

Westport Land Conservation Trust, Inc.
By-Laws

As adopted February 24, 1972

and amended May 30, 1975, May 29, 1981,
July 10, 1985, August 22, 1990,
December 11, 1991, May 6, 2003
May 16, 2006, May 15, 2018 and May 19, 2022

Article I – Title

The name of the corporation shall be Westport Land Conservation Trust, Inc.

Article II – Purposes

The purposes of the corporation shall be to acquire and preserve natural resources and wildlife areas for the use and enjoyment of present and future generations, to preserve and protect farmland and historical sites, to educate the public about the wise use of natural resources, and to work with other organizations having similar purposes. To accomplish these purposes the corporation may solicit, receive, and borrow, with or without security, real and personal property, including funds, by way of gifts, contributions, and subscriptions, and administer, hold, convey, transfer, disburse, land, and sell the same for such charitable, scientific, literary, and educational purposes as are permitted by Section 501 (c) (3) of the Internal Revenue Code of the United States as it now exists and as hereafter amended, and no assets of this corporation shall inure to the benefit of any private individual. Upon dissolution and winding up of this corporation, any remaining assets shall be transferred only to an organization having like charitable scientific, literary, and educational purposes as are permitted by Section 501 (c) (3) of the Internal Revenue Code of the United States. No assets shall be conveyed or distributed to any individual or any organization created or operated for profit. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall this corporation take part in any political campaign on behalf of any candidate for public office.

Article III – Offices

The principal office of the corporation shall be located in the Town of Westport, County of Bristol, Commonwealth of Massachusetts.

Article IV – Members

Section 1. The Board of Directors may by resolution establish one or more levels of membership.

- Section 2. All interested persons may become members upon payment of dues.
- Section 3. Each member shall be entitled to one vote on each matter submitted to a vote of the members.
- Section 4. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause. Any member may resign by filing a written resignation with the Clerk.

Article V. – Meeting of the Members

- Section 1. The Annual Meeting of members shall be held in May of each year at the office of the corporation or such other time and place as the Board of Directors may select for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting.
- Section 2. Special meetings of the members may be called by the President, and shall be called upon written request of the Board of Directors or not less than ten (10) members.
- Section 3. Written notice stating the place, day, and hour of any meeting of members shall be sent to the members not less than ten (10) days nor more than forty-five (45) days before the date of such meeting, by or at the direction of the President, or the Clerk, or persons calling the meeting. The purpose or purposes for which the meeting is called shall be stated in the notice.
- Section 4. Fourteen (14) members shall constitute a quorum.
- Section 5. When Massachusetts law requires that all members entitled to vote consider a motion before a meeting of the members, a proxy stating that motion shall be sent to all members subject to the same notice requirements stated in Article V, Section 3, above.

Article VI – Board of Directors

- Section 1. The property, business and affairs of the corporation shall be managed by a Board of Directors. Directors shall be members of the corporation. The President, Vice-President, Treasurer and Clerk shall be members of the Board of Directors.
- Section 2. The number of Directors shall be at least nine. The regular term of office shall be three years. No Director may serve for more than two consecutive three year terms, provided, however that (a) a Director who has served two consecutive three year terms may be elected to additional terms in accordance with the foregoing, if one year has elapsed since the expiration of his previous term, and (b) a Director elected as an officer shall continue

his or her service as a Director, even upon expiration of a second consecutive three-year term, for so long as he or she remains an officer.

Approximately one third of the total members shall be elected each year by the members of the corporation at their Annual Meeting. A Director who is absent from three consecutive Board meetings without reasonable cause may be subject to removal by a two-thirds vote of all members of the Board.

- Section 3. The Board of Directors may select the time and place for the holding of regular meetings of the Board.
- Section 4. Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) Directors by giving notice of the date, time, place, and purpose of such meeting to all Directors at least two (2) days in advance of such meeting.
- Section 5. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- Section 6. Directors as such shall not receive any salaries for their services.
- Section 7. The Board of Directors may at any time elect to the Board a member of the corporation to fill a current vacancy, such Director to serve the unexpired term of the vacancy; and subsequent to such service, be eligible to serve two consecutive three-year terms.
- Section 8. Former Directors or current Committee members possessing skills and/or resources relevant to the purposes of the Corporation may be elected to serve as Advisor to the Board of Directors for a two-year term. Such persons shall be nominated by the Executive Committee and elected by a majority of the Board of Directors present at the meeting at which the election takes place. An Advisor may attend meetings of the Board of Directors, but shall have no vote. An Advisor is eligible to serve on one or more committees or sub-committees of the Board, unless the vote of the Directors establishing such committee or sub-committee specifically limits the membership of the same to currently serving Directors.

Article VII- Officers

- Section 1. The officers of the corporation shall be a President, Vice-President, Clerk, Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The officers shall be members of the

corporation. Any two or more offices may be held by the same person except the offices of President and Clerk.

Section 2. The President of the corporation shall be elected by the Board of Directors at an Annual Meeting to serve an initial term of three years. The President may be re-elected for up to a maximum of two one year terms at successive annual meetings by the Board of Directors. The President may serve no more than five years total as President of the corporation.

All other officers shall be elected annually by the Board of Directors at the Annual Meeting to serve one year terms until the next annual meeting and until his or her successor shall have been elected and qualified.

Section 3. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Clerk, or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the By-Laws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subjected to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 6. Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys of the corporation in such banks, trust companies, or other depositories as shall be in accordance with the provisions of Article IX of these By-Laws; and in general perform all the duties incident to the office of

Treasurer and such other duties as from time to time may be assigned to him or her by President or by the Board of Directors.

- Section 7. Clerk. The Clerk shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws: keep a register of the post office address of each member and contributor which shall be furnished to the Clerk by such member and contributor; shall serve as Clerk of the corporation; and in general perform all duties as from time to time may be assigned to the Clerk by the President or by the Board of Directors.

Article VIII - Committees

- Section 1. Committees may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.
- Section 2. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

Article IX – Contracts, Checks, Deposits, Funds

- Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the corporation in addition to the officer so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- Section 2. All checks, drafts, or orders for the payment of money, notes, or other evidences 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 a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board such instrument shall be signed by the Treasurer of the corporation.
- Section 3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

Article X – Books and Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote and of the contributions. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Article XI – Fiscal Year

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

Article XII – Dues

The Board of Directors may by resolution establish rates of annual dues for the various levels of membership.

Article XIII – Seal

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

Article XIV – Amendments to By-Laws

Provided that Article II as originally adopted shall not in any way be contravened, these By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a two-thirds majority of the members present at the Annual Meeting or at any special meeting of the members, if at least fourteen (14) days written notice is given of intention to alter, amend, or repeal, or to adopt new By-Laws at such meeting, and such notice shall specify the language of the proposed change.

Article XV – Indemnity

The corporation shall indemnify and reimburse out of corporate funds any person (or personal representative of any person) who at any time serves or shall have served as a director, officer, or employee of the corporation, whether or not in office at the time, against and for any and all claims and liabilities to which he may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceeding to which he is made a party by reason of such service, except in relation to matters as to which he shall be finally adjudged not to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation. In affecting

such indemnity and reimbursement the Board of Directors may enter into such agreements and direct the officers to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.