

Westport Land Conservation Trust, Inc. Bylaws

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, May 19, 2022, and
Amended and Restated May ____, 2025

These Amended and Restated Bylaws shall replace all prior existing Bylaws in their entirety and shall hereafter be the Bylaws of the Corporation:

Article I. Title

The name of the Corporation shall be Westport Land Conservation Trust, Inc., a Massachusetts nonprofit corporation.

Article II. Purposes

The purposes of the Corporation shall be:

1. To acquire and preserve natural resources and wildlife areas for the use and enjoyment of present and future generations;
2. To preserve and protect farmland and historic sites;
3. To educate the public about the wise use of natural resources and work with other organizations having similar purposes; and
4. To carry on any other lawful activity in support of and to benefit the above purposes as may be carried on by an organization organized under Massachusetts General Laws Chapter 180 and as described in Section 501(c)(3) of the Internal Revenue Code and all other applicable laws and regulations.

Article III. Powers

To accomplish these purposes the Corporation may solicit, receive, purchase 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, 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. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. No asset or net earnings of the Corporation may be used for private inurement or benefit as prohibited under Section 501(c)(3) of the Internal Revenue Code of the United States as it now exists and as hereafter amended.

Article IV. Offices

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

Article V. Members

Section 1. Membership. The Board of Directors may by resolution establish one (1) or more levels of Membership.

Section 2. Dues. All interested persons may become Members upon payment of dues. The Board of Directors may by resolution establish rates of annual dues for the various levels of Membership.

Section 3. Member Voting. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the Members.

Section 4. Member Removal. 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 VI. Meeting of the Members

Section 1. Annual Meeting. The Annual Meeting of Members shall be held in May of each year at the principal 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. Special meetings of the Members may be called by the President, and shall be called upon written request by a majority of the Board of Directors or upon a written request signed by not less than ten (10) Members of the Corporation.

Section 3. Meeting Notice. Written and electronic 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. Meeting Quorum. Fourteen (14) Members shall constitute a quorum.

Section 5. Proxy Voting. When Massachusetts law requires that all Members entitled to vote consider a motion before a meeting of the Members, a written and electronic proxy stating that motion shall be sent to all Members subject to the same notice requirements stated in Article VI, Section 3, above. A Member may appoint the holder(s) of his or her proxy by either: 1) Executing a written instrument; or 2) By their authorized electronic communication. Written or electronic votes cast pursuant to this section shall be considered equivalent to presence in person at a meeting of the Members.

Article VII. Board of Directors

Section 1. Board of Directors. 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(s), Treasurer and Clerk shall be members of the Board of Directors.

Section 2. Board of Directors Composition and Service. The number of Directors shall be at least nine (9). Approximately one third of the total Members shall be elected each year by the Members of the Corporation at their Annual Meeting. The regular term of office shall be three (3) years. No Director may serve for more than two (2) consecutive three year terms, provided, however that (a) a Director who has served two (2) consecutive three year terms may be elected to additional terms, if one (1) year has elapsed since the expiration of her or his previous term, or (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.

Section 3. Director Meetings. The Board of Directors may select the time and the place for the holding of regular meetings of the Board.

Section 4. Director Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by 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. Director Meeting Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. Remote Participation. Any one (1) or more Directors may participate in any meeting of the Board of Directors or any Committee thereof by means of a conference telephone, video conference, or similar communication equipment allowing all persons participating in the meeting to hear and speak to each other. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting.

Section 7. Action by Consent. Any action which could be taken at a meeting of the Board of Directors may also be taken without a meeting by the written consent of all the current Directors. Any Director may consent to an action by sending an email or equivalent electronic message to the Clerk or President affirming their assent to the resolutions or votes in question, and such electronic message shall be deemed adequate for purposes of the Corporation acting by written consent in accordance with this section. Such consents shall be filed with the minutes of the next Directors' meeting and shall have the same effect as a meeting vote.

Section 8. Director Resignation or Removal. A Director or Officer may resign by written notification to the Officers of the Corporation, or may be removed whenever the Board of Directors determines by a majority vote during an Executive Session that he or she has: 1) Failed to resign from his or her position as a Director or Officer and is no longer able to participate in the work of the Corporation due to illness; or 2) that he or she has missed three (3) or more meetings without good cause. A Director or Officer may be removed by a two-thirds affirmative vote of the entire Board of Directors during a meeting called into Executive Session for that purpose whenever, in the judgment of the Board of Directors, the best interests of the Corporation would be served thereby.

In all instances involving resignation, illness, or an affirmative vote to remove a Director or an Officer, the Board of Directors shall declare his or her seat on the Board of Directors or as an Officer of the Corporation to be vacant so that it may be filled.

Section 9. Director Remuneration. Directors shall not receive any salaries for their services and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors or Members or any other private persons as prohibited under Section 501(c)(3) of the Internal Revenue Code of the United States as it now exists and as hereafter amended. Nevertheless, a Director or Member may be reimbursed for reasonable and necessary expenses that have been authorized by the Corporation, and which are incurred during the performance of his or her duties to the Corporation.

Section 10. Director Vacancy. The Board of Directors may elect to the Board a Member of the Corporation to fill a current vacancy to serve the unexpired term of the vacancy; and subsequent to such service, that Director shall be eligible to serve two (2) consecutive three-year terms.

Section 11. Advisor to Board of Directors. Former Directors or current Committee Members possessing skills or resources relevant to the purposes of the Corporation may be elected to serve as Advisors to the Board of Directors for three-year terms. 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 (1) or more committees or subcommittees of the Board, unless the vote of the Directors establishing such committee or subcommittee specifically limits the membership of the same to currently serving Directors.

Section 12. Confidentiality of Meetings and Minutes. Meetings of the Board of Directors shall not be open to the public or to Members, although the Board may choose, in its sole discretion, to invite Members or other guests to all or portions of such meetings. Minutes of meetings of the Board of Directors shall not be available to the public, although the Board may, in its discretion, choose to share all or specific portions of meeting minutes with its Members, third parties, or with the public. The Board of Directors may also require that anyone requesting the minutes of its meetings treat such minutes as confidential and such requests should be made in writing. The Board of Directors may discuss and authorize the release of minutes in Executive Session.

Section 13. Director Executive Session. At any meeting of the Board of Directors, the President may enter the meeting into Executive Session. In Executive Session, only Directors and, at the discretion of the President, certain employees or other individuals, may be present. An Executive Session may be called for discussion of sensitive or confidential issues such as, but not limited to, personnel, legal matters, or negotiations relating to any transaction. Any decisions made in Executive Session shall, without violation of confidentiality and as appropriate, be recorded in the general minutes of the Board meeting. The Secretary or their designee may keep notes of the Executive Session, but such notes shall be separate from the minutes and shall be treated as confidential by the participants in the Executive Session.

Section 14. Director Liability. The Directors and Officers of the Corporation are not liable for the Corporation's debts, liabilities, or obligations. Any person or entity doing business with the Corporation, such as extending credit, signing contracts, or making claims, must rely solely on the Corporation's funds and assets for payment.

Section 15. Director Personal Liability. Directors and Officers shall not be liable to the Corporation for monetary damages related to breaches of their fiduciary duties, except in cases where he or she: 1) Breaches his or her duty of loyalty to the Corporation; 2) Acts in bad faith, engages in intentional misconduct, or knowingly breaks the law; or 3) Receives an improper personal benefit from their actions.

Article VIII. Officers

Section 1. Officers of the Corporation. 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 (2) or more offices may be held by the same person except the offices of President and Clerk. The Board, in its discretion, may elect two (2) individuals to serve as Vice-Presidents of the Corporation.

Section 2. President's Term. The President of the Corporation shall be elected by the Board of Directors at an Annual Meeting to serve a term of three years. The President may be re-elected for up to a maximum of two (2) one-year terms at successive annual meetings by the Board of Directors. The President may serve no more than five (5) years total as President of the Corporation.

Section 3. Officers' Terms. 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 4. Officer Vacancy. A vacancy in any office because of death, resignation, incapacity, removal or otherwise may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and shall supervise and control all 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, notes, 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 these Bylaws 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 6. Vice-President. A Vice President shall perform such duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the absence of the President, or in the event of his or her inability or incapacity, a Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In any situation where the President is absent or unable to perform his or her duties, and where two Vice-Presidents are serving concurrently, a majority of the Board shall elect one Vice-President to serve as the Acting President until such time as the incumbent President can resume his or her duties, or as the Succeeding President of the Corporation to serve the remainder of the previous President's term.

Section 7. Treasurer. The Treasurer 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 XII of these Bylaws; 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 the President or by the Board of Directors.

Section 8. Clerk. The Clerk shall, 1) keep the minutes of the meetings of the Members and of the Board of Directors in one (1) or more books provided for that purpose, 2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, 3) 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 Bylaws, 4) keep a register of the post office address of each member and contributor, and 5) and shall perform all duties as from time to time may be assigned to the Clerk by the President or by the Board of Directors.

Article IX. Committees

Section 1. Committee Adoption. 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 committee member may be removed by the President of the Corporation or his or her designee whenever in his or her judgment the best interest of the Corporation shall be served by such removal.

Section 2. Committee Chairperson. One (1) member of each committee shall be appointed the Chair of that committee by the President or other persons authorized to appoint the members thereof.

Section 3. Executive Committee. An Executive Committee shall consist of the following Members: a) The President of the Board; b) The Vice-President(s); c) The Treasurer; d) The Clerk; and e) Up to two (2) additional Members of the Board, as appointed by the President and approved by a majority vote of the Board. All Members of the Executive Committee must be current Members of the Board of Directors and the President shall serve as Chair.

The Executive Committee is authorized to act on behalf of the Board of Directors between regular meetings, except as otherwise limited by these Bylaws or applicable law. The Executive Committee may: a) Approve unbudgeted expenditures up to \$10,000 per transaction, but may not approve total expenditures in excess of \$50,000 between regularly scheduled meetings of the Board of Directors without prior authorization by the Board of Directors; b) Make emergency decisions that cannot reasonably wait for a full Board meeting; and c) Evaluate the performance of the Executive Director and support personnel initiatives.

The Executive Committee shall not: a) Amend or repeal the Articles of Incorporation or these Bylaws; b) Approve or amend the annual budget or approve major financial decisions that are

reserved for the full board; c) Appoint or remove Directors; d) Hire or dismiss the Executive Director unless specifically authorized by the full Board; e) Dissolve the Corporation or make decisions regarding any mergers or acquisitions of property.

The Executive Committee shall meet as needed, at the discretion of the Chair or upon request of a majority of its members. A quorum for Executive Committee meetings shall be a majority of its members. Decisions shall be made by a majority vote of those present, except where otherwise required by law or these Bylaws.

The Executive Committee shall maintain written minutes of its meetings and provide a report of its actions to the full Board at the next regularly scheduled Board meeting. Any decision made by the Executive Committee must be documented and available for review by any Board member upon request with the exception of confidential Personnel matters.

Article X. Executive Director

The Executive Director is hired by and accountable to the Board of Directors of the Corporation and shall have day-to-day responsibility for the operations of the Corporation including carrying out Board policy or other duties as assigned by the Board. The Executive Director will attend all Board meetings to report on the progress of the Corporation and to answer questions of Board Members, but may be excused from Board meetings for which an Executive Session has been declared. The Executive Director shall be responsible for hiring and supervising the staff of the Corporation in accordance with the Corporation's Personnel Policies.

Article XI. Conflicts of Interest

Section 1. Conflict of Interest Policy. The Directors, Officers, key employees, and designated volunteers of the Corporation owe a fiduciary duty to the Corporation to act in good faith and in a manner that they reasonably believe to be in the Corporation's best interests and to exercise their independent judgement on behalf of the Corporation, and to place the Corporation's best interests ahead of personal interests. In furtherance of this fiduciary responsibility, the Corporation shall maintain a Conflict-of-Interest Policy, pursuant to which Directors, Officers, Members of key committees as adopted by a resolution of the Board, key employees, and designated volunteers must disclose any personal or financial interest, or potential excess benefit as defined pursuant to section 4958 of the Internal Revenue Code, that may result from any transaction being considered by the Corporation. An individual with a potential conflict relating to a transaction being considered by the Board must recuse him or herself from discussions and voting related to that transaction unless a majority of the disinterested Members of the Board of Directors determine that the conflict at issue is immaterial.

Section 2. Conflict of Interest Disclosure. Each employee, Director, Officer, member of a committee, or person associated with the Corporation in a position of significant authority as designated by the Chair or with significant fiduciary responsibility shall annually sign a statement that discloses such person's related party interests and affirms that such person: (i) has received a copy of the Conflict of Interest policy; (ii) has read and understands the policy; (iii) has agreed to comply with the policy in writing; and (iv) understands that the Corporation is a charitable organization and that in order to maintain the Corporation's qualification as exempt from federal

income taxation described in Section 501(c)(3) of the IRS Code, it must engage primarily in activities that accomplish one or more of its tax exempt purposes.

Article XII. Contracts, Checks, Deposits, Funds

Section 1. Contracts and Legal Instruments. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation in addition to the Officers so authorized by these Bylaws, 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. Authorized Signatories. All checks, drafts, or orders for the 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 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. Funds. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article XIII. Books and Records

The Corporation shall keep correct and complete corporate records, 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. The records of the Corporation may be inspected by any Director or Member for any proper and lawful purpose upon written request to the Secretary. The Corporation may deny access to records of the Corporation if it reasonably believes that the inspection request is made for an improper purpose, or if the requested records are confidential or legally protected from disclosure under applicable laws.

Article XIV. 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 XV. 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 XVI. Amendments to Bylaws

Provided that Article II as originally adopted shall not in any way be contravened, these Bylaws may be altered, amended, restated or repealed, and new Bylaws 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, restate or repeal, or

to adopt new Bylaws at such meeting, and such notice shall specify the language of the proposed change.

Article XVII. Indemnity

To the fullest extent permitted by law, the Corporation will use its funds to indemnify and reimburse any current or former Director, Officer, or Employee for any claims, liabilities, or expenses they face because of his or her service to the Corporation. This includes reasonable expenditures for defending or settling legal or administrative proceedings, unless: 1) The person acted in bad faith or engaged in deliberate dishonesty, and their actions were material or 2) The person gained an improper financial benefit to which they were not legally entitled. This indemnification does not limit any other rights or privileges the person may have.

The Corporation may also enter into agreements, authorize payments, or take other actions deemed necessary by the Board of Directors to provide such indemnification, including the hiring of legal counsel to defend against claims or liabilities.

Article XVIII. Prohibition on Political Activity and Limitation on Lobbying

The Corporation will not: (1) endorse any candidate for political office or take part in any political campaign; and (2) no substantial part of the activities of this Corporation shall consist of lobbying however, subject to this limitation, the Corporation may publicly support, and advocate for issues related to its purposes.

Article XIX. Dissolution

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 as it now exists and as hereafter amended. No assets shall be conveyed or distributed to any individual or any organization created or operated for profit and no assets of this Corporation shall inure to the benefit of any private individual.