

Jonathan Bayliss Society, Inc.

Bylaws

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Bylaws of Jonathan Bayliss Society, Inc.

Article 1 Offices

Section 1.1. Principal Office

The principal office of the Society is located at 11 Rocky Pasture Road, Gloucester, Essex County, Massachusetts 01930.

Section 1.2. Change of Address

The designation of the county or state of the Society's principal office may be changed by amendment of these bylaws. The Board of Directors may change the principal office from one location to another within the state, and such changes of address do not require an amendment of these bylaws.

Section 1.3. Other Offices

The Society may also have offices at such other places, within or without Massachusetts, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may from time to time designate.

Article 2 Nonprofit Purposes

Section 2.1. Internal Revenue Code Section 501(c)(3) Purposes

The Society is organized exclusively for educational and literary purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2.2. Mission

The primary purpose of the Jonathan Bayliss Society is to promote, perpetuate, and enhance the study and appreciation of the literary work of the American writer Jonathan Bayliss (1926-2009) and to encourage scholarship relating to his life, philosophy, and historical and literary context.

Section 2.3. Specific Objectives and Purposes

The Society achieves its mission through sponsoring public readings, encouraging scholarly research, publishing a newsletter-journal, providing information to the public through its website, organizing seminars open to the public, and cooperating from time to time with other literary organizations.

Article 3 Membership

Section 3.1. Determination and Rights of Members

The membership of the Society consists of honorary members and all persons who have paid annual dues. Each member is entitled to one vote. (Institutional members may designate a "primary contact." The primary contact, if not a member in another category, is entitled to one vote.)

Section 3.2. Qualifications and Admission of Members

All persons and institutions interested in furthering the aims of the Jonathan Bayliss Society may become members by paying the dues or by being designated honorary members by the Board of Directors; thereafter,

they may participate in the Society's activities, subject to the provisions of these bylaws, so long as they continue in good standing. All members other than honorary or life members cease to be in good standing when their annual dues are past due.

Section 3.3. Membership Categories

The categories of membership are Honorary, Student, Regular, Dual, International, Institutional, Supporter, Steward, Protector, Sustainer, and Life. The Board of Directors may change the names of the categories or restructure membership categories as deemed advisable by the Board, as long as members retain the rights established in these bylaws.

Section 3.4. Dues

Annual membership runs from January 1 to December 31.

The amount of dues charged for each membership category is established from time to time by the Board of Directors.

Section 3.5. Number of Members

There is no limit on the number of members.

Section 3.6. Membership Records

The Society must keep membership records containing the name and address of each member. Termination of the membership of any member is recorded, together with the date of termination of such membership.

Section 3.7. Nonliability of Members

A member is not, as such, personally liable for the Society's debts, liabilities, or obligations.

Section 3.8. Nontransferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 3.9. Termination of Membership

A member's membership terminates upon the occurrence of any of the following events:

- a. Upon his or her notice of termination delivered to the President or Secretary personally or by mail or email.
- b. Upon a failure to renew membership by paying dues on or before their due date. Such termination is effective thirty (30) days after a written notification of delinquency is given personally or mailed or emailed to the member by the Treasurer. A member may avoid termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
- c. After providing the member with reasonable written notice and an opportunity to be heard orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the Society's interests or purposes. Any person expelled from the Society must receive a refund of dues already paid for the current dues period.

Article 4 Member Meetings

Section 4.1. Place of Member Meetings

Member meetings are held in Gloucester, Massachusetts, or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

Section 4.2. Annual General Meeting and Voting

A regular member meeting will be held annually on a Saturday in September (unless the Board decides otherwise), for the purpose of electing Directors and transacting other business as may be appropriate. The candidates receiving the highest number of votes are elected. Each voting member casts only one vote for each office.

Section 4.3. Special Member Meetings

Special member meetings may be called by the Board of Directors, the President, or by the persons specifically authorized under Massachusetts laws to call special member meetings.

Section 4.4. Notice of Member Meetings

Unless otherwise provided by the Articles of Incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the member meeting and, in the case of a special member meeting, the purpose or purposes for which the meeting is called, must be delivered not less than ten (10) nor more than ninety (90) days before the date of the meeting, either personally or by electronic or postal mail, by or at the direction of the President, the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice is deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears in the Society's records, with postage prepaid. Personal notification includes notification by telephone or electronic mail.

The notice of any member meeting at which Directors are to be elected must also state the names of all those who are known to be nominees or candidates for election at the time notice is given.

Whenever notice of a meeting is required to be given to any member under provisions of the Articles of Incorporation, these bylaws, or Massachusetts law, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, is equivalent to the giving of such notice.

Section 4.5. Quorum for Member Meetings

At all member meetings, a quorum consists of the members (including Directors) present in person, but in no event less than ten (10).

Except as otherwise provided under the Articles of Incorporation, these bylaws, or provisions of law, no business may be considered by the members at any meeting at which the required quorum is not present, and the only motion which the chair may entertain at such meeting is a motion to adjourn.

Section 4.6. Majority Action as Membership Action

Every decision made by a majority of voting members present at a duly held member meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these bylaws, or provisions of law require a greater number.

Section 4.7. Voting Rights

Each member (including the primary contact designated by an institutional member) is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held member meetings is by voice vote except for election of Directors, which must be by written ballot. No member may vote or be represented by proxy.

Section 4.8. Action by Written Ballot in Lieu of Member Meeting

Except as otherwise provided under the Articles of Incorporation, these bylaws, or provisions of law, any action which may be taken at any regular or special member meeting may be taken without a meeting if the Society distributes a written ballot to each member entitled to vote on the matter.

The ballot must set forth the proposed action; provide an opportunity to specify approval or disapproval of each proposal; indicate the number of responses needed to meet the quorum requirement; and, except for ballots soliciting votes for the election of Directors, state the percentage of approvals necessary to pass the measure submitted; and must specify the date by which the ballot must be received by the Society in order to be counted. The date set must afford members a reasonable time within which to return the ballots.

Ballots must be mailed or delivered in the manner required for giving notice of member meetings as specified in these bylaws. Ballots for the election of Directors must also state the names of all those who are known to be nominees or candidates for election to the Board at the time notice is given.

Approval of action by written ballot is valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a member meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 4.9. Conduct of Member Meetings

Member meetings are presided over by the President or, in his or her absence, by a chairperson chosen by a majority of the voting members present at the meeting. The Secretary acts as Secretary of all member meetings, provided that, in his or her absence, the presiding officer appoints another person to act as secretary of the meeting.

Meetings are governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these bylaws, or provisions of law.

Article 5 Directors

Section 5.1. Number and Qualifications of Directors

The number of Directors must be not less than five (5) nor more than eleven (11). Collectively they form the Board of Directors. The number of Directors is fixed from time to time by the Board and the number so fixed comprises the entire Board. Directors must be of the age of majority in Massachusetts and must be members of the Society. Whenever members are referred to in these bylaws, they include directors. Directors need not be Massachusetts residents or U.S. citizens.

Section 5.2. Directors' Powers

Subject to the provisions of Massachusetts laws and any limitations in the Articles of Incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, the Society's activities and affairs must be conducted and all corporate powers must be exercised by or under the direction of the Board of Directors.

Section 5.3. Directors' Duties

Directors are responsible to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these bylaws.
- b. Supervise all Society officers, agents, and employees to assure that their duties are performed properly.

- c. Ensure that a realistic annual budget is developed early enough that the Board can be involved in its review and approval before the beginning of the fiscal year.
- d. Ensure that it has access to timely and accurate income and expense statements, balance sheets, and budget status reports and participate in their review.
- e. Confirm that all required filings (such as tax returns and other required government reporting) are completed accurately and on schedule.
- f. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the Society.
- g. Meet at such times and places as required by these bylaws.
- h. Register their mailing and electronic addresses and telephone numbers with the Secretary.

Section 5.4. Directors' Terms of Office and Staggered Terms

Each Director holds office for a period of two (2) years and until his or her successor is elected and qualifies. The term begins at the commencement of the first Board of Directors meeting following his or her election, and the term ends on the day on which the successor's term begins.

The terms of Directors may be staggered. Should terms be synchronized, the Board may initiate action to establish staggered terms by varying the lengths of terms in a given election as necessary.

Section 5.5. Directors' Compensation and Reimbursement

Directors serve without compensation. If so resolved by the Board, Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Directors must be approved in advance in accordance with the Society's conflict of interest policy, as set forth in these bylaws.

Section 5.6. Schedule for Regular Directors' Meetings

Regular meetings of the Board of Directors may be held at such time and at such places within or without Massachusetts as may be determined by resolution of the Board, which resolution may authorize the President to fix the specific date and place of such meetings. One Directors' meeting is normally held within three (3) days of the Annual General Meeting of the membership, the date, hour, and place of the meeting to be determined by the Board.

Section 5.7. Special Directors' Meetings

Special meetings of the Board of Directors may be called by the President, Secretary, any two Directors, or the persons specifically authorized under Massachusetts laws to call special meetings of the Board. Such meetings are conducted from Gloucester, Massachusetts, or from the place designated by the person or persons calling the special meeting.

Section 5.8. Notice of Directors' Meetings

Unless otherwise provided by the Articles of Incorporation, these bylaws, or provisions of law, the following provisions govern the giving of notice for meetings of the Board of Directors:

At least seven days' prior notice must be given by the President or Secretary. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by electronic means, and must state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

Whenever any notice of a meeting is required to be given to any Director under provisions of the Articles of Incorporation, these bylaws, or Massachusetts law, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, is equivalent to the giving of such notice.

Section 5.9. Directors' Meetings by Telephone

Directors (or a committee appointed by the Board of Directors) may participate in a meeting by telephone or other electronic communications technology by means of which all persons participating in the meeting can hear each other at the same time, if all participants are advised of the technology and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 5.10. Directors' Meetings by Electronic Mail

If permitted by Massachusetts law, Directors (or a committee appointed by the Board of Directors) may participate in a meeting by means of electronic mail or similar means of technology by which all persons participating in the meeting can communicate with each other, and such communication need not be simultaneous. Participation in such a meeting constitutes presence in person at the meeting. In the event that the provisions of this section are held invalid by any court of competent jurisdiction, the remainder of these bylaws must not be thereby deemed invalid.

Section 5.11. Quorum for Directors' Meetings

A majority of Directors constitutes a quorum, unless two or more members are related as defined by the Internal Revenue Code, in which case only one family member is counted toward the quorum.

Except as otherwise provided under the Articles of Incorporation, these bylaws, or provisions of law, no business may be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the chair may entertain at such meeting is a motion to adjourn.

Section 5.12. Majority Action as Board Action

Every decision made by a majority of Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 5.13. Conduct of Directors' Meetings

Meetings of the Board of Directors are conducted by the President, or in his or her absence, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary acts as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer must appoint another person to act as secretary of the meeting.

Meetings are governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these bylaws, or with provisions of law.

Section 5.14. Director Death, Resignation, Removal, and Filling of Vacancy

Vacancies on the Board of Directors exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the President, Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Society would then be left without a duly elected Director in charge of its affairs, except upon notice to the appropriate Massachusetts agency.

Directors may be removed from office, with or without cause, as permitted by and in accordance with Massachusetts laws.

Unless otherwise prohibited by the Articles of Incorporation, these bylaws, or provisions of law, vacancies on the Board may be filled by approval of the Board. If the number of directors then in office is less

than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board holds office until the next election of the Board of Directors or, if earlier, until his or her death, resignation, or removal from office.

Section 5.15. Nonliability and Indemnification of Directors

Directors are not personally liable for the Society's debts, liabilities, or other obligations.

Directors must be indemnified by the Society to the fullest extent permissible under Massachusetts laws.

Section 5.16. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Society (including a Director, employee, or other agent of the Society) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Society would have the power to indemnify the agent against such liability under the Articles of Incorporation, these bylaws, or provisions of law.

Section 5.17. Directors' General Powers as to Negotiable Paper

The Board of Directors must from time to time prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other instruments for the payment of money and designate the officer or officers, and/or agent or agents, who are authorized to make, sign, or endorse the same on behalf of the Society.

Section 5.18. Directors' Powers as to Other Documents

The Board of Directors may authorize any officer or officers, and/or agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Society, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance, or other instrument has been authorized by the Board without specification of the officers authorized to execute, the same may be executed on behalf of the Society by the President or Treasurer.

Article 6 Officers

Section 6.1. Designation of Officers

The officers are President, Secretary, and Treasurer. The Society may create additional offices with such titles as may be determined from time to time by the Board of Directors.

Section 6.2. Qualifications of Officers

Only Directors are eligible to be elected President, Secretary, or Treasurer. The same person may hold more than one office.

Section 6.3. Election and Term of Office

Officers are elected by the Directors. Each officer holds office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first.

Section 6.4. Removal and Resignation of Officers

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary. Any such resignation takes effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation is not necessary to make it effective.

Section 6.5. Officer Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer may be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board fills the vacancy.

Section 6.6. Duties of President

The President is the chief executive officer of the Society. Subject to the direction and control of the Board of Directors, he or she, except as otherwise expressly provided by law, the Articles of Incorporation, or these bylaws, is responsible to:

- a. Be in charge of the business and affairs of the Society.
- b. See that the resolutions and directions of the Board are carried into effect except in those instances in which responsibility is assigned to some other person by the Board.
- c. Perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors.
- d. Preside, if present, at all meetings of the Board of Directors and at all member meetings.
- e. Recommend policies for consideration by the Board.
- f. As provided by vote of the Board, appoint committees as may be deemed advisable, appoint the committee chairs, and fill committee vacancies.
- g. Serve, or designate a representative to serve, on each committee of the Society, with full voting power and included in determining the presence of a quorum.
- h. Execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 6.7. Duties of Secretary

The Secretary's duties are to:

- a. Certify and cause to be kept at the Society's principal office the original or a copy of these bylaws as amended or otherwise altered to date.
- b. Ensure that the approved minutes of meetings, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents are expeditiously recorded in the corporate records of the Society. "Expeditiously" in this context means that the minutes, consents, and supporting documents are recorded in the Society's records by the later of (1) the next meeting of the Board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
- c. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- d. Ensure that up-to-date records of membership are available at the Society's principal place of business, in printed form and also available online to every Director. Any information required to carry out this duty must be made available to the Secretary by the Treasurer.
- e. Exhibit at all reasonable times to any Director, or to his or her agent or attorney, on request therefor, the bylaws, the membership records, and the minutes of Directors' and member meetings.
- f. Ensure that the annual statements by Directors required by these bylaws about conflict of interest are received.
- g. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 6.8. Duties of Treasurer

The Treasurer's duties are to:

- a. Have charge and custody of, and be responsible for, all Society funds and securities, and deposit all such funds in the name of the Society in such banks, trust companies, or other depositories as are selected by the Board of Directors.
- b. Receive monies due and payable to the Society from any source.
- c. Disburse, or cause to be disbursed, the Society's funds as may be directed by the Board of Directors.
- d. Keep and maintain adequate and correct accounts of the Society's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e. Provide income statements and balance sheet reports to Directors at the Board's regular meetings.
- f. Exhibit at all reasonable times the books of account and financial records to any Director, or to his or her agent or attorney, on request.
- g. Render to the President, Directors, and audit committee members, whenever requested, an account of any or all of his or her transactions as Treasurer and of the Society's financial condition.
- h. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- i. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 6.9. Compensation of Officers

No salaries are to be paid to officers. If so resolved by the Board, Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to officers must be approved in advance in accordance with the Society's conflict of interest policy, as set forth in these bylaws.

Article 7 Committees

Section 7.1. Executive Committee

The Board of Directors may, by majority vote, designate an Executive Committee consisting of three (3) Directors and may delegate to such committee the powers and authority of the Board in the management of the Society's business and affairs, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By majority vote, the Board of Directors may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the Board of Directors. The Executive Committee must keep regular minutes of its proceedings, cause them to be filed with the Society's records, and report the same to the Board from time to time as the Board may require.

Section 7.2. Other Committees

The Society may have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may include persons who are not Directors; if so, those not Directors act in an advisory capacity to the Board.

An audit committee will be appointed from time to time by the Board to review a sampling of the Society's financial transactions and make recommendations for improvement.

Section 7.3. Meetings and Action of Committees

The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article 8 Execution of Instruments, Deposits, and Funds

Section 8.1. Execution of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee may have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 8.2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness must be signed by the Treasurer and countersigned by the President.

Section 8.3. Deposits

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

Section 8.4. Gifts

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the nonprofit purposes of the Society.

Article 9 Corporate Records

Section 9.1. Maintenance of Corporate Records

The Society must keep at its principal office:

- a. Minutes of all meetings of the Board of Directors, committees of the Board, and all member meetings, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, indicating their names and addresses, the category of membership held, and the termination date of membership;
- d. A copy of the Articles of Incorporation and bylaws as amended to date, which must be open to inspection by the Society's members at all reasonable times.

Section 9.2. Directors' Inspection Rights

Every Director has the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the Society's physical properties, and has such other rights to inspect the Society's books, records, and properties as may be required under the Articles of Incorporation, other provisions of these bylaws, and provisions of law.

Section 9.3. Members' Inspection Rights

Every member has the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand to the Secretary, which demand must state the reasonable purpose for which the inspection rights are requested.

- b. To obtain from the Secretary, upon written demand and payment of a reasonable charge to the Secretary, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand must state the reasonable purpose for which the list is requested. The membership list must be made available within a reasonable time after the demand is received by the Secretary or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board of Directors or committees of the Board, upon written demand on the Secretary by the member, for a purpose reasonably related to such person's interests as a member.

Members have such other rights to inspect the Society's books, records, and properties as may be required under the Articles of Incorporation, other provisions of these bylaws, and provisions of law.

Section 9.4. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection must include the right to copy and make extracts.

Section 9.5. Periodic Reports

The Board of Directors must cause any annual or periodic report required under law to be prepared and delivered to an office of the government or to the members, to be so prepared and delivered within the time limits set by law.

Article 10 IRC 501(c)(3) Tax Exemption Provisions

Section 10.1. Limitations on Activities

No substantial part of the Society's activities may be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Society may not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, the Society may not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 10.2. Prohibition Against Private Inurement

No part of the Society's net earnings may inure to the benefit of, or be distributable to, its members, Directors, or other private persons, except that the Society is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Society.

Section 10.3. Distribution of Assets

Upon the dissolution of the Society, its assets remaining after payment, or provision for payment, of all the Society's debts and liabilities, must be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or must be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution must be made in accordance with all applicable provisions of law.

Section 10.4. Private Foundation Requirements and Restrictions

In any taxable year in which the Society is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Society (1) must distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) may not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) may not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) may not make any investments in such manner as to subject the Society to tax under Section 4944 of the Internal Revenue Code; and (5) may not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 11 Conflict of Interest and Compensation Approval Policies

Section 11.1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director of the Society or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 11.2. Definitions

a. Interested Person. Any Director, member of a committee with Board-delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Society has a transaction or arrangement;
2. A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 11.3, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing committee decides that a conflict of interest exists.

Section 11.3. Conflict of Interest Avoidance Procedures

- a. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she must leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members must decide if a conflict of interest exists.

- c. **Procedures for Addressing Conflict of Interest.** An interested person may make a presentation at the Board or committee meeting, but after the presentation, he or she must leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict.

The chairperson of the Board or committee, if appropriate, appoints a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board or committee must determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee must determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it must make its decision as to whether to enter into the transaction or arrangement.

- d. **Violations of the Conflicts of Interest Policy.** If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it must inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it must take appropriate disciplinary and corrective action.

Section 11.4. Records of Board and Board Committee Proceedings

The minutes of meetings of the Board and all committees with Board-delegated powers must contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 11.5. Compensation Approval Policies

A voting Director who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.

No voting Director or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board must also comply with the following additional requirements and procedures:

- a. The terms of compensation must be approved by the Board or compensation committee prior to the first payment of compensation;

- b. All Directors or compensation committee members who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Director or committee member approving a compensation arrangement between this organization and a “disqualified person” (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - 1. Is not the person who is the subject of the compensation arrangement, or a family member of such person;
 - 2. Is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 - 3. Does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 - 4. Has no material financial interest affected by the compensation arrangement; and
 - 5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Director or committee member.
- c. The Board or compensation committee must obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - 1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. “Similarly situated” organizations are those of a similar size, purpose, and with similar resources;
 - 2. The availability of similar services in the geographic area of the Society;
 - 3. Current compensation surveys compiled by independent firms;
 - 4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement. As allowed by IRS Regulation 4958-6, if the Society has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.
- d. The terms of compensation and the basis for approving them must be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation must include:
 - 1. The terms of the compensation arrangement and the date it was approved;
 - 2. The Directors or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Director or committee member;
 - 3. The comparability data obtained and relied upon and how the data was obtained;
 - 4. If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee must record in the minutes of the meeting the basis for its determination;
 - 5. If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them must be recorded in the minutes of the Board or committee meeting;
 - 6. Any actions taken with respect to determining if a Director or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);

7. The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or sixty (60) days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

Section 11.6. Annual Statements

Each Director and member of a committee with Board-delegated powers must annually sign a statement which affirms he or she:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 11.7. Periodic Reviews

To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews must be conducted, including:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

When conducting the periodic reviews as provided for in Section 11.7, the Society may, but need not, use outside advisors. If outside experts are used, their use does not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

Article 12 Amendment of Bylaws

Subject to the power of the members to adopt, amend, or repeal the bylaws and except as may otherwise be specified under provisions of law, these bylaws may be altered, amended, or repealed and new bylaws adopted by approval of the Board of Directors.

Article 13 Construction and Terms

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation must govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws are unaffected by such holding.

All references in these bylaws to the Articles of Incorporation are to the Articles of Incorporation filed with the Massachusetts Secretary of State and used to establish the Society's legal existence.


All references in these bylaws to a section or sections of the Internal Revenue Code are to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF AMENDED BYLAWS


The members having approved a change to the Bylaws at the Annual General Meeting on September 7, 2019, the Board of Directors approved the adoption of these amended Bylaws, incorporating the approved change, at their meeting on December 14, 2019.


Catherine Bayliss
President

11/1/2020
Date


David P. Bowditch
Secretary

12/31/2019
Date


Stephen C. Farrell
Treasurer

1-2-2020
Date