

**By Laws of
WILLETT POND CHARITABLE and PROTECTION
ASSOCIATION, INC.**

ARTICLE I NAME

The name of this corporation shall be Willett Pond Charitable and Protection Association, Inc. (the "Association").

ARTICLE II PURPOSE

The purpose for which the Association is formed is as follows:

For charitable, educational, recreational, cultural and environmental purposes; this Association shall work toward the restoration and maintenance of clean water, wise use and proper management of water and related natural resources, proper wildlife management, and proper and safe recreational activities in Willett Pond, Pettee's Pond (hereinafter collectively "Willett Pond") it's watershed and all water bodies, waterways, streams and brooks tributary to it; to acquire land or rights in land and in structures and personal property appurtenant to the use of that land for the above enumerated purposes and to assist and encourage other organizations and public agencies to do the same; to establish and promote programs of public information and education and scientific research related to the aims of this Association; and to assist in the coordination of similar efforts by other organizations, individuals, public agencies and public officials. To accomplish these purposes the Association may solicit, receive and borrow, with or without security, real and personal property, including funds, by way of gifts, contributions and subscriptions, and administer, hold, convey, transfer, disburse, lend and sell the same for such the above enumerated purposes to the extent permitted by section 501 (c) (3) of the Internal Revenue Code of 1954 of the United States as it now exists and as hereafter amended, and no assets of this Association shall inure to the benefit of any private individual. No substantial part of the activities of this Association shall consist of carrying on of propaganda or otherwise attempting to influence legislation, except as to legislation which directly provides funding or support for the acquisition, maintenance or repair of land, structures or equipment which constitute or are appurtenant to the use of Willett Pond, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III
Offices

The principal office of the Association shall be located in the Town of Walpole, County of Norfolk, Commonwealth of Massachusetts, or at such other location as the

Board of Directors of the Association (the "Board"), as established below, may from time to time determine.

ARTICLE IV **Members**

Section 1. The qualifications of members, the manner of their admission and voting by such members shall be as follows:

Section 2. Voting Member- All persons or entities that are property owners abutting Willett Pond and who are entitled to a license to use Willett Pond from the Neponset Land Holding Association or its successor and approved by the Board shall be entitled to be a voting member of the Association. The Association shall not issue stock.

Section 3. Voting membership in the Association- Ownership of property abutting Willett Pond shall be established by the recording in the Norfolk County Registry of Deeds of a deed or other instruments establishing a change of record title to real estate abutting Willett Pond and the notification in writing to the Association of the recording information. The new owner designated by such instrument shall thereby be entitled to apply for membership in the Association. The membership of the prior owner shall be thereby terminated.

Section 4. Vote-Voting members of the Association shall be entitled to one (1) vote for each unit of real estate owned by such members entitled to a license to use Willett Pond. Voting rights will be exercised in the manner provided by the By-Laws of the Association and the member must be in good standing. In the event of a failure by any member to pay dues or to make other required payments within 30 days following any due date, and a failure to cure that non-payment after an additional 30 days written notice, the voting rights of such member shall be suspended, except to the extent that a hardship exemption is provided in the sole discretion of the Board.

Section 5. Non-Voting Membership-The Board may by resolution, establish one or more classes of non-voting membership.

Section 6. All interested persons and groups may become members upon payment of dues and approval of their application for membership, by the Board.

Section 7. Proxy Voting by proxy may be permitted under such conditions as prescribed by the Board.

Section 8. The Board, by affirmative vote of two-thirds of all the members of the Board, may temporarily suspend or expel a member for cause. Any such action shall be presented to a special meeting of the membership. The membership can either approve or overturn the decision to suspend or expel a member. Any member may

resign by filing a written resignation with the Board or any Officer of the Association.

ARTICLE V

Meetings of Members

Section 1. Annual meeting-The Annual Meeting of Members shall be held the 2nd Tuesday of May of each year, at the office of the Association or such other time and place as the Board may select, for the purpose of electing officers and Directors and for the transaction of such other business as may come before the meeting. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

Section 2. Special meetings-Special Meetings of the members may be called by the President, and shall be called upon written request of a majority of the Board or no less than one tenth of the voting membership.

Section 3. Notice- Written notice stating the place, day and hour of any meeting of the members shall be sent to the Members not less than ten nor more than sixty days before the date of such meeting, by or at the direction of the President or persons calling the meeting. The purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4. Quorum-The presence of one-third of the membership entitled to vote in person or by proxy shall constitute a quorum for any action except as otherwise provided herein.

Section 5. Adjourned Meeting-If a quorum is not present at any duly called meeting of members, the majority of the voting interests present may adjourn the meeting for a later date.

Section 6. Minutes-Minutes of all meetings of members and of the Board shall be kept in a businesslike manner and available for inspection by members or their authorized representatives and Directors at all reasonable times for a period of seven years after the meeting.

Section 7. Parliamentary Procedure-Roberts Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Laws of the Commonwealth of Massachusetts or the Federal Government.

ARTICLE VI

Board of Directors

Section 1. Number-The affairs of the Association shall be managed by a Board of Directors of at least three (3) Regular Directors, but no more than seven (7) with the option to allow for one Alternate Director to vote only in the absence of a Regular

Director. The number to serve for each ensuing year of the Association to be established at the Annual Meeting of the members by majority vote of the members entitled to vote at the meeting.

Section 2. Term of Office-Each Director elected by the members shall hold office for a term of Three (3) years. Only voting members of the Association shall be eligible for election to such offices. Initially, Directors shall be elected for staggered terms of one, two and three year terms.

Section 3. Removal-Any Director may be removed from the Board, with or without cause, by a majority vote of the Association membership. In the event of a death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the remainder of the unexpired term of his predecessor.

Section 4. Compensation-No Director shall receive compensation for any service he may render to the Association; however, any Director may be reimbursed for any actual expenses incurred in the performance of his or her duties,

Section 5. Election of Directors-Directors of the Association shall be appointed or elected at the Annual Meeting of the members.

Section 6. Indemnification-Every Director, every Officer and every member of a special committee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding in which he may be a party, or in which he may become involved by reason of his being or having been a Director, Officer or committee member of the Association, or which any settlement thereof, whether or not he is a Director, Officer or committee member at the time such expenses are incurred, except in such cases wherein the Director, Officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board has approved such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors or officers may be entitled.

Section 7. Dues-The Board may by resolution establish rates of annual dues for the various classes of membership.

ARTICLE VII

Powers and Duties of the Board of Directors

Section 1. Power-The Board shall have the power and duties necessary for the administration of the affairs of the Association, except as otherwise provided by law, including¹ without limiting the generality of the foregoing, the power and

duty to obtain the following items for the benefit of the Association, all of which items shall be Association expenses:

- a. To make and collect dues against members to defray the costs of the Association.
- b. To use the proceeds of the Association in the exercise of its powers and duties.
- c. To provide for the acquisition, construction, management, maintenance, and care of the Association property, whether real or personal.
- d. To enforce by legal means the provisions of the Association By-Laws for the use of the property in the Association.
- e. To carry insurance for the protection of the members of the board, the members of the Association and the assets of the Association against casualties and liabilities.
- f. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.
- g. Adopt and publish rules and regulations governing the use of waterways and personal conduct of members and their guests and to establish penalties and fines for the infraction thereof as approved by the membership.
- h. Exercise for the Association all powers, duties and authorities vested in or delegated to this association and not reserved for other provisions of these by-laws.
- i. Declare the office of a member of the Board to be vacant in the event that such a member is absent for three consecutive regular meetings of the Board without just cause.
- j. Appoint from time to time such standing or temporary committees as the Board may deem necessary.

Section 2. Duties-It shall be the duty of the Board to:

- a. Keep a complete record of all its acts and Association affairs. Present a statement thereof to members at the annual meeting or at any time when requested in writing by one tenth of the licensed membership.

b. Fix the amount of annual dues:

c. Procure and maintain such insurance as may be required by the Association;

d. Prepare an annual budget.

Section 3. Financial Limitation - The power of the Board to incur expenses shall be limited in that it shall have no authority to make any individual expenditure with a cost in excess of Ten Thousand (\$10,000.00) Dollars unless such cost or expense has been approved by either (a) a majority of voting members attending any meeting at which a quorum is present or (b) a majority of members responding to an email or letter request for approval of such expense, provided that such email or mail majority represents at least the number of votes that would be required at a meeting with a quorum.

Section 4. Right to Contract-The Board shall have the exclusive right to contract for all such items referred to in this Article.

ARTICLE VIII

Meetings of Directors

Section 1. Regular Meetings-Regular meetings of the Board shall be held as determined by the Board, but not less than quarterly, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings-Special meetings of the Board shall be held when called by the President of the Association, or by any two (2) Directors in the absence of the President.

Section 3. Quorum-A majority of the number of Directors shall constitute a quorum for the transaction of Association business.

Section 4. Open Meetings-Meetings of the Board (except for executive session) shall be open to members, but members shall not be entitled to vote on matters pending before the Board.

Section 5. Conference Call Meetings

The Board and all committees shall be permitted, in the discretion of their respective chairpersons, to hold meetings by conference call or to allow participation in such meetings by phone, provided that all notice requirements of these by-laws are complied with in connection with such meetings, and provided that suitable provisions are made for attendance by members if otherwise permitted

ARTICLE IX

Officers

Section 1. General-The Board, as soon as may be after its election in each year, shall elect a President, a Clerk and a Treasurer, and from time to time may appoint one or more Vice Presidents and such Assistant Clerks, Assistant Treasurers and such other officers, including a Secretary to the Board, agents and employees as it deem proper. The President and Vice-President shall be chosen from among the Directors. Only members of the Association shall be eligible for election to such offices.

Section 2. Term of Office-The term of office of all officers shall be one year and until their respective successors are elected and qualify, but any officer *may* at any time be removed from office, with or without cause, as provided by law, by the affirmative vote of a majority of the members of the Board then in office at a meeting called for that purpose, If removal of any officer be proposed for cause, reasonable notice shall be provided such officer arising from any cause may be filled for the unexpired portion of the term by the Board.

Section 3. President-The President when present shall preside at all meetings of the members and at all meetings of the Board. He shall, unless otherwise provided, be the chief executive officer of the Association and shall have general operating charge of its business.

Section 4. Vice-President- In the absence or disability of the President, his powers and duties shall be performed by the Vice President.

Section 5. Treasurer-The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and the credit of the Association in such depositories as shall be authorized by the Board. He shall disburse the funds of the Association as ordered by the Board. He shall promptly render to the President and to the Board such statements of his transactions and accounts as the President and the Board respectively may from time to time require.

Section 6. Clerk-The Clerk shall be a resident of the Commonwealth of Massachusetts and it shall be his duty to record in books of the Association all votes and proceedings of the members.

Section 7. Secretary-The Secretary shall attend all meetings of the members and the Board and shall record the proceedings thereat in books provided for the purpose.

ARTICLE X
Fiscal Matters and Procedures

Section 1. Bank Accounts-The Association shall maintain its accounts in such financial institution as shall be designated from time to time by the Board. Withdrawal of funds from such accounts shall be only by such persons as are authorized by the Board.

Section 2, Budget-The Board shall prior to the end of the current fiscal year, adopt an annual budget for the next fiscal year.

Section 3. Fidelity Bonds-The Treasurer and all Directors who are -authorized to sign checks, handling or responsible for the Association's funds, shall be bonded in such amounts as may be determined by the Board or otherwise required by law. Premiums therefore shall be paid by the Association.

Section 4. The Board may authorize any officer or officers, agent or agents of the Association in addition to the officers as authorized by these by-laws, to enter into any contract to execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 5. The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Association.

ARTICLE XI
Books and Records

The Association shall keep books and records of account and shall keep minutes of the proceedings of its members, Board and committees and shall keep at the principal office a record giving names and addresses of its members and those members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any proper purpose at reasonable times.

ARTICLE XII
Fiscal Year

The Fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year, unless otherwise designated by the Board.

ARTICLE XIII
Seal

The Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the word "Massachusetts" and the year of incorporation.

ARTICLE XIV
Amendments to By-Laws

These by-laws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present and voting at any meeting, the notice of which contains a statement of the proposed alteration or amendment. The Directors may also make, amend or repeal these bylaws in whole or in part and shall give written notice of such action to the membership before the next meeting of members. Any such alteration, amendment or repeal by the Directors may then be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the membership entitled to vote thereon.

Notwithstanding the above provisions of this Article XIV, any amendment, alteration or repeat of a bylaw by the Directors as provided for in this Article shall be valid and given full force and effect unless and until acted upon by the membership.

ARTICLE XV
Notice

Except as provided below in this Article XV or as otherwise provided by law, any and all notices required or permitted under the terms of these by-laws shall be sent by email and each member, officer and Director shall provide an email address for that purpose upon renewal or issuance of their abutter license.

Notwithstanding the foregoing, any member, officer or Director who elects in writing to continue to receive paper copies of notices shall be permitted to do so until January 1, 2022, whereupon written notices shall no longer be required hereunder.

In addition, and notwithstanding the foregoing, all notices of suspension or expulsion shall, in addition to being sent by email, also be sent by hard-copy.

Approved:

Clerk

Date: _____