

Friends of Peters Pond

Bylaws

2023



FRIENDS OF PETERS POND, INC.

April 28, 2023

ARTICLE I General Provisions

Section 1. Name

The name of the corporation shall be **Friends of Peters Pond, Inc.**

Section 2. Locations

The principal office of the corporation shall be located at **7 Evsun Drive, Sandwich, MA 02563**. The Board of Directors may establish other offices and places of business in the United States.

Section 3. Fiscal Year

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the corporation shall end on the last day of December of each year.

Section 4. Statement of Purpose

Our mission is to advocate for pond health. We strive to protect, preserve, educate and take action to improve the water quality of Peters Pond so it can be enjoyed by all of us and generations to come.

Section 5. Nonprofit Purpose

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

ARTICLE II Board of Directors

Section 1. Powers

Except as otherwise provided by law, the Articles of Organization or these By-laws, shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number of Directors, Board Members

The Board of Directors shall consist of not less than five (5) directors. Within the limits specified, the number of directors shall be determined, and may be changed from time to time, by a vote of the Board of Directors at any meeting.

Section 3. Tenure and Term Limits

The term to hold a seat on the Board of Directors shall be two years. Directors may serve up to three consecutive two-year terms, i.e., six years, before taking a one-year leave from the Board. Should the Board determine that it is in the best interests of the corporation that a Board member remain on the Board beyond their six-year limit, it may waive the leave provision by a majority vote of the Board and extend that member's service on the Board by up to one year at a time, with no limit on the number of extensions that can be approved. Any Director may begin his or her term at any time of the year.

Section 4. Nominations

Nominations to hold a seat on the Board of Directors can be considered at any Board of Directors meeting.

Section 5. Resignation and Removal

Any Director may resign by delivering a written resignation to the corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later date. Any Director can be removed from office with or without cause by the affirmative vote of a majority of the Board of Directors. All Directors must be given the opportunity to vote. A proxy vote will be accepted if a director cannot be present.

Section 6. Place of Meetings for the Board

Meetings of the Board of Directors may be held at any place within or without the Commonwealth of Massachusetts. Meetings may be in-person, by phone or by video technology.

Section 7. Regular Meetings by the Board

Regular Board meetings may be held with notice at such places and times as the President or Clerk determines, at a time and place with reasonable advance notification and accessibility. A Board of Directors meeting may take place using any means of communication by which all directors participating may simultaneously hear each other during the meeting. The President or his or her designee shall preside at all meetings of the Board of Directors.

Section 8. Special Meetings by the Board

Special meetings of the members may be called at any time by the President or the Clerk.

Section 9. Notice of Meetings by the Board

Notice of meetings must be made a reasonable time in advance by mail, telephone or electronic communication.

Section 10. Quorum for the Board

At any meeting of the Board of Directors, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the elected members of the Board, but a lesser number may adjourn the meeting to any other time.

Section 11. Action at Meetings of the Board

At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall decide any matter, unless law, the Articles of Organization, or these By-laws, specifies a different vote. Votes may be cast in person or by telephone or videoconference, except that members shall be entitled to vote by proxy if advance notice to all members has been given by the President or Clerk.

Section 12. Action Without Meeting

Any actions by the Board of Directors or any committee may be taken without a meeting if a written consent thereto is signed by the Directors or all the members of the applicable committees and filed with the records of the meetings of the Board of Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 13. Committees and Task Forces

The Board of Directors may elect from their own number an Executive Committee, and may

appoint other committees and task forces as they may from time to time determine necessary or advisable to deal with matters affecting governance, fundraising, communications, planning, finances, programs and services, and other matters affecting the state of the corporation, and may delegate such powers and duties thereto as the Board of Directors may deem advisable to the extent permitted by law. Committees and task forces may include non-Board members.

ARTICLE III Officers

Section 1. Officers

The officers of the corporation shall consist of President, Treasurer, Clerk and such other officers as the Directors may determine.

Section 2. Election and Term of Office

The President, Treasurer and Clerk shall be elected for two-year terms by the Directors. Any two or more offices may be held by the same person, except as otherwise provided by law, the Articles of Organization or these By-laws.

Section 3. Resignation and Removal

Any officer may resign by delivering a written resignation to the corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Directors may remove any officer with or without cause by a vote of the majority of the Board of Directors. All Directors shall be given an opportunity to vote. A vote by Proxy shall be accepted.

Section 4. President

The President shall be appointed by the Board and may be removed by the Board. The President shall have such powers and duties as are usually assigned to that office and as may be vested in that office by these By-laws or by the Directors.

Section 5. Vice President

In the absence of the President, the Vice President shall perform the duties of the office.

Section 6. Treasurer

The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the corporation. The Treasurer shall oversee the maintenance of all funds, securities and valuable documents of the corporation, except as the Directors may otherwise provide. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or as the Directors may designate for such office from time to time.

Section 7. Clerk

The Clerk shall oversee the maintenance of all records of all the meetings of the Board of Directors. The Clerk shall have such powers and duties as are incident to that office and as may be vested in that office by these by-laws or by the Directors. The clerk shall keep accurate minutes of all meetings. In the absence of the Clerk for any meeting of members or Directors, a temporary clerk designated by the person presiding at the meeting shall perform the duties of the clerk.

ARTICLE IV MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any current resident, property owner, business operator that supports the purpose statement in Article I, Section 4. Membership is granted after completion and receipt of a membership application.

Section 2. Annual Dues

There are no annual dues required for membership at this time.

Section 3. Rights of Members

Each member shall be entitled to one vote at the Annual Meeting of the Friends of Peters Pond or at any Special Meeting of the general membership.

Section 4. Resignation and Termination

A member may resign at any time by giving notice to any member of the Board of Directors. A member can have their membership terminated by a majority vote of the Board of Directors.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE V MEETINGS OF MEMBERS

Section 1. Annual Meetings of the Members

The annual meeting of Friends of Peters Pond shall be held at a time and place in either Mashpee or Sandwich Massachusetts, to be determined by the Board of Directors, usually in in the spring.

Section 2. Special Meetings of the Members

Special meetings of the members may be called by the Board at any time, or upon the written request of fifteen members. All members will be advised of each special meeting by email from the secretary at least 2 weeks in advance and may vote at such meetings. Meetings may be in person or by video technology.

Section 3 Notice of Meetings to Members

Notice of members meetings shall be sent to Friends of Peters Pond members by email not less than two weeks prior to the meeting.

Section 4. Quorum of Members

A quorum for a meeting of the members shall consist of at least twenty percent 20% of the active membership.

Section 5. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE VI Miscellaneous Provisions

Section 1. Execution of Instruments

All contract, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an officer of the corporation on its behalf shall be signed by the President except as the Directors may generally or in particular cases otherwise determine.

Section 2. Evidence of Authority

Articles of Organization, By-Laws and records of the proceedings of the Board of Directors or any committee of the Board of Directors, or as to any action taken by any person or persons as an officer or agent of the corporation, shall serve all persons who rely thereon in good faith to be conclusive evidence of the matters to be certified.

ARTICLE VII Indemnification of Directors and Officers

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director, President, Treasurer, Clerk, or other officer of the corporation or who at the request of the corporation may serve or at any time has served as a fiduciary or trustee of any employee benefit plan of the corporation, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such indemnified officers in connection with by threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative in which an indemnified officer may become involved by reason or serving or having served in such capacity (other than proceeding voluntarily initiated by such indemnified officer unless the proceeding was authorized by a majority of the full Board of Directors); Provided that no indemnification shall be provided for any such indemnified officer with respect to any matter as to which the indemnified officer shall have finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such indemnified officer's action was in the best interests of the corporation or, to the extent that such matter related to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and further provided that any compromise or settlement payment shall be approved by the corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Board of Directors of the corporation, include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such indemnified officer shall be not entitled to indemnification under this paragraph, which undertaking may be accepted without regard to the financial ability of such indemnified officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the corporation under this Article, and each Director and officer of the corporation approving such payment shall be wholly protected if:

(I.) The payment has been approved or ratified (1) by a majority vote of a quorum of Directors who are not at that time parties to the proceedings or (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceeding and are selected for this

purpose by the full board (in which selection directors who are parties may participate); or

(II.) The action is taken in reliance upon the opinion of independent legal counsel (who may be the counsel of the corporation) appointed for the purpose by vote of the directors in a manner specified in clauses (1) or (2) of subparagraph (I) or, if that manner is not possible, appointed by a majority of the full Board of Director then in office; or

(III.) The directors have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws, as amended; or

(IV.) A court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall be issued to the benefit of the heirs, executors and administrators of any indemnified officer entitled to indemnification hereunder. The rights of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporation employees, agents, directors, officers and other persons may be entitled by contract or otherwise by law. No amendment or repeal of the provisions of the Article shall occur which adversely affects the rights of an indemnified officer's acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted on or was made with written consent of such an indemnified officer.

ARTICLE VIII Amendment of By-Laws

The by-laws may at any time be amended or repealed, in whole or in part, by a vote of a majority of the members, provided that any proposed change be stated in the notice of the meeting at which such action is to be taken. A majority of the Directors in office is required to amend or repeal these by-laws.

Adoption of By-Laws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 26 day of May, 2023 .

Chitra J. Denis 5/26/2023
President - Friends of Peters Pond, Inc.

ATTEST: Board Member - Friends of Peters Pond, Inc.

Jefrey T. Denis 5/26/2023
Jae Silvio " " "
JL (Nancy Horn) 5/26/2023
Mary Selva 5/26/23