

**BY-LAWS of  
BUZZARDS BAY ACTION INC.**

as amended April 15, 1998

**ARTICLE I**

**Name, Purposes, Location, Corporate Seal, and Fiscal Year**

Section 1. Name and Purposes. The name and purposes of the forth in the Articles of Organization.

Section 2. Location. The principal office of the corporation in the Commonwealth of shall initially be located at the place set forth in the Articles of Organization of the corporation. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate the Secretary of tile Commonwealth.

Section 3. Corporate Seal. The Directors may adopt and alter the seal of the corporation.

Section 4. Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the Directors, end on May 31 in each year.

**ARTICLE II**

**Members**

Section 1. Number, Election and Qualification. The Incorporators at their initial meeting and thereafter the Members annually at their annual meeting shall fix the number of Members and shall elect the number of Members so fixed. At any special or regular meeting, the Members then in office may increase the number of Members and elect new Members to complete the number so fixed; or they may decrease the number of Members, but only to eliminate vacancies caused by the death, resignation, removal, or disqualification of one or more Members. Each city and town in the Buzzards Bay Watershed, said cities and towns being Acushnet, Bourne, Carver, Dartmouth, Fairhaven, Fall River, Falmouth, Freetown, Gosnold, Marion, Mattapoisett, Middleboro, New Bedford, Plymouth, Rochester, Wareham, and Westport, may designate and appoint a member of the Corporation, such members to be designated and appointed by vote of the executive body of such cities and towns, namely the mayor or board or section, as the case may be; in addition to such ex officio Members, the executive boards of Southeast Regional Planning and Economic Development District, Coalition for Buzzards Bay, Inc., and Cape Cod Commission my each designate and appoint an ex officio member of the Corporation.

Section 2. Tenure. Each Member shall hold office until the next annual meeting of Members and until his/her successor is elected and qualified, or until he/she sooner dies, resigns, is removed, or becomes disqualified.

Section 3. Powers and Rights. In addition to the right to elect Directors as provided in Section 1 of Article III and such other powers and rights as are vested in them by law, the Articles of Organization or these By-laws, the Members shall have such other powers and rights as the Directors may designate.

Section 4. Suspension or Removal. A Member may be suspended or removed with or without cause by vote of a majority of Members then in office. A Member may be removed for cause only after reasonable notice and opportunity to be heard.

Section 5. Resignation. A Member may resign by delivering his/her written resignation to the President, Executive Vice-President, Treasurer, or Clerk of the corporation, to a meeting of the Members or Directors or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 6. Vacancies. Any vacancy in the membership, except a vacancy resulting from enlargement (which must be filled in accordance with Section 1 of this Article II) may be filled by the executive body of the city, town, or organization that appointed the departing Member, such appointment to be in accordance with the provisions of Section 1 of this Article II. Each successor shall hold office for the unexpired term or until he/she sooner dies, resigns, is removed or becomes disqualified. The Members shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 7. Annual Meetings. The annual meeting of the Members shall be held at 10:00 o'clock a.m. on the third Thursday in September in each year or if that date is a legal holiday in the place where the meeting is to be held, then at the same hour on the next succeeding day not a legal holiday. The annual meeting may be held at the principal office of the corporation or at such other place within the United States as the President, Members, or Directors shall determine. No change in the date fixed in these By-laws for the annual meeting shall be made within sixty days before the date stated herein. Notice of any change of the date fixed in these By-laws for the annual meeting shall be made within sixty days before the date stated herein. Notice of any change of the date fixed in these By-laws for the annual meeting shall be given to all Members at least twenty days before the new date fixed for such meeting.

If an annual meeting is not held as herein provided, a special of Members may be held in place thereof with the same force and effect as the meeting, and in such case all references in these By-laws, Section 7 of II, to the meeting of the Members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be as given as provided in Sections 9 and 10 of this Article II.

Section 8. Regular Meetings. Regular meetings of the Members may be held at such places within the United States and at such times as the Members may determine.

Section 9. Special Meetings. Special meetings of the Members may be held at any time and at any place within the United States. Special meeting of the members may be called by the President or by

the Directors, and shall be noticed by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other officer, upon written application of three or more Members.

Section 10. Call and Notice.

A. Notice of Meetings. Reasonable notice of the time and place of all meetings of the Members shall be given to each Member. Except to state whether this meeting is an annual meeting, regular meeting or special such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of organization or these By-laws or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons; (ii) amendments to these By-laws (as adopted by the Directors or otherwise); (iii) increase or decrease the number of Members or Directors; or (iv) removal or suspension of a Member or Director.

B. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Member to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him/her at his/her usual or last known business or residence address or to give notice to him/her in person or by telephone at least twenty-four hours before the meeting.

C. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Member if a written waiver of notice, executed by him/her (or his/her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Member who attends the meeting without protesting in writing prior thereto or at its commencement the lack of notice to him/her. A waiver of notice need not specify the purposes of the meeting.

Section 11. Quorum. At any meeting of the Members, five (5) of the Members then in office (whether present in person or duly represented) shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than ninety days after the first session of the meeting 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 12. Action by Vote. Each Member shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by Members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these By-laws.

Section 13. Action by Writing. Any action required or permitted to be at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and the written consents are filed with records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting.

Section 14. Proxies. Members may vote either in person or by written proxy dated not more than six months before the meeting named therein, which proxies shall be filed before being voted with the

Clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

Section 15. Compensation. Members shall be entitled to receive for their services such amount, if any, as the Directors may determine, which may include expenses of attendance at meetings. Members shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

### **ARTICLE III**

#### **Board of Directors**

Section 1. Number and Election. The Members annually at their annual meeting shall fix the number of Directors and shall elect the number of Directors so fixed. At any special or regular meeting of Members or Directors then in office may increase the number of Directors and elect new Directors to complete the number so fixed; or they may decrease number of Directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more Directors. A Director must be a Member.

Section 2. Tenure. Each Director shall hold office until the next annual meeting of Members and until his/her successor is elected and qualified, or until he/she sooner dies, resigns, is removed, or becomes disqualified.

Section 3. Powers. The affairs the corporation shall be managed by the Directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the Members by law, the Articles of Organization or these By-laws.

Section 4. Chairman of the Board of Directors. The Board of Directors may elect a Chairman. If a Chairman of the Board of Directors is elected, he/she shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors.

Section 5. Committees. The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the Directors are delegated shall consist solely of Directors. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-laws for the directors. The members of any committee shall remain in office at the pleasure of the Directors.

Section 6. Suspension or Removal. A Director may be suspended or removed (i) with or without cause by vote of a majority of the Members then in office or (ii) with cause by vote of a majority of the Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

Section 7. Resignation. A Director may resign by delivering his/her written resignation to the President, Executive Vice-President, Treasurer, or Clerk of the corporation, to a meeting of the Members or Directors or to corporation at its principal office. Such resignation to be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 8. Vacancies. Any vacancy in the Board of Directors, except a vacancy resulting from enlargement which must be filled in accordance with Section 1 of this Article III, may be filled by the Members or Directors. Each successor shall hold office for the unexpired term or until he/she sooner dies, resigns is removed or becomes disqualified. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 9. Regular Meetings. Regular meetings of the Directors may be held at such places and at such times as the Directors may determine.

Section 10. Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the Chairman of the Board of Directors (or if there be no such Chairman, the President) or by two or more Directors.

Section 11. Call and Notice.

A. Regular Meetings. No call or notice shall be required for regular meetings of Directors, provided that reasonable notice (i) of the first regular meeting following the determination by the Directors of the times and places for regular meetings shall be given to absent members, (ii) specifying the purpose of a meeting shall be given to each Director if either contracts or transactions of the corporation with interested persons or amendments to these By-laws are to be considered at the meeting and (iii) shall be given as otherwise required by of law, the Articles of Organization or these By-laws.

B. Special Meetings. Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these By-laws or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, (ii) amendments to these By-laws, (iii) an increase or decrease in the number of Directors, or (iv) removal or suspension of a Director.

C. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him/her at his/her usual or last known business or residence address or to give notice to him/her in person or by telephone at least twenty-four hours before the meeting.

D. Waiver 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/her (or his/her attorney thereunto authorized) before or after the meeting, is filed the records of the meeting, or to

any Director who attends the meetings without protesting in writing prior thereto or at its commencement the lack of notice to him/her. A waiver of notice need not specify the purposes of the meeting.

Section 12. Quorum. At any meeting of Directors, a majority of the Directors then in office 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 13. Action by Vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless provided by law, the Articles of Organization, or these By-laws.

Section 14. Action by Writing. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent the action in and the written consents are the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 15. Compensation. Directors shall not be entitled to compensation, however, they will be entitled to reimbursement of such expenses as the Directors may from time to time determine. Directors shall not be precluded from the corporation in any other capacity and receiving compensation for any such services.

## ARTICLE IV

### Officers and Agents

Section 1. Number and Qualification. The officers of the corporation shall be President, Executive Vice-President, Treasurer, Clerk, and such other officers, if any, as the Directors may determine. The corporation may also have such agents, if any, as the Directors may appoint. An officer may but need not be a Director or Member. The Clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the Directors, any officer shall give the corporation a bond for the faithful performance of his/her duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

Section 2. Election. The President will be elected from the Directors from the member towns for one term of one year at their first meeting following the annual meeting of the Members. To be eligible, a Director must have been the appointed Director for 18 months and must have attended a minimum of 8 regular meetings in the prior 12 months. The town must have paid its assessment at least once in the past two years. The latter requirement will be waived for all towns if there are less than three Directors eligible for election.

At the annual meeting, the list of eligible Directors will be presented to the Committee by the Executive Vice-President. An eligible Director may decline to run for the office.

A President may serve two consecutive terms but may not serve a third term until at least one intervening term has expired. This will be waived if there are less than three Directors eligible for election.

The Executive Vice-President, Treasurer, and Clerk shall be elected from the Directors from the member towns for a one-year term at the first meeting following the annual meeting of the Members. Other officers, if any, may be elected at any time.

Section 3. Tenure. The President shall hold office until the first meeting of the Directors following the second annual meeting since his/her election and until his/her successor is chosen and qualified.

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

Each agent shall retain his/her authority at the pleasure of the Directors.

Section 4. President and Vice President. The President shall be the Chief Executive Officer of the corporation and, subject to the control of the Directors, shall have general charge and of the affairs of the corporation. The President shall preside at all meetings of the Members and, if no Chairman of the Board of Directors is elected, at all meetings of the Directors, except as the Members or Directors determine.

The Vice President or Vice Presidents, if any, shall have such duties powers, as the Directors shall determine. The Executive Vice-President, or First Vice President if there are more than one, shall have and exercise all the powers duties of the President during the absence of the President or in the event of hi/her inability to act, and may have and exercise such powers and authority belonging to the President Board of Directors may authorize from time to time.

Section 5. Treasurer. The Treasurer shall be the Chief Financial Officer and the Chief Accounting Officer of the corporation. He/she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He/she shall have such other duties and powers as designated by the Directors or the President. He/she shall also be in charge of its books of account and accounting records, and of its accounting procedures.

Section 6. Clerk. The clerk shall record and maintain records of all proceedings of the Members and Directors in a book or series of books for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its Clerk or of its resident agent and shall be open all reasonable times to the inspection of any Member. Such book or books shall also contain records of meetings of Incorporators and the original, or attested copies, of the

Articles of Organization and By-laws and names of all Members and directors and the address of each. If the Clerk is absent from any meeting of Members or Directors, a Temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

Section 7. Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of Directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

Section 8. Resignation. An officer may resign by delivering his/her written resignation to the President, Vice-President, Treasurer, or Clerk of the corporation, to a meeting of the Members or Directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 9. Vacancies. If the office of any officer becomes vacant, the Directors may elect a successor. Each such successor shall hold office the unexpired term, and in the case of the President, Executive Vice-President, Treasurer and Clerk until his/her successor is elected and qualified, or each case until he/she sooner dies, resigns, is removed or becomes disqualified.

## ARTICLE V

### Personal Liability; Indemnification

Section 1. No Liability for Corporate Debts. The Members, 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 debts, damages, judgment or decree or for any money that may become due or payable to them from the corporation.

Section 2. Indemnification.

- A. No or director shall be personally liable to the corporation or its for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; however, that to the by applicable law, this provision shall not eliminate the liability of an officer or director (a) for any breach of the officer's or director's duty of loyalty to the corporation or its members, (b) for acts or omissions not good faith or which involve intentional misconduct or a knowing violation of law, or (c) for any transaction from which the officer or director an improper personal benefit. This provision shall not eliminate the liability of an officer or director for any act or omission occurring prior to the date upon which this provision becomes No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omission of such officer or director prior to such amendment or repeal.



B. Indemnification.

(1) The corporation shall, to the extent legally permissible, and only to the extent that the status of the corporation as an organization exempt under Section 501 (c)(3) of the Internal Code is not affected thereby, indemnify each of its directors, officers, employees and other agents against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or settlement, as fines and penalties, and as counsel fees reasonably incurred by him or her in connection the defense or disposition of any action, suit or other proceeding, whether civil or criminal in which he or she may be involved or which he or may be threatened, while in office or thereafter, by reason of his or her being or having been such a director, officer, employee or agent, except with respect to any matter as to whether he or she shall have been adjudicated in any proceeding not to have (a) acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or (b) acted in compliance with Massachusetts General Laws, Chapter 180, Section BC; provided, however, that as director, officer, employee or agent, pursuant to a consent decree or no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in best interest of the corporation, after the notice that it involves such indemnification: (a) by a majority of the disinterested directors then in office; or (b) by a majority of the directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation; or (c) by a majority of the members entitled to vote, voting as a single class. Expenses incurred by an officer, trustee, employee or agent, in connection the defense or disposition of any such claim, action, suit or other proceeding, may from time to time by the corporation upon receipt of the undertaking by such individual to repay the amounts so paid by the corporation if he or she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other right to which any director, officer, employee, or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director", "officer", "employee" and "agent" shall include their respective heirs, executors and administrators; an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

(2) The Board of Directors may, without member approval, authorize the corporation to enter into agreements, including any amendments or modifications thereto, with any of its directors, officers or other persons described in Paragraph (1) providing for indemnification of such persons to the maximum extent permitted under applicable law and the corporation's Articles of Organization and By-laws.

## **ARTICLE VI**

### **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 two of its officers, of whom one is the President or a Vice President and the other is the Treasurer or an Assistant Treasurer, 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.

## **ARTICLE VII**

### **Amendments.**

These By-laws may be altered, amended, or repealed in whole or in part by vote of a majority of the Directors then in office, except with respect to any provisions thereof, which by law, the Articles of Organization, or these By-laws requires action by the Members. Not later than the time of giving notice of the meeting of Members next the making, amending, or repealing by the Directors of any By-laws, notice thereof stating the substance of such change shall be given to all Members. The Members may amend or repeal any By-laws adopted by the Directors or otherwise or adopt, alter, amend or repeal any provision, which by law, the Articles of Organization, or these By-laws requires action by the Members.