



# **THE LAUREL HILL ASSOCIATION OF STOCKBRIDGE**

A Massachusetts Non-profit Corporation

## **BYLAWS**

### **ARTICLE I : NAME**

#### **1.01 Name**

The name of this corporation shall be The Laurel Hill Association of Stockbridge. The business of the corporation may be conducted as The Laurel Hill Association of Stockbridge.

### **ARTICLE II: PURPOSES AND POWERS**

#### **2.01 Purpose**

The Laurel Hill Association of Stockbridge is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The purpose of the Laurel Hill Association of Stockbridge shall be to do such things as shall improve the quality of life, and of the environment encompassed by the lands and natural features, in the Town of Stockbridge and its villages.

#### **2.02 Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

#### **2.03 Nonprofit Status and Exempt Activities Limitation.**

**(a) Nonprofit Legal Status.** THE LAUREL HILL ASSOCIATION OF STOCKBRIDGE is a Massachusetts non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

**(b) Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no trustee, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any trustee, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

**(c) Distribution Upon Dissolution.** Upon termination or dissolution of THE LAUREL HILL ASSOCIATION OF STOCKBRIDGE, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation; and, M.G.L. c. 180, §1 et seq. and any regulations adopted by the Commonwealth of Massachusetts to effectuate said statute.

The organization to receive the assets of THE LAUREL HILL ASSOCIATION OF STOCKBRIDGE hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction in Massachusetts against THE LAUREL HILL ASSOCIATION OF STOCKBRIDGE, by one (1) or more of its managing body, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Massachusetts.

## **ARTICLE III:     MEMBERSHIP**

### **3.01 No Membership Classes**

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

### **3.02 Non-Voting Affiliates**

The Board of Trustees may approve classes of non-voting affiliates with rights, privileges, and

obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board of Trustees, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Trustees, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

### **3.02 Friends of the Laurel Hill Association**

There shall be an affiliate known as the Friends of Laurel Hill which may, upon approval by the board, exercise enumerated rights adopted upon its approval. Said affiliate shall be deemed to be a voluntary association that seeks to support the mission of the corporation. The Board, through its governance committee, shall vote no less than three nor more than twenty-five qualified members to that affiliate.

## **ARTICLE IV: BOARD OF TRUSTEES**

### **4.01 Number of Trustees**

THE LAUREL HILL ASSOCIATION OF STOCKBRIDGE shall have a Board of Trustees consisting of at least 9 and no more than 15 Trustees. Within these limits, the board may increase or decrease the number of Trustees serving on the board, including for the purpose of staggering the terms of Trustees.

### **4.02 Powers**

All corporate powers shall be exercised by or under the authority of the board, and the affairs of THE LAUREL HILL ASSOCIATION OF STOCKBRIDGE shall be managed under the direction of the board, except as otherwise provided by law.

### **4.03 Terms**

- (a) All Trustees shall be elected to serve a three-year term. However, the term may be extended until a successor has been elected.
- (b) Trustee terms shall be staggered so that approximately half the number of Trustees will end their terms in any given year.
- (c) Trustees may serve terms in succession.

(d) The term of office shall be considered to begin January 1 of the first year in office and end December 31 of the third year in office, unless the term is extended until such time as a successor has been elected.

#### **4.04 Qualifications and Election of Trustees**

In order to be eligible to serve as a trustee on the Board of Trustees, the individual must be 18 years of age or an affiliate within affiliate classifications created by the Board of Trustees, and have been nominated by the Governance Committee. A trustee must be qualified by the Governance Committee at the end of their term in order to continue for the subsequent term. Trustees may be elected at any board meeting by the majority vote of the existing Board of Trustees. The election of Trustees to replace those who have fulfilled their term of office shall take place in January of each year.

#### **4.05 Vacancies**

The Board of Trustees may fill vacancies due to the expiration of a trustee's term of office, resignation, death, or removal of a trustee, or may appoint a new trustee to fill a previously unfilled board position, subject to the maximum number of Trustees under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the Board of Trustees due to resignation, death, or removal shall be filled by the board for the balance of the term of the trustee being replaced.

#### **4.06 Removal of Trustees**

A trustee may be removed by two-thirds ( $\frac{2}{3}$ ) vote of the Board of Trustees then in office, if:

(a) the trustee is absent and unexcused from two or more meetings of the Board of Trustees in a twelve-month period. The board president is empowered to excuse Trustees from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the trustee in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

#### **4.07 Board of Trustees Meetings.**

(a) Regular Meetings. The Board of Trustees shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon seven (7) days notice by first-class mail, electronic mail, or facsimile transmission. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified. The conduct of all meetings shall, unless otherwise provided for in these by-laws, conform to Roberts Rules of Order.

(b) Informal Action by The Board of Trustees. Any action required or permitted to be taken by the Board of Trustees at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Trustees to use email to approve actions, as long as a quorum of board members gives consent.

(c) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other Trustees of the Board of Trustees. A special meeting must be preceded by at least 2 days notice to each trustee of the date, time, and place, but not the purpose, of the meeting.

(d) Waiver of Notice. Any trustee may waive notice of any meeting, in accordance with Massachusetts law.

#### **4.08 Manner of Acting.**

(a) Quorum. A majority of the Trustees in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that Trustees of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Trustees may participate in a regular or special meeting through the use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting, including in person, via internet video meeting, or by telephonic conference call.

#### **4.09 Compensation for Board Service**

Trustees shall receive no compensation for carrying out their duties as Trustees. The board may adopt policies providing for reasonable reimbursement of Trustees for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

#### **4.10 Compensation for Professional Services by Trustees**

Trustees are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

### **ARTICLE V: COMMITTEES**

#### **5.01 Committees**

There shall be three standing committees: governance, finance, and properties. The Board of Trustees may, by the resolution adopted by a majority of the Trustees then in office, designate one or more additional committees, each consisting of two or more Trustees, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the Board of Trustees or in any committee which has the authority of the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) Adopt any policy or other matter of governance;
- (e) amend or repeal any resolution of the Board of Trustees which by its express terms cannot be amended or repealed;
- (f) appoint any other committees of the Board of Trustees or the members of these committees;
- (g) expend corporate funds to support a nominee for trustee; or
- (h) approve any transaction:
  - (i) to which the corporation is a party and one or more Trustees have a material financial interest; or
  - (ii) between the corporation and one or more of its Trustees or between the corporation or any person in which one or more of its Trustees have a material financial interest.

#### **5.02 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by, and be held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the Trustees, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Trustees or by resolution of the committee.

Special meetings of the committee may also be called by resolution of the Board of Trustees. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Trustees may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

### **5.03 Standing Committees**

The function of each standing committee shall be governed by the Laurel Hill Association Strategic Plan as adopted and amended by the full Board. Of Trustees

## **ARTICLE VI: OFFICERS**

### **6.01 Board Officers**

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be a trustee, chosen by, and serving at the pleasure of, the Board of Trustees. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Trustees may determine. No person may hold two or more board offices, and no board officer may act in more than one capacity where action of two or more officers is required.

### **6.02 Term of Office**

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office, unless unanimously elected by the board at the end of his/her three one- year terms or to fill a vacancy in an officer position. Each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

### **6.03 Removal and Resignation**

The Board of Trustees may remove an officer at any time, with or without cause, by simple majority. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a

party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

#### **6.04 Board President**

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the Board of Trustees in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Trustees, and shall perform all other duties incident to the office or properly required by the Board of Trustees.

#### **6.05 Board Vice-President**

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the Board of Trustees shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties as are prescribed for them by the Board of Trustees or the board president, including but not limited to managing and coordinating the actions of the committees.

#### **6.06 Board Secretary**

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Trustees and committees of Trustees. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of Trustees and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or the board president. The secretary may appoint, with approval of the board, a trustee to assist in performance of all or part of the duties of the secretary.

#### **6.07 Board Treasurer**

The treasurer shall be the lead trustee for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Trustees or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Trustees on a timely basis or as may be required by the Board of Trustees. The treasurer shall perform all duties properly required by the Board of Trustees or the board president. The treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

## **6.08 Non-Trustee Officers**

The Board of Trustees may designate additional officer positions of the corporation and may appoint and assign duties to other non-trustee officers of the corporation.

## **ARTICLE VII: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION, INSURANCE AND RELATED MATTERS**

### **7.01 Contracts and other Writings**

Except as otherwise provided by resolution of the Board of Trustees or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board of Trustees.

### **7.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence 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 Trustees

### **7.03 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee the Board of Trustees may select.

### **7.04 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

### **7.05 Indemnification**

**(a) Mandatory Indemnification.** The corporation shall indemnify a Trustee or former Trustee, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a trustee of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

**(b) Permissible Indemnification.** The corporation shall indemnify a Trustee or former Trustee made a party to a proceeding because he or she is or was a Trustee of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made

in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of (I) a written affirmation from the trustee, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the Trustee, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) **Indemnification of Officers, Agents and Employees.** Anyone, in any capacity whatsoever, who is not a trustee is not entitled to mandatory indemnification under this article to the same extent as a trustee.

## **7.06 Insurance**

To the extent that it is available at a reasonable cost to the organization, the Organization shall maintain one, if not more, policies of insurance to cover any liabilities, whatsoever, that may arise with those matters heretofore set forth above. Without intending to limit the scope and type of insurance that may be required, the Organization shall, at a minimum keep current policies of insurance that afford officer and director liability coverage, volunteers coverage, employee coverage, general liability coverage, and some special hazards coverage (this list is not intended to be exclusive of any other coverage the Organization may require).

## **ARTICLE VIII: MISCELLANEOUS**

### **8.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Trustees, a record of all actions taken by the Board of Trustees without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### **8.02 Fiscal Year**

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

### **8.03 Conflict of Interest**

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit

any Trustee, officer, employee, affiliate, or member of a committee with board-delegated powers.

#### **8.04 Nondiscrimination Policy**

The officers, Trustees, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of THE LAUREL HILL ASSOCIATION OF STOCKBRIDGE not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service, or affiliation, color, religion, or national origin.

#### **8.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Trustees then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code;
- (b) that an amendment does not affect the voting rights of Trustees. An amendment that does affect the voting rights of Trustees further requires ratification by a two-thirds ( $\frac{2}{3}$ ) vote of a quorum of Trustees at a Board meeting; and,
- (c) that all amendments be consistent with the Articles of Incorporation.

#### **8.06 IRS Filings**

THE LAUREL HILL ASSOCIATION OF STOCKBRIDGE shall submit all IRS filings, including but not limited to the Form 990, to its Board of Trustees prior to its filing. While neither the approval of the filing nor a review of the filing is required under Federal law, the corporation's filing(s) shall be submitted to each member of the board of trustee's via (hard copy or email) at least seven (7) business days before they are filed with the IRS.

### **ARTICLE IX: AMENDMENT OF ARTICLES OF INCORPORATION**

#### **13.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds ( $\frac{2}{3}$ ) of the Board of Trustees.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of THE LAUREL HILL ASSOCIATION OF STOCKBRIDGE were approved by THE LAUREL HILL ASSOCIATION OF STOCKBRIDGE Board of Trustees and constitute a complete copy of the Bylaws of the corporation.

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Patricia Plinn, Secretary

Date: \_\_\_\_\_