

BY-LAWS of The First Parish Meetinghouse Preservation Society of Shirley, Inc.

Section 1 Name, Purposes, Location, Corporate Seal and Fiscal Year

1.1 Name and Purposes.

- The First Parish Meeting House Preservation Society of Shirley: AKA the Shirley Meeting House
- The purpose of the society is to preserve and maintain the historic Meetinghouse and encourage its continued use for social, civic, and cultural purposes

1.2 Location.

- 41 Brown Road AKA On the Common, Shirley MA. 01464 AKA

1.3 Fiscal Year.

- The fiscal year of the corporation shall, unless otherwise decided by the directors, end on the 31st day of December in each year.

Section 2. Members

2.1 Membership.

- Membership shall be open to all that have interest in and support the preservation of the Meeting House and its continued use for social, civic, and cultural purposes.
- The conditions for membership and the classes of membership, if any, shall be established by the Board of Directors.

2.2 Annual Meetings.

- The annual meeting of the members shall be held on the fourth Friday of May of each year in the Shirley Meeting House , or on such other date or location as may be designated.
- However, no change in the date fixed in these by-laws for the annual meeting shall be made within seven days before the date stated herein. Notice of any change of the date fixed in these by-laws for the annual meeting shall be given to all members at least fourteen days before the new date fixed for such meeting.
- If the annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the Annual Meeting, and in such case all references to these by-laws to the Annual Meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice given as provided in **Section 2.3**

2.3 Special Meetings.

- Special meetings of the members may be held at any time and at any place within the Town of Shirley, Massachusetts.
- Special meetings of the members may be called by the President or by the Directors, and shall be called by the Treasurer/Clerk, or in the case of death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of three or more members.

Section 3. Board of Directors

3.1 Powers.

- The business of the corporation shall be managed by a Board of Directors who shall have and may exercise all the powers of the corporation except as otherwise reserved to the members by law, by the Articles of Organization 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.

3.2 Number.

- The Directors shall fix the number of Directors prior to the Annual Meeting, which shall be at least seven (7). At any special or regular meeting, the Directors then in office may increase the number of Directors; or they may decrease the number of Directors, but in no event shall such number be reduced to fewer than seven (7).
- All Directors of the corporation shall have voting powers on the Board of Directors and that Action by Vote gives each member one (1) vote. Actions by Vote by Board members may also be in writing or by telephone or electronically.

3.3 Election.

- Each member of the corporation shall have one (1) vote in the election of Directors of the corporation.
- Each Director shall be elected by simple majority vote.
- Nominations for Directors will be made by the Nominating Committee composed of at least 3 Directors.
- Only members in good standing will be considered as nominees.
- The Nominating Committee shall submit nominations for new Directors to the Board in writing at least thirty (30) days prior to the Annual Meeting.
- Additional nominations may be made by members in good standing by written submission to the Board of Directors then serving, at least thirty (30) days prior to the Annual Meeting.
- If the Nominating Committee has not provided enough candidates for election to fill all the seats on the Board, the President may open nominations from the floor of the Annual Meeting.

3.4 Tenure.

- Each Director shall hold office, commencing with the date of the annual May meeting following his or her election, for a period of three years.

3.5 Committees.

- The Directors may elect or appoint one or more committees including an Executive Committee consisting of all elected Officers and two Directors at large and may delegate to any such committee or committees any or all of their powers.
- Directors may appoint committees composed of members or other interested persons.
- Any committee to which the powers of the Directors are delegated shall consist solely of Directors. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the Directors.
- The members of any committee shall remain in office at the pleasure of the Directors.

3.6 Suspension or Removal.

- A Director may be suspended or removed (a) with or without cause by vote of two-thirds of the Directors then in office or (b) with cause by vote of a majority of Directors then in office.
- A Director may be removed with cause only after reasonable notice and an opportunity to be heard.

3.7 Resignation.

- A Director may resign by delivering his or her 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.

3.8 Vacancies.

- Any vacancy in the Board of Directors, except a vacancy resulting from enlargement, which must be filled in accordance with Section 3.3, above, may be filled by the remaining Directors.
- Each successor shall hold office for the unexpired term or until he or she sooner dies, resigns, is removed or becomes disqualified.
- The Directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

3.9 Regular Meetings.

- Regular meetings of Directors may be held monthly at such times and at such places as the Directors may determine.

3.10 Special Meetings.

- Special meetings of the Directors may be held at any time and at any place when called by the Chairman of the Board of Directors (or if there is no such Chairman, the President) or by two or more Directors.

3.11 Call and Notice.

a. Regular Meetings.

- No call or notice shall be required for regular meetings of Directors, provided that reasonable notice of regular meetings of the Board of Directors is announced at the Annual Meeting of the members and sets forth the time and place for such regular meeting and sets forth the periodic frequency schedule of such subsequent regular meetings.
- However, specific notice of a regular meeting of the Board of Directors is necessary if the purpose of a regular meeting concerns either contracts or transactions of the corporation with interested persons or concerns amendments to these by-laws. Specific notice shall also be given to each Director when and if otherwise required by law, the articles of organization or these by-laws.

b. Special Meetings.

- Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, (ii) amendments to these by-laws, (iii) an increase or decrease in the number of Directors or (iv) removal or suspension of a Director.

b. Reasonable and Sufficient Notice.

- Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director to send notice by mail or electronically at least seven (7) days before the meeting addressed to him or her at his or her usual or last known residential address.

3.12 Quorum.

- At any meeting of the Directors, five (5) of the Directors then in office shall constitute a quorum.
- Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.13 Action by Vote.

- When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization, or these by-laws.

3.14 Action by Writing.

- Any action required or permitted to be taken at any meeting by the Directors may be taken without a meeting, if all the Directors consent to the action in writing, and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

3.15 Compensation.

- Directors shall not be entitled to receive for their services as directors any compensation. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

Section 4. Sponsors, Benefactors, Contributors, Advisers and Friends of the Corporation

4.1 The Directors may designate certain persons or groups of persons, corporations or other business or private entities as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they may deem appropriate.

Section 5. Officers and Agents

5.1 Number and Qualification.

- The Officers of the corporation shall be a President, a Vice Presidents, a Treasurer, and a Clerk, and such other officers, if any, as the Directors may determine.
- The corporation may also have such agents, if any, as the Directors may appoint.
- An officer must be a Director of the corporation.
- The Treasurer and the Clerk shall each be residents of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process.
- A person may hold more than one office at the same time.

5.2 Election.

- The President, Vice Presidents, Treasurer and Clerk shall be elected annually for a term of three years each as their staggered term expires by the Directors at their first regular meeting following the Annual Meeting of the corporation.
- Other officers, if any, may be elected by the Directors at any time.

5.3 Tenure.

- The President, Vice Presidents, Treasurer and Clerk each other officer, if any, shall each hold office for three years following the Annual Meeting of the corporation and until his or her successor is chosen and qualified, unless a shorter

period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

- Each agent shall retain his authority at the pleasure of the Directors.

5.4 President.

- The president shall be the chief executive officer of the corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the corporation.
- The President shall preside at all meetings of the Directors, except as the Directors otherwise determine.

5.6 Vice President.

- The Vice President shall serve as President in the absence of the President.

5.7 Treasurer.

- The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He or she shall be in charge of its financial affairs and funds, and shall keep full and accurate records thereof. He or she shall have such other duties and powers as designated by the Directors or the President. He or she shall also be in charge of the corporate books of account and accounting records, and of its accounting procedures.
- All financial records and books of financial accounting of the corporation shall be kept within the Commonwealth at the principal office of the corporation or at the office of its Treasurer or of its resident agent and shall be open at all reasonable times to the inspection of any member or Director.

5.8 Clerk.

- The Clerk shall record and maintain records either manually or electronically of all proceedings of the Directors and filed on paper in a book or series of books kept for that purpose, which book or series of books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its Clerk or of its resident agent and shall be open at all reasonable times to the inspection of any member or Director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles of organization and by-laws and names of all members and Directors and the address of each.
- If the Clerk is absent from any meeting of members or Directors, a Temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at that meeting.

5.9 Suspension or Removal.

- An officer may be suspended or removed with or without cause by vote of two-thirds of the Directors then in office at any special meeting called for such purpose or at any regular meeting.

- An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.10 Resignation.

- An officer may resign by delivering his 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.

5.11 Vacancies.

- If the office of any Officer becomes vacant, the Directors may elect a successor.
- Each such successor shall hold office for the unexpired term, and in the case of the President, Treasurer, or Clerk until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed, or becomes disqualified.

Section 6. Execution of Papers

Except as the Directors may generally authorize, or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President or a Vice President and by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the President or Vice President and the other is the Treasurer, shall be binding upon the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, these by-laws, resolutions or votes of the corporation.

Evidence of Authority A certificate by the Clerk or Temporary Clerk of the corporation as to any matter relative to the Articles of Organization, By-Laws, record of the proceedings of the incorporators, members, Board of Directors, or any committee of the Board of Directors, or as to any action taken by any person or persons as an officer or agent of the corporation, shall, as to all persons who rely thereon in good faith, be conclusive evidence of the matter so certified.

Section 7. Personal Liability

The members, Directors and Officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation, may look only to the funds and property of the corporation for the payment of any such

contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 8. Amendments

These by-laws may be altered, amended, or repealed in whole or in part by vote of two-thirds of the voting Directors then in office, except with respect to any provision thereof which by law, the articles of organization or these by-laws requires action of the corporation's members.

order to be in full force and effect, bylaws amended by the board of Directors must be In ratified and accepted by the membership by majority vote at an Annual or Special Meeting in accordance with the provisions of the bylaws. Notice thereof stating the substance of such change shall be given to all members. The members may, with a two thirds vote, alter, amend or repeal any by-law adopted by the Directors or otherwise or adopt, alter, amend or repeal any provision which law, the articles of organization or these by-laws requires action by the members.

Adopted: _____, 1995
By-laws amended _____, 2010