

BY-LAWS  
OF  
FRIENDS OF ELLIOT NORTON PARK/FRIENDS OF BAY VILLAGE PARKS

ARTICLE I  
NAME AND PURPOSE

The name of the Corporation is FRIENDS OF ELLIOT NORTON PARK/FRIENDS OF BAY VILLAGE PARKS. The purpose of the Corporation is to improve public parks in and adjacent to Bay Village, including Elliott Norton Park and Bay Village Neighborhood Park, to help make green spaces in and around Bay Village thriving urban oases for plants and people, and thereby to help educate town residents concerning the benefits of green spaces and uplift them and improve the quality of their lives, by lessening neighborhood tensions and protecting against community deterioration, and to carry out such activities and programs in furtherance of such purpose as may be carried out by a Corporation organized Massachusetts General Laws Chapter 180 and a corporation entitled to tax exemption under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II  
MEMBERS

1. Membership. The Corporation shall have members, who shall be entitled to participate in the corporation's activities and to vote in the election of directors and other issues submitted to the vote of the members. Any person who subscribes to the purpose of the Corporation shall be entitled to become and remain a member upon a contribution to the Corporation of Twenty-Five Dollars (\$25.00) per year, or such other annual contribution as may be established from time to time by the Board of Directors.

2. Meetings. An annual meeting of members shall be held on the \_\_\_\_\_ day of \_\_\_\_\_, or such other date in the month of \_\_\_\_\_ as shall be specified by the Board of Directors. Special meetings of the members may be called by the President or any Director. At least seven days written or electronic notice shall be given for all meetings of the members. Sixty percent (60%) of the members shall constitute a quorum for the transaction of business at any meeting of the Board. A person who has made the annual contribution referred to above during the twelve months immediately prior to any meeting of members shall be entitled to vote at such meeting. Each such member shall have one vote.

ARTICLE III  
BOARD OF DIRECTORS

1. Number, Powers and Term. The business and property of the Corporation, except as otherwise provided by law, shall be conducted and managed by its Board of Directors, which

shall consist of not less than three (3) nor more than fifteen (15) persons, the number to be determined from time to time by the Board. Directors shall serve for a term of one year, and until the election and qualification of their successors. Interim vacancies and unfilled directorships may be filled by a majority vote at any meeting of the Board.

3. Meetings. Regular meetings of the Board of Directors shall be held monthly or at such other intervals as may be determined from time to time by the Board. Special meetings of the Board may be called by the President or by any two (2) members of the Board. An annual meeting for the election of Directors and Officers shall be held on July 30th of each year or on such date in July or August as shall be determined by the Board.

4. Quorum. Sixty percent (60%) of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

5. Notices. Not less than seven (7) days written or electronic notice shall be given for regular meetings, and not less than forty-eight (48) hours written or telephonic or electronic notice shall be given for special meetings, of the Board of Directors.

6. Removal. A Director may be removed, with or without cause, by the vote of two-thirds (2/3) of the Directors voting.

## ARTICLE IV

### OFFICERS

1. Designation and Election. The officers of the Corporation shall consist of a President, a Clerk and a Treasurer, together with such additional officers, if any, as may be provided for by the Board from time to time. Officers shall be elected annually by the Board at the annual meeting, and shall serve for one year terms or until the election and qualification of their successors.

#### 3. Powers and Duties.

The President shall preside at all meetings of the Board of Directors, shall plan agendas for all meetings, shall appoint committee members and chairpersons, shall represent the Corporation at gatherings and public functions, shall coordinate the work of the officers and committees of the Corporation, shall coordinate the work of the officers and committees of the Corporation and shall perform such other duties as are normally performed by the president of a non-profit corporation and such other duties as may be prescribed in these by-laws or delegated to the President by the Board of Directors.

The Clerk shall record the minutes of all meetings of the Board of Directors, shall be responsible for sending out notices of all such meetings; shall maintain a list of all Directors; and shall perform such other duties as are normally performed by the clerk of a non-profit corporation and such other duties as may be delegated to the Clerk by the Board of Directors.

The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements and books of accounts of the Corporation and shall keep a full and accurate account thereof; shall present a financial report at regular meetings of the Board of Directors and at other times requested by the Board of Directors and shall perform such other duties as are normally performed by the treasurer of a non-profit corporation and such other duties as may be delegated to the Treasurer by the Board of Directors.

Any additional officers shall have such duties and responsibilities as are prescribed by the Board of Directors at the time such offices are created.

## ARTICLE V

### COMMITTEES

1. Creation and Powers. The Board of Directors may create such standing and special committees as it may deem necessary to promote the purposes and carry out the work of the Corporation, including an Executive Committee which may be given all of the powers of the Board when the Board is not in session except the power to make, amend or repeal the bylaws or the power to elect Directors. The Board of Directors shall name the members and chair of any committee so created, or may delegate that power to the President.

2. Membership. Committee chairs must be members of the Board of Directors, but committee members need not be Directors or Members.

## ARTICLE VI

### OTHER PROVISIONS

1. Informal Action Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent to such action is signed by all Directors and such written consent is filed with the records of the Corporation. One or more Directors or members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar equipment if all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

2. Checks, Bank Accounts, Contracts, etc. The Board of Directors shall select such banks or depositories as it deems appropriate for the funds of the Corporation. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness shall be signed by such officer(s) or agent(s) and in such manner as shall from time to time be determined by the Board of Directors.

3. Indemnification. The Corporation may indemnify its directors, officers, employees or agents in accordance with, and to the extent permitted by, the provisions of Section 6 of Chapter 180 of the General Laws of Massachusetts as in effect at the time of adoption of these bylaws or as the same may from time to time be amended.

4. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

## ARTICLE VII

### AMENDMENTS

These bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote at any meeting of the Members or of the Board of Directors, provided, however, that the notice for that meeting has stated that a bylaw amendment will be voted upon and has set forth the wording of the proposed amendment or a summary of its provisions and a statement of its purpose.