

Amended, August, 18, 2018

Brewster Ponds Coalition Bylaws

Article I. Name

The name of this organization is the Brewster Ponds Coalition, Inc. (BPC).

Article II. Purpose, Programs and Status

- A. The purpose of the BPC is to protect and promote the health of all Brewster ponds.
- B. The BPC shall implement this purpose through programs that
 - 1. Facilitate coordination of Brewster area pond associations and neighborhood associations abutting ponds.
 - 2. Conduct education, research, stewardship and advocacy efforts.
 - 3. Encourage interest and participation in water-quality issues by a wide variety of individuals, business entities, and organizations from throughout the community
 - 4. Raise funds in support of the foregoing programs.
- C. The BPC shall be incorporated in the Commonwealth of Massachusetts and shall carry out its purpose exclusively on a not-for-profit basis in accordance with Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended. All revenues and other funds received or generated by the Corporation shall be used solely in accord with this status.

Article III. Membership, Dues and Rights

- A. A member of the Brewster Ponds Coalition (the Corporation) is any individual, business entity, or organization that affirms the BPC purpose and pays annual dues.
- B. Classes of membership and amounts of annual dues shall be determined by the BPC Board of Directors.
- C. All members shall have equal rights and privileges. Each member shall be entitled to one vote at the Annual Meeting of the Corporation or at any special business meeting of the general membership.
- D. The Coalition will not engage in or support the campaign of any candidate for public office.
- E. A member may resign at any time by giving notice to an officer or director of the Corporation.

Article IV. Organization and Governance

- A. The management and control of the affairs, funds and property of the Corporation shall be vested in a Board of Directors, to consist of nine persons. They shall be elected as provided in Article VI. Reasonable effort shall be made to select directors from diverse ponds and areas of Brewster, with the balance of the directors reflecting the variety of the BPC membership. Board members must be residents of Brewster or owners of property in Brewster.
- B. The term of office for each director shall be three years, with a limit of two consecutive regular terms. Thereafter, he or she may not be re-elected until at least one year has passed. Service for an incomplete term to which a director may initially have been elected or appointed shall not be considered a "regular" term.
- C. The officers of the Corporation shall be the President, Vice President, Treasurer, and

Secretary. They 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.

D. The duties of the four officers are as follows:

1. The President shall preside at all annual and special meetings of the Corporation. The President also shall act as Chair of the Board of Directors, and of the Executive Committee of the Board. He or she shall perform such duties as usually pertain to the office, as well as those assigned by the Board. He or she will be responsible for ensuring that all reports due to be filed with the Commonwealth and the Federal Government are filed as required to ensure the continued non-profit status.

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

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

4. The Secretary shall issue meeting notices and keep a record of all meetings of the Corporation and of the Board. Copies of minutes of these meetings shall be sent to all directors promptly and shall be available for inspection by all members of the Corporation. The Secretary shall perform such other duties as may be assigned by the Board.

E. A quorum of fifty percent plus one of the current Board members is required for any meeting of the Coalition or Board. If such a quorum is not realized, no vote can be taken. All decisions of the Board, except as otherwise specified, will be made by majority vote of the Board members present at Board meetings.

F. Any officer or director who decides he or she cannot carry out the duties of that office shall notify the President of their resignation in writing. Any director or officer who proves unable to carry out the duties of their office may be removed by a two-thirds vote of the Board of Directors.

G. There shall be standing committees responsible to the Board of Directors. The President shall appoint the chair of each standing committee from the membership of the Board. Each chair shall then propose the names of persons to serve on his or her committee, for approval by the Board. The membership of standing committees need not be limited to members of the Board, except for the Executive Committee. The names of the chairs of the standing committees shall be published to the membership promptly upon appointment.

H. The standing committees are:

1. The Executive Committee, which shall consist of the four officers of the Corporation and one other director elected by the Board. It may be convened by the President to consider and act on matters of urgency which can not await a regular meeting of the full Board. The Executive Committee shall report about such meetings to the Board at its next scheduled meeting.

2. The Finance Committee, which shall be responsible for the custody of all funds of the Corporation, for financial planning, for fund raising, for grant writing, and for preparation of the annual budget. It is authorized to invest, sell, and reinvest the monies and securities of the Corporation within policy guidelines established by the Board. It

shall report regularly to the Board on the status of all invested funds. The Treasurer shall be a member of the Finance Committee.

3. The Membership Committee, which shall be responsible for encouraging membership in the BPC, maintaining a data base of current and potential members, and keeping a roster of voting members.

4. The Education and Program Committee, which shall plan research, conduct educational efforts, assist in recruiting volunteers for educational and research projects, and develop programs that promote environmentally sound practices for improving the health of all Brewster fresh water bodies. This committee shall also evaluate existing programs and shall work with the Finance Committee to seek grant funding for worthy water-related project

5. The Communications Committee, which shall oversee the creation of communications and shall act in concert with the Education and Program committees; communications may include websites, newsletters, and brochures.

I. The Board may establish additional standing committees as the need arises, and the President may appoint ad hoc committees or work groups for specific purposes.

Article V. Meetings

A. The Annual Meeting of the Corporation shall be held at a time and place in Brewster, Massachusetts, to be determined by the Board of Directors. Special meetings of the members may be called by the board at any time, or upon the written request of twenty-five members. All members whose dues have been paid shall be advised of the place, date, time and purpose of each Corporation meeting by the Secretary at least three weeks in advance and may vote at such meetings.

B. The Board shall meet as soon as practical after the Annual Meeting for organizing purposes and thereafter at least every two months throughout the year. The Board also shall meet on call from the President or from three directors. A quorum for the transaction of business shall consist of the majority of the directors.

C. An action required or permitted to be taken at a Board meeting may be taken without a meeting if a majority of directors' consent to the action in writing and the written consents are filed with records of the directors' meeting. Such consents shall be treated as a vote at the meeting of directors. Electronic correspondence shall be accepted.

D. Meetings of the Board shall be open to all members of the Corporation and the public, but the President may at any time in his or her discretion declare an executive session of the Board. In such case the purpose of the executive session shall be declared. Except for specific decisions reached, all matters discussed and opinions expressed during an executive session shall be considered confidential, but minutes shall be kept. Such minutes shall be released by a vote of the Board of Directors after the matters have been resolved.

E. Standing committees and ad hoc committees shall meet on call from their respective chairs or from the President as frequently as necessary to carry out their affairs and to prepare reports and recommendations for the Board.

F. Roberts Rules of Order shall govern parliamentary procedures in all meetings of the Board, committees and membership if questions are raised concerning parliamentary procedures.

G. No director shall vote on any action which might be specifically beneficial to him/her

or persons close to him/her.

Article VI. Election of Directors, Officers and Nominating Committee

- A. The election of directors shall take place at the Annual Meeting of the Corporation, with one-third to be elected each year for three-year terms, and with others elected as needed to fill unexpired terms. All shall serve in accordance with Article IV, Section B.
- B. In the event of a vacancy occurring between Annual Meeting, the Board may appoint a person to serve until the next Annual Meeting.
- C. The election of a Nominating Committee also shall take place at the Annual Meeting of the Corporation. Five members shall be elected each year to constitute this committee, which shall bring to the next Annual Meeting two slates of candidates, one for the Board of Directors and the other for the next Nominating Committee. Two members of the Nominating committee shall also be directors. It shall elect its own chair. Beside the nominees presented to the Annual Meeting by the Nominating Committee, any member may present a nominee for election to the Board or to the Nominating Committee.
- D. In elections at the Annual Meeting and special meetings, candidates receiving the largest number of votes for the position designated are elected.
- E. The Board shall nominate and elect its own officers at a meeting as soon after the Annual Meeting as practical. A simple majority vote of directors present and voting shall constitute election into office.

Article VII. Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

Article VIII. Amendments

These bylaws may be amended at any meeting of the membership by a two-thirds vote of those present, provided the Secretary has advised the membership in the call to the meeting of the amendment 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. Either the Board of Directors, by a majority vote, or any twenty-five members, by submission to the Secretary in writing may initiate proposals for change in the bylaws.

Article IX. Dissolution

Upon dissolution of the Corporation, 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 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 under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended.

Article X. Indemnification

The Officers of the Corporation and members of the Board of Directors shall be indemnified and held harmless from the consequences of any and all actions and omissions to act which they or any of them may take or fail to take in the course of attempting in good faith to effect the purposes of the Corporation or to carry out any policies or programs approved by the Board.

It is the intention of this Article to provide the broadest indemnification possible to the Officers and Directors consistent with the laws of the Commonwealth of Massachusetts. To that end the Corporation may maintain insurance coverage to meet its obligations under this Article, and such coverage shall be for such amounts as the Board of Directors may deem appropriate.

Adopted: Board Meeting, October 7, 2014

ARTICLE IV. Paragraph A. Organization and Governance:

The management and control of the affairs, funds and property of the Corporation shall be vested in a Board of Directors, to consist of **a maximum of fifteen persons.**