



MASSACHUSETTS AUDUBON SOCIETY, INC.  
BY-LAWS

(As amended and restated November 7, 2014)

ARTICLE 1

General Provisions

Section 1.     Name – The name of the corporation shall be Massachusetts Audubon Society, Inc. (hereinafter “Mass Audubon”).

Section 2.     Location – The principal office of Mass Audubon shall be in Lincoln, Massachusetts. The Board of Directors of Mass Audubon (hereinafter the “Board”) may establish other offices and places of business.

Section 3.     Fiscal Year – Except as from time to time otherwise determined by the Board, the fiscal year of Mass Audubon shall begin July 1 of each year and extend through June 30 of the following year.

ARTICLE II

Members

Section 1.     Membership – There shall be only one class of members of Mass Audubon, and all members shall have the same rights within Mass Audubon. The

members shall be unlimited in number. Any person who initially applies for membership and pays an annual membership fee shall be a member of Mass Audubon without regard to race, color, religion, national origin, sex, sexual orientation, ancestry, age, disability, veteran status, military service, genetic information, and gender identity, or any other category protected under applicable law. The amount of the annual membership fee shall be determined from time to time by the Board, and there may be more than one level of membership fee. A member shall automatically cease to be a member without any requirement of the giving of notice to the affected member upon failure to pay the appropriate membership fee on or before the date such membership fee is due. Non-dues-paying members may be permitted by the Board.

Section 2.     Meetings – The annual meeting of the members of Mass Audubon shall be held in Massachusetts on such day not earlier than October 1, nor later than November 30, in each year as the Board shall from time to time determine. The business of the meeting shall include, but not be limited to, the election of Directors and the members of the Audit Committee and the amendment or repeal of these By-laws, if proper notice of such amendment or repeal shall have been given as herein provided. Special meetings of the members of Mass Audubon may be called at any time by the President or the Board, and shall be called by the Secretary (or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer), upon written application of members representing one hundred percent (100%) of the smallest quorum of members required for a vote upon any matter at the annual meeting of the members of Mass Audubon. The Secretary shall give to all members of Mass Audubon at least ten days notice by mail, which may be by printing such notice in a publication of Mass

Audubon sent to all members of Mass Audubon, and/or email transmission, of all meetings of the members of Mass Audubon. At all meetings of the members, each member shall be entitled to one vote. The vote of each member shall be cast in person. There shall be no voting by proxy. A quorum at all meetings of members shall consist of thirty members of Mass Audubon. At any meeting of the members of Mass Audubon at which a quorum is present, the vote of a majority of those members present shall decide any matter unless a different vote is specified by law, the Articles of Organization, or these By-laws.

### ARTICLE III

#### Officers

Section 1.     General – The officers of Mass Audubon shall consist of a Chair of the Board (hereinafter the “Chair”), one or more Vice Chairs of the Board (hereinafter the “Vice Chairs”), a President, Secretary, and Treasurer and such other officers, including, but not limited to, Assistant Secretaries and Assistant Treasurers, as the Board may from time to time determine. The duties and responsibilities of the officers beyond those outlined in these By-laws shall be as prescribed by the Board from time to time.

Section 2.     Election – The Chair shall be elected by the Board for an initial term of three years and may be re-elected to a maximum of three additional one-year terms. All other officers shall be elected annually by the Board at the first regular meeting of the Board following the annual meeting of the members of Mass Audubon. Except as otherwise provided by law, the Articles of Organization, or these By-laws, all officers shall hold office until the first regular meeting of the Board following the next annual meeting of the members of Mass Audubon and thereafter until their respective successors

are chosen and qualified. Vacancies during the term of any officer shall be filled by the Board. When an officer is absent or incapacitated and a temporary replacement is needed, the Board may appoint a temporary replacement. Such replacement shall have the same responsibilities and duties as the absent or incapacitated officer unless restricted by the Board.

Section 3.     Resignation and Removal – Any officer may resign by delivering his or her written resignation to Mass Audubon at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later date. The Board may remove any officer with or without cause by the affirmative vote of two-thirds of those Directors who are present at a meeting at which a quorum is present, provided that an officer may be removed for cause only after prior written notice of such proposed action has been given to the affected officer and such officer has been given an opportunity to be heard by the Board.

Section 4.     Chair – The Chair shall preside at meetings of the Board, the members, and the Executive Committee. The Chair shall be an ex-officio member of all committees of the Board, provided, however, that, except for the Executive Committee and the Investment Committee, the Chair shall be a non-voting member.

Section 5.     Vice Chair – A Vice Chair shall preside at meetings of the Board, the members, and the Executive Committee if the Chair is absent or incapacitated.

Section 6.     President – The President shall be the chief executive officer of Mass Audubon and shall report to the Board. Subject to the direction and control of the Board, the President shall have general charge and overall management of the affairs of Mass Audubon and may make decisions within general policy. The President shall have such other powers and duties as are usually incident to the office of president and as may from time to time be designated by the Board.

Section 7.     Treasurer – The Treasurer, subject to the direction and control of the Board, shall have general charge of the financial affairs of Mass Audubon and shall cause to be kept full and accurate books of account. The Treasurer shall have such other powers and duties as are usually incident to the office of treasurer and as may from time to time be designated by the Board. The Treasurer shall give a bond for the faithful performance of his or her duties if and as determined by the Board.

Section 8.     Secretary – The Secretary shall give notice of and keep the minutes of all meetings of the members of Mass Audubon, the Board, and the Executive Committee, shall have the duties of a clerk as required by law, and shall have such other powers and duties as are usually incident to the office of secretary and as may from time to time be designated by the Board. The Secretary shall be a resident of Massachusetts unless Mass Audubon shall appoint a resident agent for service of process in the manner prescribed by law.

#### ARTICLE IV

#### Board of Directors

Section 1. Powers and Duties – The Board shall determine the policies and objectives of Mass Audubon, shall have charge of all funds and property of Mass Audubon, and shall be responsible for the proper conduct of its business. The Board may exercise all powers of Mass Audubon not expressly reserved to the members. The Board shall elect the Chair, one or more Vice Chairs, President, Secretary, Treasurer, and such other officers as it shall deem necessary. The Board may exercise any of its powers through committees of the Board, appointed by or at the direction of the Board, as the Board may determine. Each year the Board shall make available to the members an annual report on the work of Mass Audubon.

Section 2. Number and Election – The Board shall consist of the Chair, ex-officio, and not more than thirty Directors to be elected by the members at the annual meeting of members from nominations made pursuant to Article V, Section 1, of these By-laws. Any person who is a member of Mass Audubon in good standing shall be eligible for nomination, and Directors shall be nominated and elected without regard to race, color, religion, national origin, sex, sexual orientation, ancestry, age, disability, veteran status, military service, genetic information, and gender identity, or any other category protected under applicable law. Except when elected to fill a vacancy, Directors shall be elected for three-year terms, so that, to the extent practicable, the terms of one-third of the Directors shall expire each year. Unless otherwise provided by law, the Articles of Organization, or these By-laws, each Director shall hold office until the annual meeting of members at which his or her term is due to expire and thereafter until his or her successor is chosen and qualified. Any vacancy in the Board may be filled by

the Board. No salaried officer or employee of Mass Audubon shall be a Director. Only Directors shall be entitled to vote at meetings of the Board.

Section 3. Honorary Directors – Upon the recommendation of the Chair, the Board may appoint as Honorary Directors those past Directors who have given exceptional service to Mass Audubon. Honorary Directors, who desire to receive notice, shall receive notice of, and may attend meetings of, the Board and may participate in discussions on all matters coming before such meetings, but shall not be entitled to vote.

Section 4. Resignation and Removal – Any Director may resign by delivering his or her written resignation to Mass Audubon at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later date. The Board may remove any Director from office with or without cause by the affirmative vote of two-thirds of those Directors who are present at a meeting at which a quorum is present, provided that a Director may be removed for cause only after prior written notice of such proposed action has been given to the affected Director and such Director has been given an opportunity to be heard by the Board.

Section 5. Meetings – Meetings of the Board shall be held within or without Massachusetts at such places and times as the Board may from time to time determine. Special meetings may be called at any time by the Chair and shall be called at the written request of three Directors. Ten Directors shall constitute a quorum. Notice of any meeting of the Board shall be given to each Director by mail, email transmission, electronic or

facsimile transmission, or telegram at least forty-eight hours before the meeting, addressed to him or her at his or her usual business or residence address, electronic address, or facsimile number, as the case may be, or by notice to him or her in person or by telephone at least forty-eight hours prior to such meeting. Such notice need not specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization, or these By-laws.

Section 6.     Action at Meetings – At any meeting of the Board at which a quorum is present, a majority vote of those Directors present shall decide any matter, provided that no interest in real estate owned by Mass Audubon shall be sold, conveyed, or restricted, except upon the affirmative vote of three-fourths of those Directors present at any meeting where a quorum is present, notice of such proposed action having been inserted in the call of the meeting and provided further that at least ten Directors vote affirmatively in favor of such sale, conveyance, or restriction.

Section 7.     Presence Through Communications Equipment – Unless otherwise provided by law or the Articles of Organization, members of the Board or any committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 8.     Action by Consent – Any action by the Directors or any committee of the Board may be taken without a meeting if a written consent thereto is signed by all



the Directors or all the members of the applicable committee of the Board and filed with the records of the meetings of the Directors or the committee, as the case may be. Such consent shall be treated for all purposes as a vote at a meeting.

## ARTICLE V

### Committees

Section 1.     Nominating Committee – A Nominating Committee consisting of three or more Directors shall be appointed from the Board by the Chair for three-year terms. The Nominating Committee shall propose to the annual meeting of members of Mass Audubon nominees for the Directors and members of the Audit Committee to be elected by the members of Mass Audubon at the annual meeting. The nominations shall be posted by the Secretary in the principal office of Mass Audubon at least ten days prior to the annual meeting of the members of Mass Audubon. The Nominating Committee shall also propose to the Board at the first regular meeting of the Board following the annual meeting of the members of Mass Audubon nominees for Chair, Vice Chair or Vice Chairs, President, Treasurer, and Secretary and such other officers as the Board may determine.

Section 2.     Audit Committee – An Audit Committee consisting of three or more members of Mass Audubon shall be elected at the annual meeting of the members of Mass Audubon for a term of one year. The Audit Committee shall examine the reports and accounts of the Treasurer and shall approve the statements of Mass Audubon's independent auditor and report to the Board with respect to the same. The Audit Committee shall be responsible for appointing, evaluating, retaining and, when necessary or advisable, terminating the engagement of, the independent auditor.

Section 3.     Executive Committee – An Executive Committee consisting of three or more Directors shall be elected from and by the Board for a term of one year upon the recommendation of the Chair. The Executive Committee shall, except as provided by law, perform such duties and have such powers as may from time to time be designated by the Board. When and as necessary between regularly scheduled meetings of the Board, actions may be taken on behalf of Mass Audubon by the Executive Committee, and such actions shall be reviewed by the Board at its next regularly scheduled meeting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business by the Executive Committee.

Section 4.     Investment Committee – An Investment Committee consisting of three or more members of Mass Audubon shall be appointed by the Chair for three year terms. The Investment Committee shall invest the endowment of Mass Audubon in accordance with the investment policies of Mass Audubon and shall have such other duties and powers as shall from time to time be designated by the Board.

Section 5.     Council or Advisory Committee – The Board may appoint a council or an advisory committee (“Council”) consisting of such number of members of Mass Audubon as the Board may determine. Members of the Council shall be appointed for three-year terms. They shall provide research and advisory support to Mass Audubon, serve on committees of Mass Audubon, and perform such other duties as the officers or the Board may designate. Members of the Council may, at the discretion of the Chair, be invited to attend meetings of the Board.

Section 6.     Other Committees – The Board may establish and abolish such other standing and ad hoc committees as it may from time to time determine necessary or advisable. The Board shall determine the composition of all committees so created, and

delegate such powers and duties thereto as it deems advisable and consistent with law, provided, however, that any committee to which the powers of the Board are delegated shall consist solely of Directors.

## ARTICLE VI

### Execution of Instruments

All contracts, deeds, leases, notes, mortgages, checks, stock or bond powers, and other documents and instruments authorized to be signed by an officer of Mass Audubon in its name and on its behalf shall be signed by the President or the Treasurer or such other officer as the Board may from time to time determine.

## ARTICLE VII

### Disposition of Assets upon Liquidation or Dissolution

Upon a complete liquidation or dissolution of Mass Audubon, all its assets remaining after payment of or provision for its debts or liabilities shall with the approval of the court having jurisdiction, be given to such organization or organizations as the Board determines will best assure the continued, effective use of such assets for educational and conservation purposes similar to those of Mass Audubon, provided that in no case shall such assets be given to any organization not organized and operated exclusively for one or more educational, charitable, or scientific purposes.

## ARTICLE VIII

### Amendment of By-laws

These By-laws may at any time be amended or repealed, in whole or in part, at any annual or special meeting of the members of Mass Audubon at which a quorum is

present by a vote of two-thirds of those members present, provided that the substance of any proposed change shall be stated in the notice of such meeting and shall, not less than thirty days previous to said meeting, have been submitted at a meeting of the Board for its consideration and recommendation to the members. A majority of the Directors in office may also amend or repeal these By-laws, in whole or in part, provided that no amendment or repeal may be made by the Directors which changes the date of the annual meeting of the members of Mass Audubon, or which alters the provisions of these By-laws with respect to the removal of Directors, indemnification of Directors and officers, or amendment of these By-laws, or which by law or the Articles of Organization requires action by the members. Not later than the time for giving notice of the meeting of members next following the making, amending or repealing by the Directors of any By-law, notice thereof stating the substance of such change shall be given to all members entitled to vote, and any By-law adopted by the Directors may be amended or repealed by the members.

## ARTICLE IX

### Indemnification

Mass Audubon shall, to the extent legally permissible, indemnify each person who serves as one of its Directors, officers, employees or volunteers, or who serves at its request as a director, trustee, or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being called in this Article IX a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or

with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of Mass Audubon or, to the extent that such matter relates to service at the request of Mass Audubon for another organization or an employee benefit plan, in the best interests of such organization or of the participants or beneficiaries of such employee benefit plan. Such best interests shall be deemed to be the best interests of Mass Audubon for the purposes of this Article IX.

Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of Mass Audubon, after notice that it involves such indemnification, (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of Mass Audubon; or (c) by a majority of the disinterested members entitled to vote, voting as a single class.

Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by Mass Audubon in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under

this Article IX. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Article IX shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law.

As used in this Article IX, the term "Person" includes such Person's respective heirs, executors and administrators, and a "disinterested" Director, officer, employee or volunteer is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is not then pending.

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