

THE BEDFORD HISTORICAL SOCIETY, INC.

BY LAWS

Preamble

The Bedford historical Society, Inc. is a private, non-profit organization founded in 1893. Its mission is to collect, preserve, restore, and protect objects, artifacts, historic building and fact relevant to the history of Bedford so that present and future generations may learn about and appreciate the culture and values of Bedford's past. The Society's mission is achieved through instruments such as programs, tours, exhibits, publications, and displays to inform and ignite the curiosity and imagination of its visitors.

ARTICLE I

GENERAL PROVISIONS

Section 1. Name: As set forth in the Articles of Organization filed on November 30, 1972, the name of the Corporation is the BEDFORD HISTORICAL SOCIETY, INC. also referred to herein as "Corporation" or "Society."

Section 2. Purpose: As set forth in the Articles of Organization, the Corporation's purpose is "the collection and preservation of objects and facts of local historical interest" which purpose shall also include such other lawful activities, including education, applicable under federal and state law consistent with the requirements of this Article I, Section 4 except those prohibited under Article I, Section 5.

Section 3. Location: The headquarters and official address of the Corporation shall be *Old Town Hall, 16 South Road, Bedford, Massachusetts 01730*. Other locations may be established within the Commonwealth of Massachusetts at such place(s) as the Board of Directors may, from time to time, determine.

Section 4. Tax-Exempt Qualifications: The Corporation is organized and operated exclusively for charitable, educational, and cultural purposes conforming with M.G.L. c. 180, §4 of the Commonwealth of Massachusetts, and Section 501(c)(3) of the Internal Revenue Code of 1986, as last amended.

Section 5. Prohibited Activities: The Corporation shall not participate in or intervene in, whether by publication, distribution of statements, or any other means, any political campaign on behalf of, or in opposition to, any candidate for public office, except as otherwise provided by applicable laws, statutes, and regulations. No substantial part of the resources of the Corporation shall be invested in attempts to influence legislation, except as otherwise provided by applicable federal and state laws, rules and regulations and by the Internal Revenue Code.

Section 6. Contributions: The Corporation may accept any contribution, gift, bequest or devise for the general purposes, or any special purpose, of the Corporation, consistent with collection policies. Any gift that will impose upon the Corporation a special condition not contemplated by the purposes of the Corporation shall be accepted only after approval by a majority of the members of the Board of Directors then in office.

Section 7. Year: The fiscal year of the Corporation for filing purposes and tax purposes shall begin on January 1st (concurrent with the calendar year) and supersedes March 1st as the beginning of a year in the initially adopted Articles of Organization and amendments thereto.

Section 8. Day & Weeks: Day shall mean a calendar day. Weekdays are Monday to Friday. Weekend days are Saturdays and Sundays. A week shall be seven (7) consecutive days comprised of five weekdays and two weekend days.

Section 9. Corporate Seal: The Corporate seal, if any, shall be in a form determined from time to time by the Board of Directors.

Section 10. Notices: Notice to the Corporation, its Directors or Officers shall be given by U.S. mail, E-mail, or hand delivery to the Corporation's official address set forth in Article I, Section 3, above. Notices to members shall be provided by U.S. mail, E-mail, or hand delivery to their primary mailing address as set forth in the membership rolls of the Society. Members are required to promptly furnish the Society changes to their primary mailing address and are requested to promptly provide updates to their other preferred contact information, such as email addresses, mobile/text messaging numbers, and telephone numbers both mobile and home. No notice, nor any waiver of notice, shall be required to be given to any member who is present in person at a meeting. Any member may waive notice before or after a meeting. Failure to receive notice when contact information is incorrect or out of date shall be the member's responsibility, not that of the Corporation.

Section 11. Ex Officio: At any meeting, *ex officio* officers or members or attendees shall not have the power to vote, nor shall they be counted for establishing the presence of a quorum.

Section 12. Powers. The general management of the business, property and affairs of the Corporation shall be vested in the Board of Directors of no fewer than three (3) nor more than twenty (20) directors. To the extent permitted by law, the Board of Directors, may, by general resolution, delegate powers as they may see fit to Officers of the Corporation, and to an Executive Committee comprised of such Officers.

ARTICLE II

MEMBERS

Section 1. Classes of Membership: The membership of the society shall be represented by one voting class of members, as stated in the Articles of Organization. All voting members shall

be treated equally and as one class entitled to cast one vote. To vote, members must be in good standing as defined in the Standard Policies & Procedures Manual, must be listed in the official "List of Members" constituting the membership rolls of the Corporation at the time of the Annual Meeting, and shall be current in paying all assessed dues.

Section 2. Membership Year & Program Year & Election Year: The membership year shall be the calendar Year, January 1- December 31. The program year shall run from June 1 to May 31. The election year shall run from June 1 to May 31.

Section 3. Standard Policies & Procedures Manual: A standard policies & procedures manual will be established and revised from time to time by the Board of Directors, setting forth membership dues, requirements for membership compliance, requirements for good standing, and other rules and regulations for the appropriate governance of the Society.

Section 4: Membership Meetings: Meetings, with the exception of the annual meeting of members, may be called at any time by the President or by a majority of the Board members, or by ten members in good standing upon written request to the Clerk. Upon any such call, a regular or special meeting shall be scheduled by the Clerk and notice given thereof as required under these By-Laws.

- (a) Regular Meetings: The Society will endeavor to hold not less than five regular meetings each program year for its members. Regular meetings will include but not be limited to social gatherings, historical information, presentations, tours of historical sites, and provision of data and information of general interest to the membership. Such meetings may be held in person and/or telephonically or by video conferencing or in person at any location within the Commonwealth or outside of it. The Society will endeavor to publish announcements of such meetings available to all members at least 14 days in advance of meeting but shall not issue formal notice (registered letters) to members.
- (b) The Annual Meeting: There will be one annual meeting to update members on Society progress and activities and to offer the members an opportunity to elect the Directors of the Corporation. The agenda for the meeting and activities at the Annual Meeting will be announced in the Society's website, town media (*The Minuteman*, *The Bedford Citizen*), Bedford Town Calendar, Society publications (*The Preservationist*), or via Society newsletters, emails or as otherwise determined by the Board. The date, time, place of meeting, and list of items to be voted upon at the annual meeting are stated in paragraph (c) below. Voting may be done by ballot if there is no unanimous vote tally by the Clerk. Voting by proxy or by any other means than in-person shall not be allowed except in such instances where the Board authorizes a virtual meeting or combined virtual and in-person meeting for public health reasons or other extraordinary circumstance.
- (c) Time, Place and Purposes of Annual Meeting: The annual meeting shall be held each year in the meeting room on the third floor of the Old Town Hall, or in another suitable

place. The date and time shall be on the third Sunday in May, at 2:00 PM. The purpose is to conduct elections, present financial results, present a summary of key business accomplishments during the prior year, and establish goals and objectives for the coming year. Votes will be taken to: (a) Establish the number of directors to serve for the coming year; (b) Elect new directors and fill vacancies for directors; and (c) Affirm the appointment of the Corporation's auditing firm, if appropriate. The number of directors to be voted on may be amended as noted in the By-Laws of the Corporation and Articles of organization as amended. Time will be allowed for members to ask questions and make suggestions to the Board of Directors and for answers to be heard.

(d) Special Meeting in Lieu of Annual Meeting: If for any reason the annual meeting shall not be held on the prescribed date, time, place and for the purposes set forth herein, a special meeting in lieu of the annual meeting will be held in its place. The reasons for the Special Meeting, the date, time and place and the purposes therefor will be provided by notice at least 14 days prior to meeting. Voting by proxy or by any other means than "in-person" shall not be permitted except in such instances where the Board authorizes a virtual meeting, or combined virtual and in-person meeting, for public health reasons or other extraordinary circumstance, and unless so authorized in the notice of meeting.

(e) Special Meetings of Members: A special meeting for members may be called from time to time to conduct the business of the membership requiring a vote and not addressed at the annual meeting or special meeting in lieu thereof. A special meeting may be called for any appropriate purposes by the Society President, a majority of the Board of Directors, or any 10 Society members in good standing who wish to petition for such a special meeting. The meeting shall be held as soon as reasonably possible after it is called. The time, location and purposes of the meeting shall be stated in the meeting notice which shall be sent to members by the Clerk, or his/her designee, at least 14 days prior to such meeting.

Section 5. Quorum & Voting: A quorum of at least 20 members in good standing, as set forth in Section 3 above, must be present at a meeting of members to vote, and a majority of those present must vote in favor for an article presented for vote to pass.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers: Management of the affairs of the Corporation shall be vested in and exercised by the Board of Directors, who shall pursue such policies and principles as shall be in accordance with applicable law, provisions of the Articles of Organization, and these By-Laws, in order to ensure the health and effectiveness of the Bedford Historical Society. The Board of Directors may revise the By-Laws and Articles of Organization, as necessary. The Board of

Directors shall be considered as having the powers of directors in accordance with the provisions of Chapter 180 and the applicable provisions of Chapter 156B of the General Laws of the Commonwealth of Massachusetts. To the extent permitted by law, the Board of Directors may, by general resolution, delegate to Officers of the Corporation such powers as they may see fit. All Board members, including Officers of the Corporation, are voting members of the Board of Directors and their presence at any duly called meeting shall be counted in determining the presence of a quorum and in counting votes. The Board of Directors shall have the power to dissolve the Corporation, subject to prior approval by the executive committee and by vote of three quarters (3/4) of the directors then in office.

Section 2. Number of Directors: The number of Directors should be no fewer than three (3) nor more than twenty (20) directors. The number of Board members to be elected could vary from time to time based on circumstances, or the availability of qualified candidates, and/or nominations from the floor. The number of Board members must be voted upon by the members at the annual meeting, assuming a quorum exists, and may be adjusted up or down until approval of the number is passed by a vote of the members present.

Section 3. Nomination: Board members must be elected from the Society membership rolls and must be Society members in good standing at time of the annual meeting. The Board, in its sole discretion, shall establish its recommendations to the membership for new directors to serve on the Board of Directors and terms thereof for each nominee in accordance with these By Laws. Nominations from the floor by members will also be welcomed.

Section 4. Elections: Elections shall be held to add new Board members, re-elect Board members whose term is expiring, fill vacancies, and fill new seats associated with enlargement of the Board. In addition to the slate of nominations for new Board members approved by the Board of Directors, the membership may also recommend candidates to the Board or to the membership for consideration and may nominate candidates at the annual meeting from the floor. In the event of a contest, the procedures to be followed shall be those established in the then current Policy and Procedures Manual. Once all contests for Board election have been resolved and the number nominated has been reduced to the number of new and re-elected Board members to be elected, a vote shall be taken for approval of the entire slate of new Board members. Assuming such slate of officers is duly elected, the term of office for the new board of directors shall begin on June 1st following the annual meeting which is the beginning of the next program year.

Section 5. Term of Office, and Vacancies:

- (a) New Board members elected by the membership will take office on June 1st which is the beginning of the next program year following the date of annual meeting. The term of office for members of the Board of Directors shall be four (4) years. As nearly as possible, one quarter (1/4) of the directors shall be elected annually. Directors may be elected to multiple consecutive terms.

(b) Any vacancy occurring on the Board of Directors during a program year may be filled by appointment by the Executive Committee from the current membership. A director so appointed shall serve only until the next annual election, at which time, the vacancy shall be filled according to the procedures established herein.

Section 6. Resignation: Any director may resign at any time by giving written notice of such resignation to the Clerk of the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Clerk.

Section 7. Removal: An Officer or Board member may be removed, with or without cause, by an affirmative vote of two-thirds majority of the Board of Directors then in office at a special meeting called for that purpose, provided that such Board member is given at least one week's notice of the proposed removal and the reasons therefor, and also given an opportunity to be heard at the meeting, and further provided that notice of the proposed removal is given in the notice of the meeting.

Section 8. Compensation of Directors: Directors shall not receive any form of financial compensation as payment for services, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties. As Directors. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services.

Section 9. Meetings of the Board: The Board of Directors shall meet at least four times per year, once each quarter. Additional regular and special meetings of the Board of Directors may be held at the discretion of the Board as set forth below.

Meeting for Election of Officers shall be held after the membership annual meeting and prior to the beginning of the program year on June 1. Two days' notice of this meeting will be given to the Board members. The purpose of the meeting will be to select the President, Vice President, Treasurer and Clerk from among the members of the Board then in office and those new members elected at the Annual Meeting of the membership.

Regular Meetings of the Board of Directors may be held without call or formal notice at such places and at such times as the Board of Directors may from time to time determine, provided that any director who is absent at a prior meeting when such determination of a meeting is made shall be given notice thereof as soon as practicable. The calling of the meeting, if at a Board meeting, will be included in the minutes of that prior meeting and distributed to all Board members as soon as practicable thereafter. Such minutes shall contain information regarding the time, date and location of the meeting and the purposes therefor with no further notice to be given.

Special Meetings of the Board of Directors may be held at any time and at any place when called by the President, or one or more Directors, upon reasonable notice, stating

the time and place of said meeting, given to each Director by the Clerk, or if the Clerk is unable to do so for any reason, the President shall appoint a Clerk Pro Tem for the sole purpose of issuing such notice to the members of the Board for such Special Meeting. Notice not less than 2-days prior to such meeting and preferably one week before, depending on the urgency of the matter to be addressed shall be given.

Section 10. Quorum: A quorum of the Board of Directors shall be a majority of the members of the Board then in office. To enact or pass a vote of the Board of Directors, assuming the presence of a quorum, a simple majority of those present is required except as otherwise may be required by these By-Laws, the Articles of Organization, or as may be otherwise required by applicable state and federal laws, regulations, and ordinances. A quorum must be present to hold a Board of Directors meeting.

Section 11. Consent in Lieu of Board of Directors' Meeting: Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all Directors entitled to vote on the matter unanimously consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting of the Board of Directors.

Section 12. Presence Through Communications Equipment: Members of the Board of Directors may participate in a meeting of such Board or Committee by means of a conference telephone, video, or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

Section 13. Sponsors, Benefactors, Contributors, Advisors, Friends, Etc. The Board of Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers, or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section 14: Chair of the Board at Meetings: Unless a Chair of the Board shall be elected by the Board of Directors, in its sole discretion, the President shall serve as Chair of the Board and the Vice President, or his designated substitute shall serve in his absence.

ARTICLE IV

OFFICERS OF THE CORPORATION

Section 1. Enumeration of Duties for Officers of the Corporation

There shall be four (4) Officers of the Corporation, who shall be the President, Vice President, Treasurer, and Clerk. These officer positions will be elected by the Board of Directors solely from the members then serving on the Board of Directors as of June 1st of the program year following any annual meeting. Elections will be at a regular meeting of the Board after the annual meeting but in any event on or before the first day of the ensuing program year. Notice of meeting shall be provided 2-days in advance of meeting, but notice may be waived by any Board member by written waiver, by attendance at the meeting, or by unanimous consent without meeting filed with the Clerk who will include such consents in the record of meeting. A quorum shall be comprised of not less than a majority of the members of the Board then serving in office, as described in Article V, Section 2.

Voting may be by in-person or by audio/video conference or a hybrid of the two. Election may also be by unanimous consent without meeting, all voting by email to the Clerk and filed by the Clerk, such written consents to be attached to the minutes of the meeting.

Section 2. Chair of the Board: In its sole discretion, the Board may either duly elect a Chair from among its members who are not elected to be officers or appoint the President to serve as Board Chair. The duties of the Board Chair shall be to preside over meetings of the Board.

Section 3. Officers: There shall be members of the Board of Directors who shall also be elected to hold four offices:

- President: The President shall be the chief executive officer of the Corporation, responsible to the Board of Directors for the administration of its affairs. The President shall preside at all meetings of the members, and the President shall preside at Board meetings if elected by the Board of Directors to serve as Chair of the Board, unless in his sole discretion, such duties are from time to time delegated to the Vice President, or his designee.
- Vice-President: The Vice President shall act on behalf of the President in his/her absence and shall perform those duties delegated to the Vice-President's office by the President.
- Clerk: The Clerk (who may also be designated as secretary) shall keep records of all meetings of the Board of Directors as well as fulfilling the duties of Clerk for the annual meeting of members and shall make a report thereon. The Clerk shall issue calls and notices of meetings of the Board and prepare minutes for the annual meeting of members and for Board meetings. The Clerk shall file appropriate annual reports and forms to the Secretary of State for compliance in accordance with applicable laws, codes and regulations.
- Treasurer: The Treasurer shall be the chief financial officer of the Corporation and shall be in charge of all funds and securities of any type. With the advice and consent of the Board of Directors, the Treasurer shall have power to invest surplus funds. The Treasurer shall render to the Board of Directors at the Annual Meeting and whenever

else it so requests, an accurate account of all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended. The Treasurer shall recommend an individual or firm who shall act as Auditor of the Corporation for approval by the Board of Directors and shall oversee the audit process and the preparation of the 990 Forms, as appropriate, and submitted annually to the Internal Revenue Service. The Treasurer shall prepare or have prepared financial statements including an income statement, balance sheet and cash flow statement periodically as required by the Board of Directors but no less often than annually. The Treasurer shall provide such financial report in writing and in a presentation to the membership at the Annual Meeting.

Section 4. Resignation and Removal of Officers: Any officer of the Corporation may resign at any time by giving written notice of such resignation to the Clerk. Such resignation shall be effective at the time specified therein, or if no time is specified, upon the receipt by the Clerk. An officer may be removed or suspended either with or without cause by an affirmative vote of a majority of the Board members then in office at any meeting of the Board. A vacancy in any office shall be filled by the Board of Directors at any meeting.

Section 5. Executive Director: An Executive Director shall be hired by the President subject to the prior approval of the Board of Directors. The Executive Director shall be a paid employee and shall receive compensation recommended by the President or by the Compensation committee, if any, and approved by the Board of Directors. The Executive Director shall report directly to the President and have day-to-day responsibility for the affairs of the Corporation, including carrying out Board policy. Duties may include but shall not be limited to the following: strategy development, preliminary budgets, program operation, collection, marketing, public relations, program development, accounting and finance, personnel management, grant proposal submission, reimbursement requests, membership outreach and communications, including day to day operations and management. The Executive Director will attend all Board meetings on a non-voting basis. The Executive Director shall work with the President and Board to establish goals for the organization and may have such other duties and responsibilities as may be assigned by the Board working through the President. The Executive Director shall be responsible for hiring, supervising, and dismissing, as well as establishing policies and procedures for all other staff members. Staff, part time and full time, may be employed from time to time by the Executive Director within the approved budget. The executive director shall serve the Society as an employee, salary exempt, at will, and not under contract. Employee benefits shall be as defined by the Board. The Executive Director shall report to the President

Section 6. Election & Term of Office: The Officers of the Corporation shall be nominated and elected annually by the Board to serve one-year terms. If elected by the Board, Officers may serve successive one-year (1-year) terms without limit. At all times Officers shall serve at the pleasure of the Board of Directors.

Section 7. Receipt and Disbursement of Funds: The Board of Directors may designate such other Officer or Officers who in addition to, or instead of the Treasurer, shall be authorized (a) to receive and receipt all moneys due and payable to the Corporation from any source whatever, (b) to endorse for deposit checks, drafts, notes, or other negotiable instruments, and (c) to give full discharges and receipts therefor. Funds of the Corporation from any source whatever may be deposited in such bank or banks with such other corporations, firms, or individuals, as the Board of Directors may from time to time designate. Standard policies and procedures for disbursement of funds shall be as set forth in the Standard Policies and Procedures Manual and may be amended from time to time.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. Purposes of the Executive Committee: The Executive Committee shall a) Identify and recommend to the Board action on issues of strategic importance to the organization; b) act on behalf of the Board of Directors in cases where a full meeting of the Board is not practical; and c) bring informed and balanced oversight to Board, committees, and staff operations. The Executive Committee will identify issues of strategic importance that lie beyond the responsibility of any one committee. The Executive Committee may also act on issues that demand a high level of confidentiality, such as legal issues, staff disciplinary actions or medical and benefit issues, ethical issues, and Board member misconduct, the record of which may or must be held confidential. The Executive Committee may act on or resolve time-sensitive issues and requests for staff leaves of absence, recommend staff compensation and benefits, develop preliminary budgets for presentation to the full Board, and handle situations which could reasonably be deemed to constitute an emergency or crisis. The Executive Committee shall also serve as the Corporation's Governance Committee until such time as the Board of Directors shall appoint a separate committee for such purpose.

Section 2. Establishing an Executive Committee and Notice: The Executive Committee shall be comprised of four Officers: The President, Vice President, Treasurer and Clerk. The Executive Committee shall establish its own rules for governance and conduct of its meetings. Should a retiring chair or president so desire, with approval of the Board, he or she may be appointed as past president/past chair to serve on the Executive Committee.

Generally, Formal Notice of meetings shall not be required. However, reasonable efforts shall be made by the Clerk and other members to advise all members of a meeting by telephone, text, or email establishing the time and place of the meeting and the subjects to be discussed. The President shall chair the meetings, or the Vice-President may do so in the President's absence, or as the President may request. Every effort shall be made to make decisions unanimously.

Section 3. Powers of the Executive Committee: The Executive Committee may exercise all of the powers of the Board of Directors except to: (a) approve amendments to the Articles of Organization or amendments to the By-Laws; (b) authorize a plan of merger or consolidation; (c) authorize dissolution of the Corporation; (d) initiate bankruptcy proceedings; (e) remove a Board member or other officer from office; (f) appoint or terminate the Executive Director; or (g) approve non-budgeted expenditures in excess of Board-approved guidelines, adopted from time to time, excluding circumstances which could reasonably be deemed to constitute an emergency. Governance issues that come before the Corporation may be managed by the Executive Committee subject to the discretion of the Board of Directors.

Section 4. Quorum and Voting: A majority, namely (3/4), of all of the members of the Executive Committee shall constitute a quorum for the transaction of business, and any action taken by a majority (2/3) of the quorum of members present shall be the action of the Executive Committee.

Section 5. Reporting: All actions of the Executive Committee shall be reported promptly to the Board of Directors. Minutes of Executive Committee meetings shall be taken by the Clerk. Such minutes shall be attached to the next meeting minutes sent out to the Board as an official addendum with only confidential or highly sensitive information subject to redaction.

Section 6. Board Powers to Over-Rule Executive Committee Decisions: The Board of Directors may reverse or modify any vote of the Executive Committee and may abolish the Executive Committee if it so chooses, but no such reversal or modification shall nullify or impair any payment, purchase, sale, contract, or definitive commitment made under the authority of the Executive Committee.

Section 7. Reporting of Executive Committee Actions by the Clerk to the Board of Directors: Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without meeting if the committee members unanimously consent to the action in writing and the written consents are filed with the Clerk for inclusion as an addendum to the next Board of Director's Meeting. Such consents shall be treated for all purposes as a vote at a meeting. A vote made by means of e-mail, facsimile transmission, or other electronic methods shall be unanimous to be considered as an action by written consent without meeting. The Clerk shall have the authority to report such actions to the full Board of Directors immediately upon conclusion of the Executive Committee meeting or at any other time in advance of the next Board of Directors meeting as deemed appropriate in the Clerk's sole discretion.

ARTICLE VI

STANDING BOARD COMMITTEES & AD HOC BOARD COMMITTEES

Section 1. Committee Governance: The purpose of Board committees, the methods of appointment of chairs and members of committees, the duties of the committees,

establishment of quorums for each committee for purposes of voting and decision making, voting rights of each committee appointee, and the dissolution of committees (when their purposes and objectives have been met and they are no longer necessary) shall be the responsibility of the Board of Directors at the recommendation of the President, and shall be the subject of committee policies and procedures set forth in the Corporation's Standard Policies and Procedures Manual which can be amended at any time by vote of the Board of Directors.

Section 2. Committee Members: All committees and all committee members shall serve at the pleasure of the Board of Directors. All committee chairs shall be appointed by the President from among the members of the Board of Directors. Committee members may be selected by committee chairs with the approval of the President or in his absence, the Executive Committee, except under extraordinary circumstances. The President, or a delegee from among the Executive Committee members, shall have the right of attendance at any committee meeting, but shall be *ex officio*, non-voting and shall not be counted for determining the presence of a quorum. The committee chair and the members of any committee shall serve at the pleasure of the Board of Directors.

Section 3. Committee Recommendations & Decisions: Committees shall work to achieve consensus and unanimous decisions among their membership when practical before a final decision or before making a recommendation to the Executive Committee or the Board of Directors. A majority vote of those present at a meeting shall be required for the transaction of committee business when consensus has not been achieved. The Board of Directors shall have the power to rescind any vote or resolution of any committee. Committees are not required to provide notice of meetings, nor keep records of meetings, nor record votes and decisions except when requested by the Board of Directors or by the Executive Committee but may do so at their discretion and may submit such records and minutes to the Clerk for filing as appropriate.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1. General: The Corporation shall to the extent legally permissible indemnify each of its present and former Directors, Officers, employees and any person who serves or has served, at the Corporation's request, as Director, Officer or officer, employee, or agent of another organization in a capacity with respect to any employee benefit plan (and the heirs, executors, and administrators of the foregoing) (the "Agent") against all expenses and liabilities which the Agent has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which the Agent may be involved by reason of being or having been an Agent, such expenses and liabilities to include, but not limited to, judgments, court costs and attorney fees and the cost of reasonable settlements, provided no such

indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that the Agent's action was in the best interests of the Corporation, or in the case of a person who served or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan. The Corporation may reimburse an Agent for expenses incurred in defending a civil or criminal action or proceeding, upon receipt of an undertaking by the Agent to repay such reimbursement if the Agent shall be adjudicated to not be entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Agent to make repayment. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Board of Directors shall have been furnished with an opinion of counsel for the Corporation to the effect that such settlement or compromise is in the best interests of the Corporation and that such Agent appears to have acted in good faith in the reasonable belief that the Agent's action was in the best interests of the Corporation or employee benefit plan, as the case may be, and if the Board of Directors (not including the vote of any person seeking indemnification hereunder) shall have adopted a resolution approving such settlement or compromise.

Section 2. Rights Non-exclusive: The foregoing right of indemnification shall not be exclusive of other rights to which any Director, Officer or employee may be entitled as a matter of law. 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 under law.

Section 3. Amendments and Repeal: No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Person under this Article shall apply to the Indemnified Person with respect to the acts or omissions of such Indemnified Person that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by, or was made with the written consent of, such Indemnified Person.

Section 4. Insurance Protection: The Corporation shall have authority to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, or employee. In particular, the Corporation shall provide Officers and Directors liability insurance as reasonably available, and fiduciary insurance for the Treasurer as reasonably available, and provide other insurance such as accident and liability protection for its Officers, Directors, and employees as reasonably available.

ARTICLE VIII

DISSOLUTION AND DISTRIBUTION OF ASSETS

Section 1. Should the Directors of the Corporation vote to dissolve the Corporation in accordance with provisions in Article III, Section 1 of these By-Laws, and with all applicable regulations, and in accordance with these By-Laws and Articles of Organization (as amended), the assets of the Corporation shall be distributed as set forth herein.

Section 2. Upon the termination, dissolution, or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for payment of all liabilities of the Corporation. All assets of the Corporation shall be transferred to one or more charitable organizations that best exemplify the mission and purposes for which the Corporation existed, with a priority to a sister organization such as The Friends of Job Lane House located within the Town of Bedford, subject to the approval of the Attorney General of the Commonwealth of Massachusetts. Assets shall be transferred in such a manner and in such proportions as shall be approved by two-thirds vote of the members of the Board of Directors then in office at a meeting for which notice of at least thirty (30) days has been given.

ARTICLE IX

CONFIDENTIALITY AND PROPRIETARY INFORMATION & CONFLICTS OF INTEREST

Section 1. Confidentiality and Proprietary Information: Each member of the Board of Directors will perform a role for the Corporation which may require the Corporation and other organizations, individuals, or Directors to disclose confidential or proprietary information (“Confidential Information”) to a Director for the purpose of assisting him or her in performing his or her responsibilities to the Corporation. For purposes of this Article IX, “Confidential Information” shall be deemed to include information of any kind, nature or description concerning any matters affecting or relating to the Director’s position and duties, the business of operations of the Corporation, personnel information or records, financial information or records, and the products, drawings, plans, processes, reports, or other data of the Corporation which are not otherwise publicly available and which have been marked as confidential. In order to foster and encourage open and candid discussion during all meetings, and to protect Confidential Information that may be disclosed to Board members, each Board member shall (i) hold the Confidential Information in strict confidence and exercise a reasonable degree of care to prevent disclosure to others, (ii) not disclose or divulge either directly or indirectly, whether in-person, in writing, through social media or otherwise, the Confidential Information to others unless authorized to do so by the Corporation or by the Board of Directors, (iii) not reproduce the Confidential Information nor use this information commercially or for any other purpose than the performance of his or her role with the Corporation, and (iv) upon request, deliver to the Corporation any Confidential Information together with any notes, lists, documents, equipment, drawings, and/or materials received from the Corporation or originating from his or her activities for the Corporation which a Board member may still have in his or her possession or control.

Section 2. No Conflict of Interest: In general, no contract, transaction or arrangement between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's Directors or Officers, are directors or officers, or have a financial interest, shall be void or voidable, or in any way affected, solely for this reason or solely because the director or officer is present at or participates in the meeting of the Directors or committee which authorizes, approves or ratifies the contract, transaction or arrangement, or solely because his, her or their votes are counted for such purpose, if (i) the material facts as to his or her relationship or interest and as to the contract, transaction or arrangement are disclosed or are known to the Directors or the committee which authorizes, approves or ratifies the contract, transaction or arrangement, and the Board or committee in good faith authorizes the contract, transaction or arrangement by the affirmative votes of a majority of the disinterested Directors, even if the disinterested Directors comprise less than a quorum: or (ii) in the absence of such disclosure or knowledge, the contract , transaction or arrangement is in the best interests of the Corporation as of the time it is authorized, approved or ratified by the Directors or a committee thereof. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Directors or committee authorizing, approving, or ratifying the contract, transaction or arrangement. However, the common or interested Director must withdraw from the discussion and voting on the interested contract, transaction, or arrangement.

Section 3. Disclosure of Conflicts of Interest Policy: In accordance with its Corporation Conflict of Interest Disclosure Policy and Disclosure Form, each Director must provide the Board of Directors with a signed annual written disclosure of the following: (i) the Director's business involvements with the Corporation; and (ii) the Director's other board memberships which may reasonably be deemed to create a potential conflict of interest with the Corporation. The Directors may from time-to-time institute, amend and revoke supplemental policies and guidelines to govern the practices and procedures relating to the Corporation's contracts, transactions and arrangements with other persons and organizations and potential conflicts of interest.

Section 4. Gifts and Gratuities: No Officer of the Corporation, no member of the Board of Directors, nor any employee of the Corporation, shall accept any gift or gratuity from any vendor doing business with the Corporation having a value exceeding \$25.00 in any one year.

ARTICLE X

AMENDMENTS

These By-Laws may be amended by a majority vote of the Board of Directors present and voting at any meeting, provided that notice describing the proposed amendment has been given in writing with the notice of the meeting.