

By-Laws of the Land Preservation Society, inc.

Article I: Name

The name of this Corporation shall be The Land Preservation Society of Norton, Inc.

Article II: Purposes

The purposes of this Corporation shall be to protect natural resources, to preserve natural areas and historic sites, and to provide open space for the benefit of the general public; 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, lend and sell the same for such charitable, scientific, literary and educational purposes as are permitted by section 501©(3) of the Internal Revenue Code of the United States as it now exists and hereafter amended, and no asset of the corporation shall inure to the benefit of any private individual. Upon dissolution and winding up of the Corporation, and remaining assets shall be transferred only to an organization having like charitable, scientific, literary and educational purposes as are permitted by section 501©(3) of the Internal Revenue Code of the United States; and in such an event no assets shall be conveyed to or distributed to any individual or an 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 principle office of the Corporation shall be located in the Town of Norton, 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 and set requirements, including annual dues, for the various levels.

Section 2. Members of the Corporation shall include all persons who subscribe to the aims of the Corporation and who meet the requirements established in accordance with Section 1.

Section 3. Each member shall be entitled 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 Secretary.

Article V: Meeting of Members

Section 1. The Annual Meeting of the Members shall be held once each year at such 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 the written request of the Board of Directors, or not less than (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) nor more than forty-five (45) days before the date of such Meeting, by or at the direction of the President, or the Secretary, or persons calling the Meeting. The agenda for which the Meeting is called shall be stated in the notice.

Section 4. Twelve (12) Members shall constitute a quorum.

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.

Section 2. The number of Directors shall be not less than fifteen (15) nor more than twenty-five (25). Each Director shall hold office for a three-year period, excepting such members as shall have been elected for shorter terms at the organizational meeting. At subsequent Annual Meetings, Directors shall be elected to fill expired terms.

Section 3. An Annual Meeting of the Board of Directors shall be held. The Board of Directors may select the time and place for the holding of Regular Meetings of the Board.

Section 4. Special Meeting 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 unless such restriction is waived by the President or a majority of the Board.

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; but nothing herein contained shall be construed to preclude any Director for serving the Corporation in any other capacity and receiving compensation therefore.

Section 7. Any Director with a real or apparent conflict of interest shall disclose this conflict to the Board of Directors and abstain from discussing or voting on the transaction or project in question. If requested by the Directors, he or she will take temporary leave of absence until the project or transaction giving rise to the conflict of interest has been concluded. (A conflict of interest exists when a Director or related party—including spouse, siblings, parents or children of a Board member – has a material financial interest in a transaction or project under consideration by the Directors)

Section 8. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Article VII: Officers

Section 1. The officers of the Corporation shall be a President, Past President, Vice President, Secretary, and Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The officers may be held by the same person, except the offices of President and Secretary.

Section 2. The officers of the Corporation shall be elected annually by the Members at the Annual Meeting. Each officer shall hold office until his/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/she shall preside at all Meetings of the Members and of the Board of Directors. He/she may sign, with the Secretary, 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 these by-laws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all the duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

- 4a. At the end of his/her elected term, the President shall normally assume the office of Past President, holding such office until the next President is ready to leave office and assume the office of Past President. The Past President shall be a voting officer and shall act as an advisor to the President and the Board of Directors, assuring the Society continuity and institutional memory.

Section 5. Vice-President. In the absence of the President, or in the event of his/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 subject 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/her by the President or 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/her duties in such summand with such surety or sureties as the Board of Directors shall determine. He/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 in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article I of these by-laws; and in general perform all the duties incident to the office of Treasures and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary 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 tall notices are duly given in

accordance with the provisions of the by-laws or as required by law; be custodian of the Corporate records and of 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 Secretary by such Member and contributor; shall serve as the Clerk of the Corporation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her 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 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 Chair by the person or persons authorized to appoint member thereof.

Article IX: Contracts, Check, Deposits and Funds

Section 1. 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 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 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 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 instruments 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 shall select.

Section 4. 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.

Article X: Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its Members, Board of Directors, and committees, and shall keep at the

principal office a record giving names and addresses of Members entitled to vote and of the contributors. All books and records of the Corporation may be inspected by any Member or his/her agent or attorney for any 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: Seal

The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and have inscribed thereon the name of the Corporation and the words "Massachusetts" and the year of incorporation.

Article XIII: Amendment of the 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.

The formalities of incorporation were undertaken by Mr. Plimpton. The Clerk was sworn in. The By-laws were adopted October 28, 1970.

By-laws amended June 20, 1974, May 17, 1997, July 1988, and May 16, 2006

May 20, 1997 - Amendment

No officer or director shall be personally liable to the Land Preservation Society of Norton or its members for monetary damages for breach of fiduciary duty as an officer or director, notwithstanding any provision of law imposing such liability, except to the extent provided by applicable law for liability (1) for members, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) for any transaction from which the officer or director derived an improper personal benefit