

## ***BYLAWS OF PLYMOUTHFIRST, INC.***

### **ARTICLE 1: OFFICES**

**1.1 Name.** The name of the corporation shall be PlymouthFirst, Inc.

**1.2 Principal Office.** The principal office of the corporation shall be maintained at the address of Richard F. Caproni, President and Registered Agent, 15 Dillingham Way, Plymouth, MA 02360. Any subsequent principal office of the corporation shall be located in the Commonwealth of Massachusetts at such place or places as the Board of Directors may from time to time determine.

**1.3 Registered Office and Registered Agent.** The registered agent of the corporation shall be Richard F. Caproni, and the address and initial registered office of the corporation shall be 15 Dillingham Way, Plymouth, MA 02360. Any subsequent registered office of the corporation shall be located in the Commonwealth of Massachusetts at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

**1.4 Other Offices.** The corporation may have other offices within or outside the Commonwealth of Massachusetts at such place or places as the Board of Directors may from time to time determine.

### **ARTICLE 2: MEMBERSHIP**

The corporation shall have one or more classes of members. Members shall consist of all persons, including Directors, Officers, and general members with a desire to advance the purpose of the corporation who file a membership form with the corporation identifying themselves and such other reasonable information requested by the corporation, and who contribute the annual membership fee, or in kind contribution determined as sufficient for a particular year by the corporation's Board of Directors. All membership fees and qualifications shall be determined by the current Board of Directors on an annual basis. Memberships shall not be transferable.

There shall be no voting members. There shall be a general non-voting membership, which shall include any such person as may apply to join the general membership of the corporation in accordance with the rules set by the Board of Directors. Any natural person, corporation, partnership, or unincorporated association is qualified to serve as a member. These members shall have no voting powers in the corporation, but may attend such meetings and other functions of the corporation if the Board of Directors so determines.

### **ARTICLE 3: MEETINGS**

**3.1 Meeting Place.** All meetings of the members shall be held at the principal office of the corporation, or at such other place as shall be determined by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

**3.2 Annual Meeting.** The annual meeting of the members for the transaction of such business as may properly come before the meeting, shall be held each year on the second Wednesday of October at 7:00 PM, unless otherwise scheduled by the Board of Directors for a date and time that will maximize the opportunity for member attendance.

- a) Quorum. One-tenth (1/10) of the members on the current membership roster, represented at the annual meeting in person or by proxy, shall be necessary and sufficient to constitute a quorum for the transaction of business by the members.
- b) Annual Meeting - Order of Business. At the annual meeting of members, the following business shall be conducted, in the order as determined by the Board of Directors:
  - i. Calling the meeting to order
  - ii. Proof of notice of meeting (or filing of waiver)
  - iii. Reading of minutes of last annual meeting
  - iv. Reports of officers
  - v. Reports of committees
  - vi. Miscellaneous business

**3.3 Regular Meetings.** Regular meetings of the members for any purpose may be called at any time by the President of the corporation.

**3.4 Notice.** The time and place of the annual meeting, a general membership, or special meeting of members shall be given by written notice of each meeting of members, stating the time and place of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered as provided by law, email constituting sufficient delivery at least seven (7) days, and not more than forty-five (45) days, prior to the meeting.

## **ARTICLE 4: BOARD OF DIRECTORS**

**4.1 Number and Powers.** All of the activities, affairs, property, and interests of the corporation shall be managed, directed, and controlled, and its powers exercised by, and vested in, the Board of Directors. The Board of Directors shall consist of not less than five (5) and not more than twenty (20) persons. Directors must be members of the corporation for the entire term in which they serve.

In the year of incorporation of the corporation, the term of office of each of the directors shall expire in staggered fashion on the third Tuesday of each October. Directors shall be elected for terms of one (1), two (2), or three (3) years in the first year as follows:

- a) One-third (1/3) of the Directors shall serve three (3) year terms.
- b) One-third (1/3) of the Directors shall serve two (2) year terms.
- c) One-third (1/3) of the Directors shall serve one (1) year terms.
- d) As Directors are subsequently nominated and elected to the Board after the first year of incorporation, the term of office shall be three (3) years.
- e) The maximum consecutive term for any Director is seven (7) years of service. After a one (1) year rotation off the Board, it is possible to serve another term of up to seven (7) additional years.



In this manner, the Board shall remain open to new membership, but shall maintain an on-going level of experience such that all Directors are not being turned over annually.

In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such powers of the corporation, and do all such lawful acts and things as are not by statute, or by the Articles of Organization, or by these Bylaws directed or required to be exercised or done by the members of the corporation.

**4.2 Change of Number.** The number of Directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

**4.3 Vacancies and Term Expirations.** All vacancies in the Directors, independent of cause, shall be temporarily filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor, and until a successor is elected. At the election of Directors held on the day of the annual meeting of the members of the corporation, each incumbent Director shall be eligible to vote to fill the positions of those Directors whose terms will expire at such meeting, including eligibility to vote to fill his or her own expiring position. Upon the completion of voting for all such expiring positions, the newly elected Directors shall then immediately take their position on the Board.

**4.4 Annual and Regular Meetings.** The annual meeting of the Board of Directors shall be held on the same day as the annual meeting of the members, at such place and at such time as the Board of Directors shall designate. Regular meetings of the Board of Directors may be held at the principal office of the corporation or at such other place within the Commonwealth of Massachusetts, as the Board of Directors designate. By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

**4.5 Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or upon request by any two Directors. Such meetings shall be held at the principal office of the corporation or at such other place as the Directors may designate.

**4.6 Notice.** Notice of all special meetings of the Board of Directors shall be given to each Director by three (3) days prior service of the same by email, by letter, or personally.

**4.7 Quorum.** The President or Vice President, and the Treasurer or Secretary, and one other Director must comprise the simple majority of the whole Board of Directors that shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. Directors participating in any Board of Directors meeting by telephone shall be considered to be in attendance for purposes of reaching a quorum and transacting business.

**4.8 Executive and Other Committees.** The Board of Directors may appoint a number of standing committees consisting each of no fewer than two (2) Directors, one of whom shall act as committee chair, unless otherwise noted.

The Board of Directors may also appoint, from time to time, from its own number, temporary committees consisting each of no fewer than two (2) Directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No Director may chair more than one standing committee except under exceptional circumstances, or when a temporary Director/Chair vacancy exists.

**4.9 Remuneration.** No stated salary shall be paid Directors, as such, for their service, nor shall expenses be paid for their attendance at any regular or special meeting of such Board except under extraordinary circumstances and by resolution of the Board. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

**4.10 Loans.** No loans shall be made by the corporation to any Director.

**4.11 Removal.** The Directors of the corporation shall hold office until their successors are chosen and qualified. Any Director elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of the majority of a quorum of the Board of Directors.

**4.12 Action by Directors Without a Meeting.** Any action required or permitted to be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting by email as written consent for the action to be taken, assented to by a majority of the Directors.

## **ARTICLE 5: OFFICERS**

**5.1 Designations.** The Officers of the corporation shall be a President, Vice President, Secretary, and Treasurer, and such assistants as the Board by resolution may provide. All Officers shall be elected for terms of three years by the Board of Directors at the annual meeting. Such Officers shall hold office until their successors are elected and qualify. No person may serve in more than one office at a time, committees excepted.

**5.2 President.** The President shall issue notices of meetings, preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors, including the keeping of the corporate seal, if any, and the corporate books, except as necessarily maintained by the Treasurer in the normal course of corporate affairs. The President shall be Registered Agent and perform such other duties as are incident to the office or are properly required by the Board of Directors.

**5.3 Vice President.** During the temporary absence or disability of the President, the Vice President shall exercise all the functions of the President and assist on administrative matters. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the President or the Board of Directors.



**5.4 Secretary.** The Secretary shall keep minutes of all meetings and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

**5.5 Treasurer.** The Treasurer shall have the custody of all moneys and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall arrange for an independent audit of the books of account as directed by the Board of Directors.

**5.6 Delegation.** If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any director or any other person it may select.

**5.7 Vacancies.** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

**5.8 Other Officers.** The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**5.9 Loans.** No loan shall be made by the corporation to any Officer.

**5.10 Removal.** The Officers of the corporation shall hold office until their successors are chosen and qualified. Any Officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of a quorum of the Board of Directors.

## **ARTICLE 6: DEPOSITORIES**

The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks, or trust company or trust companies, as the Treasurer shall choose, and shall be drawn from such accounts only by check or other order for payment of money signed by such person(s), and in such manner, as may be determined by resolution of the Board of Directors.

## **ARTICLE 7: NOTICES**

Except as may otherwise be required by law and except as set forth in Section 3.4, any notice to any member or Director may be delivered personally, by mail, by email, or publication in the local newspaper. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid. If emailed, the notice shall be deemed to have been

delivered when such email has been sent by the addressor to the addressee's last known email address in the records of the corporation. Actual receipt of such mail or email shall not be required for delivery to be deemed effective.

#### **ARTICLE 8: INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS**

The corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

#### **ARTICLE 9: BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors, and shall keep at its registered office or principal office, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

#### **ARTICLE 10: AMENDMENTS**

The Board of Directors, by majority vote on a proposition to amend, shall have power to make, alter, amend, and repeal the Bylaws of this corporation.

Adopted by the Board of Directors, annotations shown, on October 11, 2017.



Richard F. Caproni  
President and Registered Agent