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FRIENDS OF BARNSTABLE HARBOR, INC.

BY-LAWS

ARTICLE I: PURPOSES

The purpose and mission of the Friends of Barnstable Harbor, Inc. is to promote the preservation and enhancement of the historic nautical character and quality of Barnstable Harbor; to anticipate long-range environmental requirements and challenges; to encourage a balance of public access and commercial services; and to promote safe and convenient vessel and vehicle traffic in, on and about its waters, channels, tributaries, beaches, launching ramps and marina areas.

The corporation shall carry out the foregoing purposes exclusively on a non-profit basis in accordance with the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts, and with Section 501(c)(3) of the Internal Revenue Code of 1954 as amended and any corresponding provision which may succeed such Section; and all revenues and other funds received or generated by the corporation shall be used and devoted solely in accord therewith.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the providing of facilities or equipment) or for the prevention of cruelty to children or animals, including marine life, as specified in section 501 (c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE II: MEMBERSHIP AND DUES

Section 1. All interested persons may become members and shall be considered members upon submission of contact information and payment of Annual Dues.

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

Section 3. Membership categories and Annual Dues shall be as determined from time to time by the Board of Directors.

ARTICLE III: ORGANIZATION AND GOVERNANCE

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 twelve (12) to eighteen (18) Directors, who shall have powers as Directors, elected as provided in Article V. The Directors shall be selected from the membership.

Section 2. The term of office for each Director shall be three years. A Director's tenure shall be limited to two consecutive regular terms in office. Thereafter, he or she shall not be re-elected until at least one year shall have passed since his or her last service. Service for an uncompleted, unexpired term to which a Director may initially have been selected shall not be considered a regular term within the meaning of this section. Any years served by a Director as an officer of the corporation up to three years shall not be counted as part of the two consecutive regular terms in office.

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.

Section 4. The duties of the Officers are:

The President shall preside at all meetings of the corporation and shall act as chairman 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 chairman 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 the President.

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 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 can not 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 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 Chairman of these standing committees from the membership of the Board. Each Chairman 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 Chairmen of the standing committees shall be published to the membership promptly upon appointment.

The standing committees are:

A. The Executive Committee, which shall be composed of the officers of the corporation and up to three (3) other Directors, elected annually by the Directors. The Executive Committee may be convened by the President to consider matters of policy or particular urgency and to report in writing accordingly to the Board of Directors.

B. The Finance Committee, which shall be responsible for the custody of all funds of the corporation, financial planning and the preparation of the annual budget. 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, and may be the chairman of the Finance Committee.

C. The Membership Committee, which shall be responsible for encouraging membership in the corporation and overseeing the maintenance of a current roster of members.

D. Activity and Program Committee, which shall inform the membership of all activities relevant the corporation's mission, develop and sponsor events and offer educational programs in the interest of the preservation and enhancement of Barnstable Harbor.

E. Communications and Public Relations Committee, which shall be responsible for overseeing Board authorized communication 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 web site; 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. Development Committee, shall be appointed annually by the Executive Committee, and will suggest to the Directors for their approval, certain fundraising programs, events and activities for the purpose of creating sufficient donation revenue to

support the performance of the corporation's purpose and mission. The Development Committee will plan, organize, execute, and oversee all formal fundraising programs of the corporation.

G. **Board of Advisors**, shall be appointed annually by the Executive Committee and shall number not less than 12 members, each of whom will voluntarily provide certain professional, technical or administrative advisory services to the corporation.

Section 7. The President, with the approval of the Executive Committee, may appoint additional *ad hoc* committees for specific purposes. The Board may establish additional standing committees as the need arises.

ARTICLE IV: MEETINGS AND COMMUNICATIONS

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.

Special meetings of the members may be called by the Board of Directors at any time and shall be called upon by written request of ten (10) members.

All members whose Annual Dues have been paid shall be advised of the place, date, time and purpose of such meetings by the Secretary at least three (3) 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.

Ten (10) 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 the action in writing and the written consents, which may be written and transmitted electronically, are filed with the records of the meetings of the Directors. Such consents 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 opinion expressed within the Board during an executive session shall be considered confidential but minutes shall be kept.

Section 5. 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 chairmen or from the President as frequently as necessary in each individual committee 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 persons close to him/her, or on any matter which may be a conflict of interest.

Section 9. No individual is authorized to speak, or otherwise communicate publicly on behalf of the Corporation, except an Officer, a Director or the chairman of the Communications and Public Relations Committee or a member of said committee designated by the chairman, and only with the prior approval of any such public statement by a vote of the Board of Directors.

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, up to six (6) members to 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 a Nominating Committee also shall take place at the Annual Meeting of members of the corporation. Five members shall be elected each year to bring 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 who shall serve two year overlapping terms and three members of the corporation who shall serve one year terms, but may serve for two years. Persons who have served as Directors may serve on the

Nominating Committee. The Nominating Committee shall elect its own chairman.

At the first meeting of the Board of Directors following the Annual Meeting of Members, the same Nominating Committee which 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 the 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 with sufficient lead time to be included in the Secretary's Call to the Annual Meeting. Such candidates shall be indicated in the Call as petition candidates. Individual members may make nominations from the floor.

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

Section 6. The election of officers from the membership of the Board of Directors shall take place at a meeting of the Board as soon as practical after the Annual Meeting of Members, generally not more than two months later. A simple majority vote of Directors present and voting shall constitute election to office.

ARTICLE VI: FISCAL YEAR

Section 1. The fiscal year of the Corporation shall be from January 1st to December 31st.

ARTICLE VII: AMENDMENTS

Section 1. These bylaws may be amended at any meeting of the membership by a two-thirds (2/3) vote of those present, provided the Secretary has advised the membership in the Call to the meeting of the 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. The Board of Directors, by a majority vote, or any ten (10) members, by submission to the Secretary in writing, may initiate proposals for change in the bylaws.

ARTICLE VIII: DISSOLUTION

Section 1. 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 organization or organizations as are operated exclusively for environmental, scientific or educational purposes and shall at the time qualify as an exempt organization or 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 of 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 organization or organizations which are organized and operated exclusively for such purposes as said Court shall determine.

ARTICLE IX: 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 this 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 person to be indemnified.