

The Neponset River Watershed Association, Inc.

BYLAWS

As amended June 20, 1987; June 16, 1988; June 12, 1997

ARTICLE I

Name

The name of this corporation shall be Neponset River Watershed Association, Inc.

ARTICLE II

Purposes

The purposes of this association shall be to work for the wise land use of the entire Neponset River watershed, and for the restoration and maintenance of clean water and the wise use and proper management of land, water and related natural resources in the watershed; to acquire land or rights in land for conservation purposes and to assist and encourage other organizations and public agencies to do the same within the watershed; to establish and promote programs of public information and education and scientific research related to the aims of the Association; and to assist in the coordination of similar efforts by other organizations, individuals, public agencies and public officials.

To accomplish these purposes, the corporation may solicit, receive, borrow, with or without security, real and personal property, including funds, by way of gifts, contributions and subscriptions and administer, hold, convey, transfer or disburse land and sell the same for such charitable, scientific, literary or educational purposes as are permitted by section 501 (c) (3) of the Internal Revenue Code of the United States as it now exists and as hereafter amended, and no assets of the corporation shall inure to the benefit of any private individual. Upon dissolution of this corporation, any remaining assets shall be transferred only to an organization having like charitable, scientific, literary and educational purposes as are permitted by section 501 (c) (3) of the Internal Revenue Code of the United States. No assets shall be conveyed or distributed to any individual or any organization created or operated for profit. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall this corporation take part in any political campaign on behalf of any candidate for public office.

ARTICLE III

Offices

The principal office of the Association shall be located in the Commonwealth of Massachusetts, at such location as the Board of Directors may from time to time determine.

ARTICLE IV

Members

Section 1. The Board of Directors may, by resolution, establish one or more classes of membership. One or more, but not all, of such classes of membership may be designated as non-voting classes of membership.

Section 2. All interested persons and groups may become members upon payment of dues and approval of application for membership by the Board of Directors.

Section 3. Each voting member shall be entitled to one vote on each matter submitted to a vote of the Members.

Section 4. Voting by proxy may be permitted under such conditions as prescribed by the Board of Directors.

Section 5. The Board of Directors, by affirmative vote of two thirds of all the Members of the Board, may suspend or expel a Member for cause. Any Member may resign by filing a written resignation with the Secretary.

ARTICLE V

Dues

The Board of Directors may, by resolution, establish rates for annual dues for the various classes of membership.

ARTICLE VI

Meeting of Members

Section 1. The Annual Meeting of the Members shall be held in April of each year, at the office of the Association or such other time and place as the Board of Directors may select, for the purpose of electing Officers and Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings of the Members may be called by the President and shall be called upon written request of the Board of Directors or ten or more members.

Section 3. Written notice stating the place, day, and hour of any meeting of the Members shall be sent to the Members not less than ten, or more than 45 days before the date of such meeting, by or at the direction of the President or the Secretary or persons calling the meeting. The purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4. Fifteen Members shall constitute a quorum.

ARTICLE VII

Board of Directors

Section 1. The property, business and affairs of the Association shall be managed by a Board of Directors. The President, Vice President, Treasurer and Secretary shall , upon election and qualification, automatically be Members of the Board of Directors.

Section 2. The number of Directors shall be at least seven. Directors and officers shall be elected by the members at the Annual Meeting. Only members of the Association shall be eligible for election to the Board of Directors. Each Director shall hold office until the second annual meeting of the members following his or her election, and until his or her successor shall have been elected and qualified.

Section 3. The Annual Meeting of the Board of Directors shall be held immediately after and at the same place as the Annual Meeting of the Members. The Board of Directors may select the time and place for holding the regular Meetings of the Board.

Section 4. Special Meetings of the Board of Directors may be called by or at the request of the President or any four Directors by giving notice of the date, time, place and purpose of such meeting to all Directors at least two days in advance of such meeting.

Section 5. Five members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. Directors, as such, shall not receive any stated salaries for their services but, by resolution of the Board of Directors, a fixed sum for expenses of attendance, if any, may be allowed for attendance at each regular or special Meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

Section 7. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE VIII

Officers

Section 1. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be elected in accordance with the provisions of this article. Only Members of the Association shall be eligible for election to such offices. Any two or more offices may be held by the same person, except the offices of President and Secretary shall not be combined.

Section 2. Officers shall serve for a term of two years, but shall not serve more than two consecutive terms in any one office. The officers of the corporation shall be elected by the Members at the Annual Meeting. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. Any Officer may be removed by the Board of Directors whenever, in its best judgment, the best interests of the Corporation would be served thereby.

Section 3. A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He shall preside at all

Meetings of the Members and of the Board of Directors. He may sign with the Secretary, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and executing whereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Association; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the board of Directors.

Section 6. Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these bylaws; and, in general, perform all the duties incident to the office of Treasurer and such others as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the Meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal, of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal as duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each Member and contributor, which shall be furnished to the Secretary by such Member and contributor; shall serve as Clerk of the Corporation, and in general perform all the duties ordinarily incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

ARTICLE IX

Committees

Section 1. At least sixty days prior to the Annual Meeting of the Members, the Board of Directors shall appoint five Members of the Association to serve as a Nominating Committee, designating one person as Chairman of the Committee. The Committee shall meet, at the call of the Chairman, to prepare a list of nominees to fill vacancies of Officers and on the Board of Directors occurring in the current year. The Committee shall furnish such list to the Board of Directors at least thirty days in advance of the Annual Meeting and the report of the Nominating Committee shall be included in the notice of the Annual Meeting sent to the Members of the Association.

Section 2. Other Committees may be created by resolution of the Board of Directors. Except as otherwise provided in such resolution, members of each committee shall be Members of the Association and shall be appointed by the President. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof. Any member thereof may be removed by

the person or persons authorized to appoint such member whenever in their judgment, the best interests of the Association shall be served by such removal.

ARTICLE X

Checks, Deposits and Funds

Section 1. The Board of Directors may authorize any officer or officers or agent or agents of the Association, in addition to the officers as authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer of the Association.

Section 3. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE XI

Books and Records

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of meetings of the Members, Board of Directors and Committees, and shall keep at the principal office a record giving names and addresses of its Members entitled to vote and of the contributors. All books and records of the Association may be inspected by any Member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII

Fiscal Year

The Fiscal Year of the Association shall begin on April 1 and shall end on March 31 of each year, unless otherwise directed by the Board of Directors.

ARTICLE XIII

Liability

Section 1. No Officer or Director shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as an Officer or Director, notwithstanding any provision of law imposing such liability, except to the extent provided by applicable law, for liability (1) for breach of the

Officer's or Director's duty of loyalty to the Association or its members, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) for any transaction from which the Officer or Director derived an improper personal benefit.

Section 2. Except to the extent that any Officer or Director incurs loss or damage caused by (1) breach of the Officer's or Director's duty of loyalty to the Association or its members (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) for any transaction from which the Officer or Director derived an improper personal benefit, the Association shall indemnify and hold harmless each Officer and Director from any loss or damage incurred by him on account of any activities performed for or on behalf of the Association. All persons dealing with the Association or any agent of any such person shall be deemed to have agreed to look only to the Association property, and not to any Officer or Director individually, for satisfaction of claims, if any, arising out of such dealings.

ARTICLE XIV

Amendment to Bylaws

Provided that Article II, as originally adopted, shall not in any way be contravened, these bylaws may be altered, amended or repealed by a two-thirds vote of the Members present at the Annual Meeting or at any Special Meeting, if at least fourteen days written notice is given, stating in detail, such intention to alter, amend or repeal or to adopt new bylaws at such meeting.