



FRIENDS OF PLEASANT BAY, INC.

BYLAWS

As Amended at the Annual Meeting July 17, 2023

ARTICLE I: GENERAL PROVISIONS

Section 1. The name of the corporation shall be Friends of Pleasant Bay, Inc. (hereinafter, the “Corporation”).

Section 2. The principal office of the Corporation shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Board of Directors may establish other offices and places of business in Massachusetts.

Section 3. Except as from time to time otherwise determined by the Directors, the fiscal year of the Corporation shall end on the last day of June of each year.

ARTICLE II: MEMBERSHIP AND DUES

Section 1. All interested persons may become Members and shall be considered members upon payment of dues.

Section 2. Classes of membership, if any, shall be determined by the Board of Directors.

Section 3. Annual dues, in a schedule corresponding to the classes of membership, shall be as determined from time to time by the Board of Directors.

ARTICLE III: ORGANIZATION AND GOVERNMENT

Section 1. The general management and control of the affairs, funds and property of the Corporation, whether owned, loaned or leased to or by the Corporation, shall be vested in a Board of eighteen (18) to twenty-one (21) Directors, who shall have powers as provided in Article V. The Directors shall be Members of the Corporation with a goal of at least two (2) Directors from each of the four towns represented of Brewster, Chatham, Harwich and Orleans.

Section 2. The term of office for each Director shall be three years. A Director’s tenure shall be limited to two consecutive three-year terms in office. Thereafter, he or she shall not be reelected until at least one year shall have passed since his or her last service.

Service for an interim appointment to fill a vacancy on the Board shall not be considered part of a three-year term. A Director so chosen to fill a vacancy on the Board will serve in that capacity until the next Annual Meeting of the Membership at which time the Nominating Committee may choose to Nominate that person to his or her first three-year term.

Section 3. The Officers of the Corporation shall be the President, Vice President, Treasurer and Secretary with powers as Clerk. All Officers shall be elected for terms of one year at the first meeting of the Board of Directors following the Annual Meeting. Only Directors are eligible for election as Officers. The Board may ask the out-going President to attend Board meetings for one year in an ex-Officio, non-voting capacity.

Section 4: The duties of the Officers are as follows:

The President shall preside at all meetings of the Corporation and shall act as chair of the Board of Directors. He or she shall perform such duties as usually pertain to such office, as well as those assigned by the Board of Directors. He or she shall be Chair of the Executive Committee.

The Vice President shall perform such duties as the Board of Directors may assign. In the absence of the President, he or she shall perform the duties of President.



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The Treasurer shall be responsible for the receipt and disbursement of all funds, for the maintenance of proper financial records and for monitoring compliance with the budget. He or she shall present current statements of receipts and expenditures at all regular meetings of the Board of Directors and at the Annual Meeting of the Corporation.

The Secretary, who shall be a resident of Massachusetts, shall serve as Clerk of the Corporation. The Secretary shall maintain the Corporate records in accordance with the document retention policy approved by the Board, issue the Call to, and keep a record of, all meetings of the Members and the Board of Directors. Copies of the minutes of all meetings of the Members and all meetings of the Board of Directors shall be sent to Directors promptly and shall be available for inspection by Members of the Corporation. The Secretary shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 5. Any Officer or Director who feels he or she cannot carry out the duties of that office shall notify the President of his or her resignation in writing. Any Officer or Director who proves unable to carry out the duties of his or her office, including attendance at less than 50% of the Board meetings, may be removed by a two-thirds (2/3) vote of the incumbent Board of Directors.

Section 6. There shall be standing committees of, and responsible to, the Board of Directors. The President shall appoint the Chair of these standing committees from the membership of the Board. Each Chair shall then propose the number of members and the persons to serve on his or her committee, for the approval of the Board. The membership of standing committees need not be limited to members of the Board. The names of the Chairs of the standing committees shall be published to the membership promptly upon appointment.

The standing committees are as follows:

- A. The Executive Committee shall be comprised of the Officers of the Corporation and up to three (3) other Directors and shall be elected annually by the Directors. The Executive Committee may be convened by the President to consider and act on matters of policy or particular urgency and to report in writing to the Board of Directors.
- B. The Finance Committee shall be responsible for the custody of all funds of the Corporation, financial planning and the preparation of the annual budget for Board approval. It shall be responsible for the planning and execution of campaigns and other activities to raise capital and /or operating funds for the Corporation. It is authorized to invest, sell and reinvest the monies and securities of the Corporation within policy guidelines established by the Board of Directors. It shall report regularly to the Board of Directors on the status of all invested funds. The Treasurer shall be a member of the Finance Committee.
- C. The Membership Committee shall be responsible for encouraging membership in the Corporation and overseeing the maintenance of current and historic membership data.
- D. The Education Committee shall review requests for funding educational activities consistent with the Corporation's mission. It will make recommendations to the Board about grants to school districts and other education-related non-profit organizations that support worthy activities. The Committee may also recommend educational programs reflecting the mission of the Corporation. It shall evaluate programs and other activities sponsored and conducted by the Corporation to ensure maximum benefit from completed and recurring programs and activities.
- E. The Communications Committee shall be responsible for overseeing Board authorized communications with the membership and general public by: the publication of a newsletter, any manuscripts, documents, books, guides, or other publications; communications via electronic media, e.g. a website; and the general publicity of the Corporation. It shall advise the Board of Directors regarding the marketability of suggested projects and shall make recommendations for new types of publications.
- F. The Governance Committee shall help the Board govern the Corporation in ways that are consistent with the best practices in the non-profit world. To do so it will periodically review the Corporation's policies, procedures, and



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bylaws and recommend changes to the Board, provide guidance to the Board to ensure proper succession planning, implement procedures for orienting new Directors and Officers, assist the Board in adhering to the annual corporate calendar, and advise the Board on governance issues that arise during the year.

Section 7. To the extent that individual grant requests are not education-related, the President may delegate review of such requests to another committee with relevant expertise to evaluate the request. The President may also appoint additional ad hoc committees for specific purposes. The Board may establish additional standing committees as the need arises.

ARTICLE IV: MEETINGS

Section 1. An Annual Meeting of the Members of the Corporation shall be held at a time and place in Barnstable County, Massachusetts, to be determined by the Board of Directors. Under exceptional circumstances the Annual Meeting, meetings of the Board of Directors, and meetings of Committees of the Board may be held virtually.

Special meetings of the Members may be called by the Board of Directors at any time. Special meetings may also be called by the written request of twenty-five (25) members.

All Members whose dues have been paid in the immediately preceding or current fiscal year shall be advised of the place, date, time and purpose of such meetings by the Secretary at least three weeks in advance, and may vote at such meetings. Each adult member shall have one vote. An adult member is one of legal voting age in Massachusetts.

Twenty-five (25) members shall constitute a quorum for the transaction of business at such meetings, but if a quorum is not present when the meeting is called to order, a simple majority of those present shall have the power to adjourn the meeting to a future date.

Section 2. The Board of Directors shall meet as soon as practical after the Annual Meeting for organizational purposes and thereafter at least every two months throughout the year. The Board shall meet on call from the President or from three Directors. Unless a greater proportion is required by law, a quorum for the transaction of business shall consist of a majority of incumbent Directors.

Section 3. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if all Directors consent to, or abstain or recuse themselves from the action in writing and the written responses are filed with the record of the meetings of the Directors. Such responses shall be treated for all purposes as a vote at the meeting of Directors.

Section 4. Meetings of the Board of Directors shall be open to Members of the Corporation, but the President may at any time in his or her discretion declare an executive session of the Board. In such case, the purpose of an executive session shall be declared. Except for specific decisions which may be reached, all matters discussed and opinions expressed within the Board during an executive session shall be considered confidential although minutes shall be kept.

Section 5. The Directors shall be expected to attend scheduled meetings of the Board and the Committees on which they serve.

Section 6. Standing committees and any ad hoc committees shall meet on Call from their respective Chairs or from the President as frequently as necessary to prepare reports and recommendations for the regular meetings of the Board of Directors.

Section 7. Roberts Rules of Order shall govern procedures in all meetings of the Directors, committees and membership if questions are raised concerning procedures.

Section 8. No Director shall vote on any action which might be specifically beneficial to him/her or a person close to him/her or on which he/she has divided loyalties due to personal relationships or work outside the Corporation.



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ARTICLE V: ELECTION OF DIRECTORS, OFFICERS AND NOMINATING COMMITTEE

Section 1. The election of Directors shall take place at the Annual Meeting of Members of the Corporation by a vote of the Members. Up to seven (7) Directors may be elected each year for three-year terms and others elected as needed to fill unexpired terms, all to serve in accordance with Article III, Section 2.

Section 2. In the event of a vacancy which occurs between annual meetings, the Directors may appoint a qualified individual to serve until the next Annual Meeting. Such appointment shall not be considered a regular term within the meaning of Article III, Section 2.

Section 3. The election of Nominating Committee members shall also take place at the Annual Meeting of Members of the Corporation. The committee shall be charged with bringing to the next Annual Meeting two slates of candidates, one for the Board of Directors and the other for the next Nominating Committee. The Nominating Committee shall consist of five members, two of whom shall be Directors elected to serve two-year overlapping terms and three non-Director Members of the Corporation who shall be elected to serve one-year terms, but may serve two consecutive terms. Persons who have served as Directors may serve on the Nominating Committee. The Nominating Committee shall elect its own Chair.

At the first meeting of the Board of Directors following the Annual Meeting of Members, the same Nominating Committee that presented a slate of candidates for that Board shall then also appear and present a slate of candidates for Officers of the Corporation. Only Directors are eligible for election as Officers, and the Secretary shall be a resident of Massachusetts.

Section 4. The names and qualifications of candidates to be proposed by the Nominating Committee for the Board of Directors and names only of the candidates for the next Nominating Committee shall be announced in the Secretary's Call to the Annual Meeting at least three weeks in advance. The Secretary's Call may be issued through a newsletter, separate mailing, or posted on the website.

Additional names and qualifications of candidates for the Board of Directors and names only of candidates for the Nominating Committee may be nominated by petition carrying the signatures of at least twenty-five (25) members. Such petitions must be filed with the Nominating Committee at least four weeks before the Annual Meeting. Such candidates shall be indicated in the Call as petition candidates. Individual members may also make nominations from the floor.

Section 5. In elections at the Annual Meeting and special meetings, candidates receiving the largest number of votes for the position designated are elected.

Section 6: The Board of Directors shall elect Officers at the first Board of Directors meeting after the Annual Meeting. A simple majority vote of the Directors present shall constitute election to office.

ARTICLE VI: AMENDMENTS

Section 1. With the exception of any amendment to Article V, which shall require a two-thirds (2/3) vote at an Annual Meeting of the Corporation, or a vote to dissolve or merge the Corporation as described in Article VII, these bylaws may be amended at any meeting of the Board of Directors by a two-thirds (2/3) vote of those present, provided the Secretary has advised the Directors in the Call to the meeting of a change in the bylaws which is to be presented, in full or in summary. Copies of the proposed change shall be available from the Secretary three weeks prior to the meeting.

ARTICLE VII: DISSOLUTION AND MERGER

Section 1. The Members of the Corporation may dissolve or merge the Corporation upon a two-thirds (2/3) vote of those present at an Annual or Special Meeting of the Corporation, provided the Secretary has advised the Members in the Call to the meeting that dissolution or merger will be considered. The Secretary shall give at least three weeks prior notice of any such meeting.



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Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organizations as are operated exclusively for environmental, scientific or educational purposes and shall at the time qualify as an exempt organizations under Chapter 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) as the Directors shall determine. Any such assets not so disposed of shall be disposed of by the Probate Court of the County of Barnstable with the consent of the Attorney General of the Commonwealth of Massachusetts exclusively for such purposes or to such organizations which are organized and operated exclusively for such purposes as said Court shall determine.

ARTICLE VIII: INDEMNIFICATION

The Corporation shall indemnify and hold harmless each Director and Officer from and against any and all claims and liabilities to which he or she shall become subject by reason of having been a Director or Officer of the Corporation or by reason of any action alleged to have been taken or omitted by him or her as such Director or Officer and shall reimburse each such Director or Officer for all legal and other expenses reasonably incurred by him or her in connection with any such claims or liability provided, however, that no such Director or Officer shall be indemnified against nor be reimbursed for any expenses incurred by him or her in connection with any claim arising out of his or her own intentional or willful misconduct. The rights accruing to any Director or Officer under the foregoing provisions of the Article shall not exclude any other rights to which he or she may be lawfully entitled; nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such Director in any proper case even though not specifically herein provided for. The Corporation and its Directors and Officers shall be fully protected in taking any action or making payment under this Article or in refusing to do so in reliance upon advice of counsel. The Corporation may purchase and maintain insurance on behalf of the persons to be indemnified.