

BY-LAWS OF
MASSACHUSETTS SOCIETY OF MUNICIPAL CONSERVATION PROFESSIONALS,
INCORPORATED

Article I
Name and Location

The name of this charitable corporation shall be Massachusetts Society of Municipal Conservation Professionals, Incorporated (“MSMCP”).

The principal office of the Corporation in the Commonwealth of Massachusetts shall be located at the place set forth in the current annual report of the Corporation. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a revised annual report with the Secretary of the Commonwealth.

Article II
Powers and Fiscal Year

The Corporation shall have all the powers and enjoy all of the privileges granted by the laws of the Commonwealth of Massachusetts as set forth in the Articles of the Organization of the Corporation.

The Directors may adopt and alter the seal of the Corporation.

The fiscal year of the Corporation shall, unless otherwise decided by the Directors, end on the last day of June in each year.

Article III
Purposes

This Corporation is formed exclusively for charitable and educational purpose, including for such purposes: to serve and support municipal conservation staff in order to raise the level of professionalism by meeting these objectives: providing a forum for professional information exchange; sponsoring technical and scientific seminars and conferences; fostering cooperation among contiguous or regionally related conservation commissions and their staff; promoting the advancement of professional staffing; providing a directory of staff members; sponsoring environmental research; and serving in other related ways. Further the corporation may engage in any and all activities which are permissible activities for a charitable corporation under the provisions of Massachusetts General Laws, Chapter 180, and the United States Internal Revenue Code, as the same may be amended from time to time.

Article IV

Membership

Section 1. Classes of Membership: The Corporation shall have one class of members.

Section 2. Eligibility: Any person who is or has been staff of a conservation commission or acting as staff of a conservation commission is eligible to be a member upon payment of dues. The Executive Director of the Massachusetts Association of Conservation Commissions shall be an ex-officio member without the payment of dues.

Section 3. Tenure: Each member shall remain as such so long as his payment of dues is current, or until a member sooner dies, resigns or is removed.

Section 4. Powers: Members shall have all rights and powers as are vested in them by law.

Section 5. Voting: Members shall vote and each member shall be entitled to one vote.

Section 6: Suspension and Removal: A member may be suspended or removed for cause by vote of a majority of the Board of Directors. A member may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors.

Section 7. Resignation. A member may resign by delivering a written resignation to the President, Treasurer or Clerk of the Corporation, to a meeting of the members or Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 8. Annual Meeting of Members: The annual meeting of the members shall be held in the Spring of each year unless an alternate date is agreed to by the board. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of the Organization or by these By-Laws, may be specified by the Directors or by the President. If no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

Section 9. Place of the Meeting: All meetings of the members shall be held at the principal office of the Corporation unless a different place is fixed by the Directors or the President and stated in the notice of the meeting.

Section 10. Notice of the Meeting: A written notice of every meeting of the members, stating the place, date and hour thereof, and the purposes for which the meeting is to be held, shall be given by the Clerk or by the person who called the meeting at least seven (7) days before the meeting to each member entitled to vote thereat by leaving such notice with the member or at the residence or the usual place of business of the member, by transmitting such notice by electronic mail to the member addressed to such member at the address of the member as it appears on the books of the Corporation, and by posting on the organization's website, facebook

page or other similar social media. No notice need be given to any member if a written waiver of notice, executed before or after the meeting by the member or his attorney thereunto authorized, is filed with the records of the meeting.

Section 11. Action at Meeting: When a quorum is present, a majority of the members present and voting on a matter, except where a larger vote is required by law, the Articles of the Organization or these By-Laws, shall decide any matter to be voted on by the members. Any election by the members shall be determined by a plurality of the votes cast by the members entitled to vote at the election. No ballot shall be required for such election unless requested by a member present or represented at the meeting and entitled to vote in the election.

Section 12. Special Meetings of the Members: Special meetings of the membership may be called by the President or the Board of Directors at such time and place as the President or the Board of Directors, respectively, may determine by giving notice to each member, showing the date, time, place and purpose of such special meeting, in the manner provided in Section 10 above. Upon written application by at least three (3) members of the Corporation requesting a special meeting and stating the purposes therefore, the Board of Directors shall be required within thirty (30) days thereafter to call a special meeting of the members of the Corporation.

Section 13. Meeting or Election Not Held: If any meeting is not held or any election is not made, or any other business is not transacted on the day it should have been, or if the election is not legally transacted, the meeting may be held and the election and other business may be ratified at any subsequent meeting duly called.

Section 14. Quorum: Five (5) members shall constitute a quorum. The vote of the majority in interest of any quorum shall be sufficient to transact business unless otherwise provided by law, or by the Articles of the Organization or by these By-Laws.

Article V Officers

Section 1. Officers: The officers of the Corporation shall be a President, Vice President, Treasurer and Clerk and such other officers, including one (1) or more Vice Presidents, Assistant Treasurers and Assistant Clerks as the Directors may determine.

Section 2. Election and Term of Office: The officers of the Corporation shall be elected annually by the members at the Annual Meeting of the members. If the elections of the officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor to such officer shall be been duly elected and shall have qualified.

Section 3. Qualifications: An officer must be a member of the Corporation and, except for the Treasurer or Clerk or any Assistant Treasurer or Assistant Clerk, an officer A person may

hold more than one office at the same time except that no person may be both President and Clerk.

Section 4. Removal: Any officer elected by the members may be removed at any time. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby. Any officer may be removed by the Board of Directors for failure to attend a minimum of half of the scheduled meetings per year, unless the officer notifies the President or Clerk that he/she cannot attend the meeting and remains active and/or participates in the agenda items outside of the scheduled meeting.

Section 5. Resignation: Any officer may resign by delivering a written resignation by mail or email, to the Corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6: Vacancies: A vacancy in any officer because of a death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors, for the unexpired portion of the term.

Section 7: President: The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Clerk or any other proper officer of the Corporation authorized by the Board of Directors, 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 execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation, and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Vice President: In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time be assigned to him/her by the President or the Board of Directors.

Section 9. Treasurer: The Treasurer shall have charge and custody and be responsible for all sums and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 10. Clerk: The Clerk shall keep the minutes of meetings of the members and 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 By-Laws 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 is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Clerk by such member; and in general perform all duties incident to the office of the Clerk and such other duties as from time to time may be assigned to the Clerk by the President or by the Board of Directors.

Section 11. Assistant Treasurers and Assistant Clerks: If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Clerks in general, shall perform such duties as from time to time may be assigned to the Clerk by the President or by the Board of Directors.

Article VI Directors

Section 1. Powers: The business of the Corporation shall be managed by a Board of Directors who may exercise all the powers of the Corporation except as otherwise provided by law, by the Articles of the Corporation or by these By-Laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

Section 2. Duties: It shall be the duty of the Board of Directors to carry out the purposes of the Corporation in accordance with the Articles of the Organization and these By-Laws. They shall formulate the policies of the Corporation, shall authorize expenditure of the Corporate funds, and shall provide a procedure for disciplining of members of the Corporation for cause. They shall be in charge of the management and control of the affairs, funds and property of the Corporation.

Section 3. Number and Election: The number of Directors shall be fixed by the members or the Board of Directors, but shall not be less than seven (7) or more than fifteen (15), except that whenever there shall be only two (2) members the number of directors shall not be less than two (2) and whenever there shall be only one (1) member, there shall be at least one (1) director. The directors shall be elected by the members at the annual meeting unless otherwise provided by law. At any special or regular meeting, the Directors then in office may increase the number of Directors and elect new Directors to complete the number so fixed; or they may decrease the number of Directors to the number so fixed, but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more Directors. A Director shall be a member of the Corporation.

The Executive Director of the Massachusetts Association of Conservation Commissions shall serve as a non-voting ex-officio Director and that Executive Director shall automatically be a member of the corporation without the payment of dues but shall not be counted as a Director.

Section 4. Tenure: Each Director shall hold office for three (3) years or until a successor therefore is duly elected and qualified, or until the Director sooner dies, resigns, is removed or becomes disqualified.

The Directors shall be elected at the Annual Meeting of the Corporation by vote of the members to served for a period of three (3) years, or until their successors shall qualify. At the first meeting of the Board of Directors held after the adoption of these By-Laws, the Board shall classify its membership into three (3) groups as follows: one-third of the members of the Board who shall serve for a term of one (1) year, or until their successors are duly elected; one-third who shall serve for a term of two (2) years, or until their successors are duly elected; and one-third who shall served for a term of three (3) years, or until their successors are duly elected. In the event of an increase in the number of Directors, from time to time, the term of any new Director shall be established by lot, in order that as far as possible the terms of on-third of the Directors shall be elected to serve for a period of three (3) years, or until their successors are duly elected at the next Annual Meeting of the Corporation.

Section 5: Vacancies: Any vacancy in the Board of Directors, other than a vacancy resulting from the enlargement of the Board, may be filled by the members or, in the absence of member action, by the Directors then in office. The Director so appointed by the Directors then in office shall served for the unexpired term to which he was appointed or, if appointed to fill a vacancy resulting from an enlargement of the Board, until the next Annual Meeting of the members.

Section 6. Regular Meetings: Regular meetings of the Directors may be held at such places and times as the Directors may determine.

Section 7. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the Commonwealth of Massachusetts, as the place for holding any special meeting of the Board called by them.

Section 8. Notice: Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered by mail or email to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon repaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, or other purpose of, any special meeting of the Board must be specified in the notice or waiver of notice of such meeting.

Section 9. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The assent in writing of any Director to any vote or action of the Directors taken at any meeting, whether or not a quorum was present, shall have the same effect as if the Director so assenting were present at such meeting and voted in favor or such vote or action.

Section 10. Removal of Directors: Any one or more of the Directors may be removed with or without cause at any time by a majority of the members, or without cause by a vote of $\frac{3}{4}$ of the Board of Directors. The Board of Directors elected to serve for a period of three years, or until their successors are duly elected at the next Annual Meeting of the Corporation. Any Director may be removed by the Board of Directors for failure to attend a minimum of half of the scheduled meetings per year, unless the Director notifies the President or Clerk that he/she cannot attend the meeting and remains active and/or participates in the agenda items outside of the scheduled meeting.

Section 11. Action by Consent: Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all of the Directors and filed with the records of Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 12. Action by Telephone: The Board of Directors or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Article VII Committees

Section 1. Election: The Directors may, by vote of a majority of the Directors then in office, elect from their number an executive or other committees and may by like vote delegate thereto some or all of their powers except those which by law, the Article of the Organization or these By-Laws, they are prohibited from delegating. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors.

Section 2. Advisory and Other Committees: The Board of Directors may provide for such other committees, including committees, advisory groups, etc., consisting in whole or in part of non-Directors, as it deems desirable, and discontinue the same at its pleasure. Each such committee shall be advisory to the Board of Directors and shall have such powers and perform such duties or functions, not inconsistent with law, as may be prescribed for it by the Board of

Directors. Appointments to, and the filling of, vacancies on such other committees shall be made by the President unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its next meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in such committees shall be filled for the unexpired term by the Board of Directors, and the Board of Directors may appoint one or more persons as alternate members of such committees who may take the place of an absent member at any meeting.

Article VIII Contracts, Checks, Deposits and Funds

Section 1. Contracts: The board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation 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 Corporation.

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

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

Article IX Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of members entitled to vote. All books and records of the Corporation may be inspected by any member or agent or attorney of a member for any proper purposes at any reasonable time.

Article X

Miscellaneous Provisions

Section 1. Seal: The seal of the Corporation shall, subject to alteration by the Directors, bear its name, the word “Massachusetts” and the year of its incorporation.

Section 2. Articles of the Organization: All references in these By-Laws to the Articles of the Organization shall be deemed to refer to the Articles of the Organization of the Corporation, as amended in effect from time to time.

Section 3. Amendments: These By-Laws at any time may be amended by vote of the members, provided that notice of the substance of the proposed amendment is stated in the notice of the meeting, or may be amended by vote of a majority of the Directors then in office if so authorized by the Articles of the Organization, except that no amendment may be made by the Directors which changes the date of the annual meeting with respect to removal of Directors or the election of committees by Directors and delegation of powers thereto, or amendment of these By-Laws. No change in the date of the annual meeting may be made within twenty (20) days before the date fixed in these By-Laws. Not later than the time of giving notice of the meeting of the members next following the making, amending or repealing by the Directors of any By-Laws, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the By-Laws.

Section 4. Indemnification of Officers and Directors: The Corporation shall indemnify and hold harmless each person, now or herein after a Director, officer, employee or other agent of the Corporation and each person who serves at the request of the Corporation as a Director, officer, employee or other agent of another organization or who serves at the request of the Corporation in a capacity with respect to any employee benefit plan, from and against any and all claims and liabilities to which such person may be or become subject by reason of being or having been a Director, officer, employee or other agent of the Corporation, or having served with respect to any employee benefit plan or by reason of alleged acts or omissions as Director, officer, employee or other agent against and for any and all legal and other expenses reasonably incurred by such person in connection with any such claims and liabilities, actual or threatened, whether or not at or prior to the time when so indemnified, held harmless and reimbursed such person had ceased being a Director, officer, employee or other agent of the Corporation, or of such other organization or who no longer serves with respect to any such employee benefit plan. Such indemnification may include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such person shall be adjudicated to be not entitled to indemnification under Section 6 of Chapter 180 of the Massachusetts General Laws which undertaking may be accepted without reference to the financial ability of such person to make repayment. No indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the action of such person was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. The absence of any express provision for indemnification shall not limit any right of indemnification independent of Section 6 of

Chapter 180 of the Massachusetts General Laws. The Corporation may, prior to such final adjudication, compromise and settle any such claims and liabilities and pay such expenses, if such settlement or payment or both appears, in the judgment of a majority of the Board of Directors to be for the best interest of the Corporation, evidenced by a resolution to that effect adopted after receipt by the Corporation of a written opinion of counsel for the Corporation that such Director, officer, employee or other agent of the Corporation or such other organization or who serves with respect to any such employee benefit plan, has not acted in bad faith, gross negligence or reckless disregard of all duties in such compromise, settlement and payment. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or other agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or other agent of another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

Approved 8/8/91

Amended 4/15/2015

Amended 5/16/2018

Amended 6/26/2019

Amended 6/23/2021

Amended 6/7/2023)

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