have accepted and to have continued to serve in such office in reliance upon the indemnity herein provided. These indemnity provisions shall be separable, and if any portion thereof shall be finally adjudged to be invalid, such invalidity shall not affect any other portion which can be given effect. These indemnity provisions shall not be exclusive of any other right which any director or officer may have or hereafter acquire, whether under any by-law, vote of the members, agreement, judgment, decree, provision of law, or otherwise, and these indemnity provisions and all other such rights shall be cumulative.