

# **WORCESTER COUNTY HORTICULTURAL SOCIETY BYLAWS**

(Revised \_\_\_\_\_, 2025)

## **Article I NAME AND LOCATION**

The name of this organization shall be "Worcester County Horticultural Society" (hereinafter "Society"). -The name of the botanic garden established by the Society shall be New England Botanic Garden at Tower Hill.

The principal office shall be in Boylston, Massachusetts. -The Society's Board of Trustees (hereinafter "Board") may change the location of the principal office so long as the principal office remains in Worcester County.

## **Article II PURPOSE**

In accordance with the Society's Charter dated March 3, 1842, as amended December 2, 1965, and as provided in the Society's Mission Statement, the Society serves as an educational organization devoted to horticulture.

## **Article III MEMBERSHIP**

### **Section 1 Membership**

- a) Membership shall be open to every person who supports the purposes of the Society and to every organization which supports the purposes of the Society.
- b) The Board shall establish from time to time such classes of membership as the Board considers appropriate.
- c) The Board ~~shall~~may establish from time to time an appropriate minimum contribution amount for each class of membership.

~~d) The Society shall make a reasonable effort to notify each member of the Society (hereinafter "Member") before their membership expires.~~

## Section 2 Members' Rights

- a) Each Member shall be accorded privileges consistent with their class of membership, as determined from time to time by the Board.
- b) Any ~~fifteen~~ seventeen Members may nominate a candidate for any position to be filled by election at the next Annual Meeting. ~~Nomination papers signed by such Members shall be delivered to the Chief Executive Officer at least two weeks before~~ CEO no later than the *earlier of: (i) 20 days after the date of the Notice of Annual Meeting (containing the slate of nominees); or (ii) 10 days prior to* the Annual Meeting.
- c) Each Member present at any Annual Meeting or Special Meeting shall have the right to vote.
- d) At any Annual Meeting or Special Meeting, any Member may vote by proxy as provided by Section 6A of Chapter 180 of the General Laws ~~of the Commonwealth of Massachusetts (hereinafter "M.G.L. Ch. , § "). A Member who has timely delivered a valid proxy before the Annual Meeting shall be counted as present for purposes of establishing a quorum.~~

## Section 3 Removal

— ~~Any~~ No Member ~~may~~ shall be removed by a vote of less than a majority of all the Members entitled to vote thereon, nor by a vote of less than three-quarters of the ~~Trustees~~ Members present at a meeting of the ~~Board~~ Members, provided that (a) the Member has been given reasonable advance notice that ~~the Board may consider~~ their removal may be considered at the meeting and (b) the Member is afforded an opportunity to be heard ~~by~~ at the ~~Board before it votes.~~ meeting.

## Article IV MEETINGS OF THE SOCIETY

### Section 1 Annual Meeting

Effective for each fiscal year of the Society commencing with the fiscal year ending March 31, 2020, the Society shall hold its Annual Meeting on the third Thursday in June or at such other time within ninety (90) days following the close of such fiscal year as the Board may determine.

### Section 2 Special Meetings

- a) ~~A~~ Special Meeting of the Society shall be called by the Secretary upon the written request of (i) the President, (ii) any five Trustees, or (iii) a group of Members whose number constitutes at least ten percent of the quorum of Members required for an Annual Meeting. —
- b) ~~Each~~ request for a Special Meeting shall identify with reasonable specificity the purposes of the meeting, and any action taken at a Special Meeting shall be directly related to one or more of the identified purposes.
- c) ~~Each~~ Special Meeting shall be held within sixty days after the Secretary's receipt of the request.

### Section 3 Notice

—The Secretary shall give all Members at least two weeks' prior notice, as described in Article XV hereof, of the date, time, and place of each Annual Meeting and Special Meeting ~~to all Members at least two weeks prior to the meeting of the Society.~~ Each notice of a Special Meeting shall identify the purposes of the meeting.

### Section 4 Location

Each Annual Meeting and Special Meeting shall be held at the Society's principal office or at such other place as the Board may select, or in such other manner as the Board may select, including by means of remote communication or by a hybrid model with both a physical location and a means of remote communication.

### Section 5 Quorum

No action shall be taken at any Annual Meeting or Special Meeting unless a quorum is present, as provided in Article X.

## Article V BOARD OF TRUSTEES

### Section 1 ~~Powers~~Composition and ~~Duties~~Operation

~~—The Board of Trustees shall possess, and in its discretion may exercise, all of the powers that are made available to the Board by Chapter 180 of the General Laws, except such powers as the law reserves to the Members. The Board shall establish the Society's policies and shall oversee the management of its property and its affairs. Further, the Board shall:~~  
consistThe Board of Trustees shall:

- a) Consist of not ~~less~~fewer than fifteen, nor more than thirty-six, Members of the Society;
- b) Meet at least four times each calendar year, or with such greater frequency as the President may determine; and
- c) Hold a meeting of the Board within thirty days after the Secretary's receipt of a written request by any three Trustees;

~~act~~

### Section 2 Powers and Responsibilities

(a) The Board of Trustees shall possess, and in its discretion may exercise, all of the powers that are made available to the Board by M.G.L., Ch. 180, except such powers as the law reserves to the Members.

Powers reserved to the Members include, without limitation, the power:

- 1) To approve any amendment or restatement of the Articles of Organization or any change of the name or purpose of the Society;
- 2) To approve any sale, lease, or exchange of substantially all of the property of the Society; or
- 3) To authorize any merger or consolidation of the Society.

(See, e.g., Mass. Gen. L. ch. 180, §§ 6A, 7, 8A, and 10).

b) Subject to the foregoing, the Board of Trustees shall itself and through its Committees:

- 1) Establish the Society's policies;
- 2) Assure sound management of the Society's property and affairs;
- 3) Arrange for an annual audit of the Society's accounts and financial affairs;
- 4) Establish and periodically review the mission, vision, and values of the Society;
- 5) Provide for long range planning consistent with the philosophy, objectives, and policies of the Society;
- 6) Assure the development of sufficient financial support for the effective operation and sustainability of the Society;
- 7) Receive and hold real or personal property of the Society, whether by purchase, gift, devise, bequest, grant, or any other means or manner;
- 8) Receive, hold, sell, mortgage, lease or otherwise use and dispose of real property of the Society consistent with the Society's objectives;
- 9) Establish the Society's annual operating budget and approve any expenditures which are not included therein;
- 10) Act upon recommendations of the Committees established pursuant to these bylaws; and
- 11) Select, nurture, evaluate, retain, and terminate the CEO; and
- 12) Evaluate the Board of Trustees' own performance in the discharge of its responsibilities.

## **Section 23 Election**

- a) ~~Each Trustee~~ Trustees shall be elected by the Members at the Annual Meeting ~~for a~~. Unless a shorter Term is specified at the time of election, each Trustee elected at the Annual Meeting shall be elected for a Term of three-year term continuing years, which Term shall continue until the next Annual Meeting next following the close of such three-year period and/or until his such Trustee is re-elected or their successor is elected and qualified (or the Trustee is reelected in accordance with these bylaws and qualified)-<sup>1</sup>or for such shorter period as will

<sup>1</sup>The term of each Trustee and Officer elected at any meeting of the Members after March 1, 2017 and prior to April 1, 2019 will be extended for three months up to the meeting of Members next following the expiration of their original term.

~~cause the term of office of approximately one-third of the Trustees to expire each year.~~

~~b)-~~ The Board may elect one or more Trustees at any time.

~~e)-~~ The term of any Trustee so elected ~~by the Board (i)~~ shall end at the next Annual Meeting ~~and (ii) shall not be included in determining the Trustee's maximum consecutive years of service.~~

## Section ~~34~~ Tenure; Removal

~~a)-~~ No Trustee shall serve more than six consecutive years, except as ~~provided in the following Section 3(b).~~ follows:

~~b)-~~ 1) A Trustee who is serving as an officer in their sixth consecutive year as a Trustee may be re-elected annually as a Trustee for not more than four additional years if in each of the additional years the Trustee is elected to the same office or to another office. ~~—; and~~

~~e)-~~ 2) For any Trustee elected by the Board between Annual Meetings pursuant to Art. V., §3(b), the period of time before such Trustee is first elected at an Annual Meeting shall not be included in determining the Trustee's maximum consecutive years of service.

~~b)~~ A former Trustee may be re-elected after an interval of not less than one year.

~~d)-c)~~ A Trustee may be removed from the Board with or without cause (i)

by a

~~majority vote of the Members at any Annual Meeting or Special Meeting of the Society or (ii) at a Meeting of the Board of Trustees by a two-thirds vote at any Board meeting of the whole number of Trustees then in office and eligible to vote,~~ provided in both cases that the notice of the meeting stated clearly that removal of one or more Trustees might be considered at the meeting ~~and that the Trustee to be removed is given the opportunity to be heard at the meeting.~~

~~—e) The Board may elect an individual to complete the period of the remaining term of any Trustee removed from office or who resigns during their term commencing with the date of such election and continuing through the next following Annual Meeting at which a successor (or the individual so appointed) is elected.—~~

## Section ~~45~~ Meeting Notice

Notice of each Board meeting shall describe the purposes of the meeting and shall be given to all Trustees at least seven days prior to the meeting, except that, in the case of a special Board meeting, notice may be given up to forty-eight hours before the meeting if earlier notice is not reasonably practicable in the circumstances.

## **~~Section 5 Attendance at Meetings~~**

- ~~a) A Trustee who is unable to attend a meeting of the Board in person may attend the meeting by any electronic means approved by the Board.~~
- ~~b) A Trustee who fails to attend at least three-quarters of the Board's meetings each year may be considered for removal from the Board.~~

## **~~Section 6 Leave of Absence~~**

- ~~a) A leave of absence from the Board may be granted at the discretion of the President~~
- ~~b) All leaves of absence will be considered for extension at the next Annual Meeting~~
- ~~c) No leave of absence shall last longer than the Trustee's elected term of service~~
- ~~d) The leave of absence will be included in determining the Trustee's maximum consecutive years of service.~~

## **~~Section 7 Trustees Emeriti~~**

- ~~a) Any Trustee who has served for at least six years may be nominated by the Board and elected a Trustee Emeritus at an Annual Meeting.~~
- ~~b) A Trustee Emeritus shall retain that title for the remainder of their life unless re-elected an active Trustee or removed with or without cause (i) by a majority vote at any Annual Meeting or Special Meeting or (ii) by a two-thirds vote at any Board meeting, provided in both cases that the notice of the meeting stated clearly that removal of one or more Trustees Emeritus might be considered at the meeting.~~
- ~~c) Upon the termination of their term as an active Trustee, a former Trustee Emeritus shall automatically regain that title.~~
- ~~d) A Trustee Emeritus may attend meetings of the Board as a non-voting member but shall not be entitled to attend executive sessions of such meetings.~~

Notwithstanding the foregoing, the transactions of any meeting of the Board of Trustees held without previous or sufficient notice shall be valid as though held at a meeting duly held after regular notice if (a) a majority of all Trustees then serving shall consent to the holding of such meeting either before, after, or during the meeting or (b) either before or after the meeting, each of the Trustees not present signs a written waiver of notice or consent to holding such a meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Board of Trustees and made part of the minutes of the meeting.

## **Section 6 Attendance at Meetings**

To the extent approved by the President, Trustees may participate in meetings of the Board of Trustees or of any Committee by means of any technology that permits all persons participating in the meeting to communicate with and to hear one other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 7 Trustees Emeriti and  
~~Section 8~~ **Honorary Trustees**

The Board of Trustees may ~~from time to time name an individual an~~ award the titles of Trustee Emeritus or Honorary Trustee, ~~who using such criteria and processes as it may approve from time to time. Trustees Emeriti and Honorary Trustees shall not be a~~ Trustees for any legal purpose, including without limitation that they shall be non-voting Trustee and a ~~shall not entitled~~ have a right to attend meetings of the Board of Trustees.

**Section 98 Action at a Meeting, Consent**

Except to the extent a greater vote is required by law, these bylaws, policy, funding instrument or other authority, action may be taken by the Board or a Committee thereof at a meeting at which a quorum is present in person or by electronic means as provided herein, by vote of a majority of those so present ~~or represented by proxy. Any action by the Board or any Committee thereof may be taken without a meeting if a written consent is signed or electronically acknowledged by all Trustees then in office and a majority of Trustees then in office agree to the action.~~



Any action by the Board or any Committee thereof may be taken without a meeting if all the Trustees or members of the committee, as the case may be, consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

## **Article VI OFFICERS AND THEIR DUTIES**

### **Section 1 Officers**

- a) ~~Every officer~~ Officer of the Society must be a Trustee.
- b) ~~The officers~~ Officers of the Society shall be a President; one or more Vice Presidents, one of whom may be designated First Vice President; a Treasurer; an Assistant Treasurer; and a Secretary.
- c) ~~Officers shall be elected annually~~ for a one-year Term by the Members at the Annual Meeting and shall hold office until their successors are elected.
- ~~— d) The~~ Between Annual Meetings, the Board may appoint any ~~individual Trustee~~ Office of the Society, and may also add one or more Vice ~~President offices~~ Presidents as necessary to fulfill the mission of the Society ~~and elect an individual to such office to. Any Officer so appointed shall~~ serve until the next Annual Meeting at which such individual or their successor shall be elected for such Vice President office.
- ~~— e) Officers may be re-elected.~~
- ~~— f) Notwithstanding any other provision in these bylaws, no person may~~ shall serve as President for more than ~~five~~ three consecutive years. unless, in the opinion of the majority of the Board of Trustees, extraordinary circumstances require continuity of leadership, in which case the President's tenure may be extended by no more than an additional two consecutive years.
- g) Only persons elected or appointed as set forth above shall be legal Officers of the Society notwithstanding the job title or description of any employee of the Society, including the CEO, that incorporates the word, "officer."

### **Section 2 President**

- ~~— The President shall:~~
- a) preside at all meetings of the Society, the Board, and the Executive Committee;
- b) have the usual powers and duties of the office and such other powers and duties as may be assigned by the Board;
- c) meet regularly with the ~~Chief Executive Officer~~ CEO;

- d) appoint the chair of all ~~committees~~Committees of the Board of Trustees except the ~~Governance~~Finance & Investment Committee;
- e) be a member of all ~~committees~~Committees of the Board of Trustees. With the exception of the Executive Committees, the President's membership shall be ex officio, but the President shall not be required to attend all meetings of all committees; and,
- f) maintain a general overview of the activities of the Society.

### Section 3 Vice Presidents

The Vice Presidents shall:

- a) have such powers and duties as may be assigned by the Board and such duties as may be assigned by the President;~~and,~~

Additionally,

- b) if a First Vice President has been designated, such First Vice President shall be presumed to be the next nominee for President, unless otherwise specified by the Governance Committee, and shall assist the President in their performance of duties as President and become familiar with the duties and responsibilities of the President, and assume the powers and duties of the President in their absence or incapacity; and
- c) if no First Vice President has been designated, ~~according to seniority in office,~~each Vice President shall be prepared, on majority vote of the Executive Committee, to assume the powers and duties of the President in their absence or incapacity.

### Section 4 Treasurer

The Treasurer shall:

- a) oversee the financial affairs of the Society and shall have all powers necessary or incidental to ~~that function;~~
- b) present a report of the financial activities of the Society at each Annual Meeting;
- c) present the annual budget to the Executive Committee and to the Board;
- d) chair the Finance Committee; and Investment Committee; and  
~~e) serve as an ex officio member of the Investment Audit Committee; and~~  
f) provide annual reports to the Executive Committee as required by Article XI, Section 6, of these bylaws.

### Section 5 Assistant Treasurer

The Assistant Treasurer shall:

- a) act at the direction of the Treasurer; and
- b) fulfill the duties and exercise the powers of the Treasurer in their absence or incapacity.

## Section 6 Secretary

~~—The Acting personally or through a designee, the~~ Secretary shall:

- a) record all proceedings of the Executive Committee, of the Board, and of the Society;
- b) deposit all such records at the principal office of the Society where such records, excluding any confidential portions, shall be available to Members at reasonable times; and
- c) ~~be responsible for notices~~ensure that Notice is given of all meetings of the Society and the Board of Trustees as set forth in these Bylaws, including Article XV.

Unless the Society has a duly appointed registered agent, the Secretary shall be a resident of the Commonwealth of Massachusetts.

## Section 7 Removal

An ~~officer~~Officer may be removed from office with or without cause (i) by a majority vote at any Special Meeting of the Society or (ii) by a ~~two-thirds~~ vote at any Board meeting of two-thirds of the Trustees then in office and eligible to vote, provided in both cases that the notice of the meeting stated clearly that removal of one or more ~~officers~~Officers might be considered at the meeting and further provided the Officer(s) to be removed are given an opportunity to be heard at the meeting.

## Article VII

### CHIEF EXECUTIVE OFFICER

~~—The Chief Executive Officer~~ (CEO)

The CEO shall:

- ~~a) be selected by the Board and shall serve at the pleasure of the Board;~~
- a) be selected by majority vote of the full number of Trustees then in office and eligible to vote and may only be terminated by a vote of at least sixty percent of the full number of Trustees then in office and eligible to vote;
- b) be the senior executive ~~officer~~official of the Society;
- c) subject to the instructions of the Board, be responsible for the general operation of the Society in accordance with their job description, as amended from time to time by the Board;
- d) be designated "Chief Executive Officer of New England Botanic Garden at Tower Hill,";
- e) attend all Annual Meetings and Special Meetings of the Society and all regular meetings and special meetings of the Board and the Executive Committee;
- ~~f) supervise the Society's employees;~~

- f) exercise full managerial authority over the employees of the Society including the power to hire and to terminate employees;
- g) carry out such special duties as may be assigned by the Board;
- h) meet regularly with the President;
- i) be a member of all ~~committees~~Committees of the Board of Trustees *ex officio* ~~except as, unless~~ otherwise provided in these bylaws; ~~but the Chief Executive Officer shall not~~CEO may be required~~excluded for purposes of an executive session on majority vote of Committee members present and eligible to attend all meetings of all committees~~vote;
- j) report the activities of the Society at each meeting of the Society, the Executive Committee, and the Board;
- k) post promptly in a public place at the Society's principal office all nominations for any ~~office~~Office of the Society; and
- l) have authority, without prior Board approval, up to a certain dollar amount ("~~Chief Executive Officer~~CEO Discretionary Authority"), (i) to enter into contracts on behalf of the Society and (ii) to expend for the benefit of the Society monies not budgeted or otherwise approved. ~~The limits of the Chief Executive Officer~~CEO Discretionary Authority shall be reviewed at least annually by the Finance and Investment Committee. ~~Any proposed change in the limits of the Chief Executive Officer~~CEO Discretionary Authority shall be presented by the Finance and Investment Committee to the Board and shall be subject to Board approval.

**Article VIII**  
**COMMITTEES OF THE BOARD OF TRUSTEES**

**Section 1 All Committees**

- a) ~~Each Membership.~~
- 1) ~~Unless otherwise stated in these Bylaws, each Committee of the Board of Trustees shall:~~
    - i. ~~be chaired by a Trustee, selected annually by the President; and~~
    - ii. ~~consist of Members of the Society—a voting majority of whom shall be Trustees—appointed annually by the President in consultation with the CEO and Committee Chair.~~
  - 2) ~~Each Trustee is expected to serve on at least one Committee.~~
  - 3) ~~Unless otherwise provided, *ex officio* members of committees identified in these Bylaws shall be non-voting, shall not be required to attend, shall not be counted for purposes of establishing a quorum, and, in the case of employees of the Society, may be excluded on majority vote of the Committee for purposes of Executive Session.~~
  - 4) ~~Committee members shall not be term-limited unless otherwise determined by provided in the Board; and Committee's charter.~~
    - i. ~~consist of Members, unless otherwise determined by the Board or otherwise stated in these bylaws.~~

~~have a quorum equal to a simple majority of their~~
- b) Operations.
- 1) Each Committee of the Board of Trustees shall have a charter setting forth its responsibilities, composition, and any operating rules for the conduct of its business, which it shall review annually and update from time to time, and which shall be subject to approval of the Executive Committee on the recommendation of the Governance Committee.
  - 2) All Committees of the Board of Trustees shall meet at least once annually and shall report to the Board on all actions, considerations, and recommendations.
  - 3) Minutes of all Committee meetings shall be taken, distributed, approved, and placed on file at the Society.
  - 4) By accepting membership, unless otherwise stated in a Committee, Members agree:
    - i. to maintain confidentiality of all information received, discussed, or disclosed in these bylaws connection with Committee service, including Committee deliberations;
    - ii. to avoid conflicts of interest in connection with their Committee service; and
    - iii. to exercise prudence and care and to act in the best interests of the Society in connection with their Committee service.

**Section 2 Standing Committees**

- a) The Executive Committee shall:
- 1) consist of the Officers and such other Trustees as the President may, with the consent of the Board, appoint for a term of one year;
  - 2) have and exercise all the powers of the Board during intervals between meetings of the Board, except as otherwise provided by law or by these bylaws; that the Executive Committee may not exercise any power reserved for Members (see Art. V, §1(a)); nor shall the Executive Committee on its own vote:
    - i. Change the principal place of business of the Society;
    - ii. Amend these Bylaws;
    - iii. Select, elect, appoint, or remove Officers of the Society (except as set forth in Art. III, §3(c));
    - iv. Select, elect, or remove Trustees;
    - v. Acquire or dispose of any interest in real property, except that the Board of Trustees may authorize the Executive Committee to take the actions necessary to finalize such transactions after approval by the Board of Trustees;
    - vi. Pledge or grant a mortgage or security interest, or otherwise encumber assets of the Society except that the Board of Trustees may authorize the Executive Committee to take the actions necessary to finalize such transactions after approval by the Board of Trustees;
    - vii. Appoint or terminate the CEO;
    - viii. Revise the Society's Mission, Vision, Values, or Strategic Plan;
    - ix. Approve the Society's annual operating budget;
    - x. Review and accept the annual audit of the Society's financial statements;
    - xi. Make or authorize any payment or transfer of moneys or obligate the Society for any indebtedness for any amount not included in the annual operating budget that exceeds \$50,000; or
    - xii. Exercise any other duty or power which may not be delegated as a matter of law, the Articles of Organization or these Bylaws.
  - 3) advise the Board, at the next meeting of the Board, of any actions of the Executive Committee requiring ratification or confirmation by the Board; and
  - 4) meet at least four times each calendar year, or with such greater frequency as the President decides advisable.

b) The Governance Committee shall:—

- 1) consist of eight Members, including the Be chaired by a Vice President or Past President of the Board of Trustees and six other votingshall comprise no fewer than five members, twoeach of whom shall be elected a member of the Board of Trustees. If not included among the appointed members of the Committee, the Chair of the Nominating Committee shall be a member of the Committee ex officio.
- 2) Recommend to the Board processes and policies to assure effective governance of the Society consistent with best practices;
- 3) Prepare and present a slate of Officers for approval by the Board and for

subsequent election or re-election by the Members at each the Annual Meeting for a term as prescribed in Article V, Section 2, paragraph a) of;

- 4) Consider the renewal of Trustees whose terms are expiring and present a slate as appropriate for approval by the Board and subsequent re-election by Members at the Annual Meeting;
- 5) Assist in succession planning for the President and other Officers;
- 6) Develop and administer an orientation program for newly elected Trustees;
- 7) Conduct an annual evaluation of the performance of the Board of Trustees and share the results of the evaluation with the Board of Trustees;
- 1)8) Review these Bylaws, in addition to any individuals to be elected as Members to complete the term of any Member who was removed from office or resigned, and the non-voting member as provided in paragraph 12) below at least biannually, making recommendations for any revisions thereto;
  - 1) nominate candidates annually for election as OfficersReview and recommend policies and procedures relating to Trustees;
- 9) nominate two candidates annually for election, including with respect to conflicts of interest;
- 10) Review nominations for honors and awards to be granted by the Board of Trustees (e.g., Trustee Emeritus, Honorary Trustee, Silver Medal) and recommend recipients to the Board of Trustees; and
- 11) Assist the President and Executive Committee in administering the Trustee conflicts of interest policy

c) The Nominating Committee shall:

- 1) Be chaired by a Trustee and comprise no fewer than five Members of the Society, a majority of whom shall be Trustees. If not included among the appointed members of the Committee, the Chair of the Governance Committee; shall be a member of the Committee with vote.
- 2) fileRecommend best practices for recruiting and identifying candidates for election to the Board of Trustees;
- 3) Consider current and desired board composition in terms of skills, disposition, experience, diversity of perspective, diversity of background, commitment to the Mission of the Society, representation of the Membership of the Society, and other key attributes identified by the Nominating Committee and the Board of Trustees;
- 4) Assist the CEO and President in the recruiting and cultivation of candidates for election to the Board of Trustees;
- 5) Nominate candidates for election to the Board of Trustees;
  - 2)Furnish information related to the background and qualifications of all nominations with the Chief Executive Officer at least one month before the Annual Meeting;
- 2)6) report all nominations such nominees to the Board of Trustees and CEO at least thirty days prior to the Annual Meeting; and
- 3)7) presentPresent all nominations for vote at the Annual Meeting; and.



- ~~3) ensure that each new Trustee is familiarized with the Society's policies, practices, and facilities and with the responsibilities of Trustees.~~
- ~~8) At least three members of the Governance Committee shall be Trustees.~~
- ~~9) If any committee member fails to complete their term, the President shall appoint a replacement to serve until the next Annual Meeting, at which time there shall be an election to fill the remainder of that term.~~
- ~~10) No committee member shall serve for more than six consecutive years.~~
- ~~11) The Governance Committee shall select its own Chair.~~
- ~~12) The Chief Executive Officer shall serve as a non-voting member of the committee.~~

d) The Finance & Investment Committee shall:

- 1) ~~consist of~~include the Treasurer, the Assistant Treasurer, the CFO (or equivalent, as designated by the CEO, hereafter "CFO") as an ex officio member, and any other ~~individuals~~Members appointed by the President; ~~and~~
- 2) advise the Executive Committee and the Board concerning the financial management of the Society and shall provide such additional advice and assistance as the Treasurer may request.;
- ~~3) 3) — ensure~~work in collaboration with the CEO or their delegees to develop and recommend an annual operating budget for approval by the Board;
- ~~4) work in collaboration with the CEO or their delegees to develop and recommend capital budgets for approval by the Board;~~
- ~~5) work in collaboration with the CEO or their delegees to develop and recommend deferred maintenance budgets for approval by the Board;~~
- ~~6) review any proposed indebtedness or other significant financial transactions and make recommendations to the Board;~~
- ~~7) make recommendations to the Board concerning advisors overseeing the management of Society's invested funds;~~
- ~~8) keep the Society's investment policy under review and recommend changes to the Board for its approval;~~
- ~~3)9) monitor~~ compliance with the Society's investment policy; and
- ~~4)10) 4) — report regularly to the Executive Committee and to the Board—~~ on the overall financial health of the Society and any changes thereto.
- ~~5) Committee members may be reappointed.~~
- ~~6) Committee members other than the Treasurer and Assistant Treasurer need not be Trustees.~~

e) The Audit Committee shall:

- ~~1) — consist of~~ individualsMembers appointed by the President who are not otherwise members of the Finance & Investment Committee; and
- ~~1) shall~~ include the CFO and the Treasurer ex officio;
- ~~2) advise the Executive Committee and the Board concerning the formal annual audit,~~and;



~~2)3)~~ shall be empowered to hire professional advisors ~~for that purpose to~~  
conduct the annual audit; and

4) oversee preparation of the 990 and recommend it for approval by the Board.

### Section 3 Other Committees

- a) ~~With approval of the Board, the~~ The President may appoint such other committees ~~as they consider (including subcommittees, task forces, working groups, and the like, any of which shall be considered a "Committee" for purposes of these Bylaws) as the President considers~~ advisable to uphold the mission and wellbeing of the institution, perform or advise on responsibilities or projects of the Board of Trustees or any Committee thereof.
- b) ~~Committees thus established shall have such duties as may be assigned to them by the Board or by the President.~~
- c) ~~Committee members may be reappointed.~~
- d) ~~Unless otherwise determined by the Board, at least one-half of the members of each committee thus established shall be Trustees.~~

- b) The President shall advise the Board of the appointment of such Committee, setting forth its purpose, its composition, the method by which its members shall be selected, the date or circumstances under which such Committee, sub-committee or task force shall end if not reconstituted, and any other such matter as the the President may deem necessary or appropriate. The provisions of Article VIII, Section 1(a)(1), above, shall not apply to such Committee to the extent that the Committee is advisory and/or is not charged with ultimate decision-making authority over responsibilities of the Board of Trustees.
- c) Each such Committee shall report regularly on its work and recommendations.

## **Article IX FINANCE**

### **Section 1 Fiscal Year**

—Effective as of April 1, 2019, the fiscal year of the Society shall begin on the first day of April.

### **Section 2 Accounts**

- a) The monies of the Society shall be deposited in the name of the Society in such banks or other financial institutions as the Board shall designate.
- b) Funds shall be drawn only by check or orders signed by such persons as the Board shall designate.

### **Section 3 Restrictions**

- a) No part of any earnings or assets of the Society may benefit any private person or individual other than by market value payment for goods or services or payment of reasonable compensation to employees undertaken in the normal carrying out of the purposes of the Society as set forth in Article II.
- b) No substantial part of the Society's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation.
- c) The Society shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- d) In the event of dissolution of the Society, all assets remaining after the payment of all liabilities shall be paid over to educational institutions located in Massachusetts which are exempt under Section 501(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any future law.

## Article X QUORUM REQUIREMENTS

### Section 1 General

No meeting of the Society, the Board, or ~~the Executive~~any Committee of the Board of Trustees shall be convened, and no action shall be taken at such a meeting, without a quorum being present.

### Section 2 Members

~~Sixty~~ (60) or more Members shall constitute a quorum for the transaction of all business at meetings of the Society.

### Section 3 Board of Trustees

~~Two-thirds~~A majority of the Trustees eligible to vote, or ten Trustees eligible to vote, whichever is ~~less~~more, shall constitute a quorum.

### Section 4 Executive Committee

~~Two-thirds~~ of the voting members of the Executive Committee shall constitute a quorum.

### Section 5 Other Committees of the Board of Trustees

A majority of committee members eligible to vote shall constitute a quorum.

## Article XI CONFLICT OF INTEREST

### ~~Section 1 Policy~~

~~It is the policy of the Society that its Trustees, its staff, and all others acting on its behalf avoid ethical, legal, and financial conflicts of interest. These persons should ensure that their outside activities and interests neither conflict with, nor appear to conflict with, either their obligations to the Society or the welfare of the Society. Essential to this policy are (i) written disclosure of outside activities and affiliations which might give rise to conflicts; (ii) abstention from participation in any matter involving an actual or apparent conflict; (iii) availability of advice regarding any doubtful situation; and (iv) the establishment of procedures for decision-making and monitoring.~~

## Section 2 Disclosure

~~Disclosure is required of all Trustees, staff, and other persons acting on behalf of the Society (i) who are in a position to make decisions for the Society favoring any outside interest or (ii) who reasonably may expect to derive any financial benefit, directly or indirectly, from the Society. Any such Trustee, staff member, or other person should submit a written report whenever a possible conflict, actual or apparent, arises. In addition, all Trustees, staff, and other persons acting on behalf of the Society should submit annual written reports acknowledging awareness of this policy and either affirming that they have no conflict of interest or identifying any interests that are in conflict or have the potential for conflict. All reports should be submitted (i) by the staff to the Chief Executive Officer, (ii) by the Chief Executive Officer and Trustees to the President, or (iii) by the President to the Executive Committee.~~

### **Section 3 Abstention**

- ~~—— No Trustee, employee, or other person acting for the Society should participate in any planning or decision-making process in which they have an actual or apparent conflict of interest. One effect of this prohibition is that no one who supplies goods or services to the Society should serve on any committee (i) which is involved with the purchase of such goods or services, or (ii) which recommends or selects vendors of such goods and services.~~

### **Section 4 Advice**

- ~~—— Judgments may sometimes differ as to whether there is an actual or apparent conflict of interest. Anyone in doubt should seek advice from the appropriate committee or person to whom a conflict report would be rendered.~~

The Board of Trustees shall establish and keep under review standards and procedures consistent with this Policy, and all Trustees, non-trustee members of Committees of the Board of Trustees, and employees of the Society shall agree to abide by these standards and procedures as they may exist from time to time.

### **Section 5 Decisions**

- ~~a) All annual reports and special reports made under this policy will be referred to the Executive Committee. The Executive Committee shall decide how the Society should proceed. In uncertain or difficult cases the Executive Committee shall refer the matter to the Board for decision. All decisions of the Executive Committee and the Board shall be set forth in the minutes of the meeting in which the decision is made.~~
- ~~b) In arriving at a decision, the following principles shall be considered:
  - ~~(i) The Society should not engage in any transaction or arrangement the propriety of which is open to question.~~
  - ~~(ii) The Society should not use its financial resources or other resources for the financial benefit of any Trustee, employee, or other affiliated person, unless the circumstances leave no doubt that the Society's decision is in its own best interests.~~
  - ~~(iii) The Society should not enter into any contract or other arrangement entailing payment for goods or services if it is aware of any actual or potential conflict of interest unless the Society has decided to waive the conflict.~~
  - ~~(iv) A conflict of interest may be waived only by a recorded vote of the Executive Committee or the Board.~~~~

### **Section 6 Monitoring**

~~—The Treasurer shall provide a list of all persons and entities who have received payments from the Society during the previous fiscal year at the first Executive Committee meeting following January 1. The list shall include amounts paid by the Society. The Executive Committee shall review the list to verify compliance with this Article XI.~~

## **Article XII AMENDMENTS**

### **Section 1 \_\_\_By the Board of Trustees**

—These bylaws may be amended or repealed by a vote of two-thirds of the Trustees then in office and eligible to vote, except for any provision of any bylaw which, by its own terms, requires action by the Members. -Any amendment or repeal by the Board shall remain in effect only until the next Annual Meeting.

### **Section 2\_ Ratification**

A summary of any action taken by the Board pursuant to Article XII, Section 1 shall be included in the notice of the next Annual Meeting. Such action taken by the Board shall cease to be effective unless approved by a majority of the Members present at the next Annual Meeting.

### **Section 3 \_\_\_By the Members**

—These bylaws may be amended or repealed by the Members at any Annual Meeting or Special Meeting, provided that the notice of the meeting informs the Members that amendment or repeal of the bylaws will be considered.

### **Section 4 Restrictions**

—No amendment may be made which adversely affects either the educational status of the Society or, upon dissolution of the Society, the disposition of assets to an educational tax-exempt organization as set forth in Article IX, Section 3(d).

## **Article XIII INDEMNIFICATION AND LIMITATIONS ON LIABILITY**

### **Section 1 \_\_\_Persons Indemnified**

—This Article applies to the Society's Trustees, ~~officers~~ Officers, employees, and volunteers, ~~and agents, as well as to agents of any other organization who serve at the Society's request on any employee benefit plan in which the Society participates.~~

All of the persons to whom the preceding sentence refers are identified in the remainder of this Article as “Indemnitees.” -The indemnification contemplated by this Article shall be provided although the person to be indemnified (i) is no longer an ~~officer, director~~Officer, Trustee, employee, agent, or volunteer of the Society ~~-or of such other organization;~~ or (ii) no longer serves with respect to any such employee benefit plan.

## **Section 2 Liabilities to which Indemnification Applies**

—Except as provided in the next sentence, the liabilities to which this Article applies are all threatened or pending claims, demands, suits, debts, judgments, and expenses, including ~~reasonable~~ attorneys’ fees, and costs, reasonably suffered or incurred by an Indemnatee by reason of their past or present status or service as a Trustee, ~~officer~~Officer, employee, agent, or volunteer. -No indemnification shall be provided for any person with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the Society or, to the extent that such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. -The liabilities to which this Article applies are identified in the remainder of this article as “Liabilities.”

## **Section 3 Obligation to Indemnify**

—The Society shall indemnify and hold harmless the Indemnitees from and against all Liabilities ~~- to the maximum extent permitted by law.~~ Such indemnification shall include payment by the Society of all ~~reasonable~~ expenses which an Indemnatee reasonably incurs 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 Indemnatee to refund such payment if they are subsequently adjudicated not to be entitled to indemnification under this Article. -The Society shall accept such undertaking without reference to the Indemnatee’s financial ability to make repayment.

## **Section 4 Effect upon Other Powers and Rights**

—Nothing in this Article shall be construed as a limitation upon (H) the Society’s power or duty to indemnify persons or entities under any contract or law, or upon (*ii*) the right of any person or entity to seek indemnification from the Society under any contract or law.

## **Section 5**

### **Insurance, Contracts, Security**

The Society may purchase and maintain insurance on behalf of any person who shall be, or who shall at any time have been, a Trustee, Officer, or other Indemnitee within the meaning of this Article, 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 Society would have the power to indemnify the person against such liability.

## **Section 6      Liability Limitation**

To the maximum extent permitted by law, no Trustee or Officer of the Society shall be personally liable to the Society or others for monetary damages for any action taken or any failure to take any action, unless such Trustee or Officer has breached or failed to perform the duties of their office and such breach or failure constitutes self-dealing, willful misconduct, or gross negligence. The provisions of this paragraph shall not apply with respect to the responsibility or liability of such Trustee or Officer under any criminal statute or the independent liability of a Trustee or Officer for the payment of taxes pursuant to local, state or federal law.

## **Article XIV INTERPRETATION**

—These bylaws shall be construed to accord with all applicable laws and regulations, including without implied limitation ~~Chapter~~M.G.L. Ch. 180 ~~of the General Laws~~ and Section 501-(c)(3) of the Internal Revenue Code.

## **Article XV NOTICE**

Any notices, consents, waivers, or other communications required or permitted under these bylaws shall be delivered by any means that is sufficiently reliable to make reasonably certain that the communication shall be timely received, including without limitation, by regular mail, electronic mail, facsimile, telephone, courier service, or personally. A notice shall be deemed delivered when received if sent by telephone, courier, or delivered personally. A notice shall be deemed delivered when deposited with the US Postal Service if sent by regular mail, or when transmitted if sent by electronic mail or by confirmed facsimile. Any such notices, consents, waivers, or other communications shall be delivered to the address, electronic mail address, facsimile, telephone number, or similar communication routing directive shown in the Society's records for the recipient.