

FRIENDS OF HERRING RIVER, INC. BYLAWS

ARTICLE I: NAME and PURPOSE

Section 1. The name of the organization shall be “Friends of the Herring River, Inc.”

Section 2. The purpose of the Friends of Herring River, Wellfleet, MA. is to promote education, research and public awareness of the Herring River estuary as one of critical environmental concern, to preserve the native environmental integrity of the river and estuary, to ensure habitat protection and retention of the native biological diversity and productivity of the river and estuary, to retain and enhance public access to the river and estuary, to preserve natural and historic sites, and to promote public awareness.

The Corporation shall carry out the foregoing purposes exclusively on a non-profit basis in accordance with Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended and any corresponding provision which may succeed such Section; and all revenues and other funds received or generated by the corporation shall be used and devoted solely in accord therewith.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for charitable, scientific, and educational purposes, as specified in section 501 (c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE II: MEMBERSHIP AND DUES

Section 1. All interested persons may become members and shall be considered members upon payment of dues.

Section 2. Classes of membership, if any, shall be determined by the Board of Directors.

Section 3. Annual Dues, in a schedule corresponding to the classes of membership, shall be as determined from time to time by the Board of Directors.

Section 4. Any member may resign at any time by giving notice of his or her resignation in writing to any officer or director of the corporation.

ARTICLE III: ORGANIZATION AND GOVERNMENT

Section 1. The general management and control of the affairs, funds and property of the Corporation, whether owned, loaned or leased to or by the Corporation, shall be vested in a Board of Directors elected as provided in Article V. The Board shall have at least seven members, but not more than thirteen, elected from the membership.

Section 2. The term of office for each Director shall be three years. Board members are eligible for reelection. The terms of Board members shall be such that approximately one-third of the Board member terms expire each year.

Section 3. The Officers of the Corporation shall be the President, Vice president, Treasurer and Secretary with powers as Clerk. All officers shall be elected for terms of one year at the first meeting of the Board of Directors following the Annual Meeting. Only Directors are eligible for election as officers.

Section 4. The duties of the Officers are:

The President shall preside at all meetings of the Corporation and shall act as chairman of the Board of Directors. He or she shall perform such duties as usually pertain to such office, as well as those assigned by the Board of Directors.

The Vice President shall perform such duties as the Board of Directors may assign. In the absence of the President, he or she shall perform the duties of the President.

The Treasurer shall be responsible for the receipt and disbursement of all funds, for the maintenance of proper financial records and for monitoring compliance with the budget. He or she shall present current statements of receipts and expenditures at all regular meetings of the Board of Directors and at the Annual Meeting of the Corporation.

The Secretary, who shall be a resident of Massachusetts, shall issue the Call to and keep a record of all meetings of the members and the Board of Directors. Copies of the minutes of all meetings of the members and all meetings of the Board of Directors shall be sent to Directors promptly and shall be available for inspection by members of the Corporation. The Secretary shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 5. Any Officer or Director who feels he or she cannot carry out the duties of that office shall notify the President of his resignation in writing. Any Officer or Director who proves unable to carry out the duties of his or her office may be removed by a two-thirds (2/3) vote of the incumbent Board of Directors.

Section 6. The Board of Directors may create standing committees. Such committees shall be responsible to the Board of Directors. The President shall appoint the Chairman of these standing committees from the membership of the Board. Each Chairman shall then propose the number of members and the persons to serve on his or her committee, for the approval of the Board. The membership of standing committees need not be limited to members of the Board. The names of the Chairmen of the standing committees shall be published to the membership promptly upon appointment.

Section 7. The President may appoint ad hoc committees for specific purposes.

ARTICLE IV: MEETINGS

Section 1. An Annual Meeting of the members of the Corporation shall be held at a time and place in Barnstable County, Massachusetts to be determined by the Board of Directors.

The Board of Directors may call special meetings of the members at any time.

All members whose dues have been paid shall be advised of the place, date, time and purpose as such meetings by the Secretary at least three weeks in advance and may vote at such meetings. Each adult member shall have one vote. An adult member is one of legal voting age in Massachusetts.

Fifteen members shall constitute a quorum for the transaction of business at such meetings, but if a quorum is not present when the meeting is called to order, a simple majority of those present shall have the power to adjourn the meeting to a future date.

Section 2. The Board of Directors shall meet as soon as practical after the Annual Meeting for organizational purposes. The Board shall meet on call from the President or from three Directors.

Unless a greater proportion is required by law, a quorum for the transaction of business shall consist of a majority of incumbent Directors.

Section 3. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at the meeting of directors.

Section 4. Meetings of the Board of Directors shall be open to members of the Corporation.

Section 5. Directors shall be expected to attend scheduled meetings of the Board and the Committees on which they serve.

Section 6. Standing committees and any ad hoc committees shall meet on call from their respective chairmen or from the President as frequently as necessary in each individual committee to prepare reports and recommendations for the regular meetings of the Board of Directors.

Section 7. Roberts Rules of Order shall govern procedures in all meetings of the Directors, committees and membership if questions are raised concerning procedures.

Section 8. No director shall vote on any action that might be specifically beneficial to him/her or persons close to him/her.

ARTICLE V: ELECTION OF DIRECTORS, OFFICERS AND NOMINATING COMMITTEE

Section 1. The election of Directors shall take place at the Annual Meeting of Members of the Corporation, members to be elected each year for three year terms and others elected as needed to fill unexpired terms, all to serve in accordance with Article III, Section 2.

Section 2. In the event of a vacancy that occurs between annual meetings, the Directors may appoint a qualified individual to serve until the next Annual Meeting.

Section 3. The election of a Nominating Committee also shall take place at the Annual Meeting of members of the Corporation. Five members shall be elected each year to bring to the next Annual Meeting two slates of candidates, one for the Board of Directors and the other for the next Nominating committee. The Nominating Committee shall consist of five members, two of whom shall be Directors who shall serve two year overlapping terms and three members of the Friends who shall serve one year terms, but may serve for two years. Persons who have served as Directors may serve on the Nominating Committee. The Nominating Committee shall elect its own Chairman.

At the first meeting of the Board of Directors following the Annual Meeting of Members, the same Nominating Committee which presented a slate of candidates for that Board shall then also appear and present a slate of candidates for officers of the Corporation. Only Directors are eligible for election as officers, and the Secretary shall be a resident of Massachusetts.

Section 4. The names and qualifications of candidates to be proposed by the Nominating Committee for the Board of Directors and the names only of the candidates for the next Nominating Committee shall be announced in the Secretary's Call to the Annual Meeting at least three weeks in advance. The Secretary's Call may be issued through a Newsletter, separate mailing, or posted on the website.

Additional names and qualifications of candidates for the Board of Directors and names only of candidates for the Nominating committee may be nominated by petition carrying the signatures of at least twenty-five (25) members. Such petitions must be filed with the Nominating Committee with sufficient lead time to be included in the Secretary's Call to the Annual Meeting. Such candidates shall be indicated in the Call as petition candidates. Individual members may make nominations from the floor.

Section 5. In elections at annual and special meetings, candidates receiving the largest number of votes for the position designated are elected.

Section 6. The election of officers from the membership of the Board of Directors shall take place at a meeting of the Board as soon as practical after the Annual Meeting of Members. A simple majority vote of Directors present and voting shall constitute election to office.

ARTICLE VI: FISCAL YEAR

Section 1. The fiscal year of the Corporation shall be from July 1st to June 30th.

ARTICLE VII: AMENDMENTS

Section 1. These bylaws may be amended at any meeting of the membership by a two-thirds (2/3) vote of those present, provided the Secretary has advised the membership in the Call to the meeting of the change in the bylaws which is to be presented, in full or in summary. Copies of the proposed change

shall be available from the Secretary three weeks prior to the meeting. The Board of Directors, by a majority vote, or any twenty-five (25) members, by submission to the Secretary in writing, may initiate proposals for change in the bylaws.

ARTICLE VIII: DISSOLUTION

Section 1. Upon dissolution of the Friends of the Herring River, Inc., the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations as are operated exclusively for environmental, scientific or educational purposes and shall at the time qualify as an exempt organization or organizations under Chapter 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law) as the Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Probate Court of the County of Barnstable with the consent of the Attorney General of the Commonwealth of Massachusetts exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes as said Court shall determine.

ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify and hold harmless each Director and Officer from and against any and all claims and liabilities to which he shall become subject by reason of having been a Director or Officer of the Corporation or by reason of any action alleged to have been taken or omitted by him as such Director or Officer and shall reimburse each such Director or Officer for all legal and other expenses reasonably incurred by him in connection with any such claims or liability provided, however, that no such Director or Officer shall be indemnified against nor be reimbursed for any expenses incurred by him in connection with any claim arising out of his own intentional or willful misconduct. The rights accruing to any Director or Officer under the foregoing provisions of the Article shall not exclude any other rights to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such Director in any proper case even though not specifically herein provided for. The Corporation and its Directors and Officers shall be fully protected in taking any action or making payment under this Article or in refusing to do so in reliance upon advice of counsel. The Corporation may purchase and maintain insurance on behalf of the person to be indemnified.

ARTICLE X: APPROVAL

These Bylaws were approved at a meeting of the Board of Directors of Friends of the Herring River on November 3, 2008.

Secretary