

## BY-LAWS

As amended on April 20, 1977; Sept. 27, 1980, Sept. 18, 1991, Sept. 18, 1992, Sept. 18, 1983, Sept 13 1986, May 16, 1991, October 19, 2002 and October 15, 2005, Corrected January 2008. Amended on October 7, 2009. Amended on November 4, 2014. Amended on November 2018.

### I. Name

The name of the Organization is “The Friends of the Blue Hills Charitable Trust” (hereafter, Friends of the Blue Hills or the ‘Organization’). The Board of Trustees (Board) is authorized to do business under the name “Friends of the Blue Hills”.

### II. Mission

The Friends of the Blue Hills (FBH) is a non-profit organization devoted to preserving and protecting the Blue Hills Reservation’s natural beauty, diverse natural habitats and many recreational opportunities.

### III. Board of Trustees

- A. The Friends of the Blue Hills Board works to promote and preserve an ecologically healthy Blue Hills Reservation so that generations will enjoy its healthy forests and waterways, its natural vistas and its open and easy access. To accomplish this, the Board works with other Board members, staff and volunteers to increase the Organization's network and deepen its relations with the community.

#### B. Number; Quorum; Term; Qualifications; Elections

The Organization shall have at least 8 and no more than 14 members in the Board of Trustees, including Officers and youth position; a quorum shall be more than half of the current Trustees. Term shall be 2 years. Trustees may serve no more than four consecutive terms. Unless otherwise noted herein, the Board will approve vote by a majority of members present or accounted for. (Upon the Board’s discretion, virtual voting is permissible.)

To be eligible to serve as a trustee, an individual must be 18 years of age, however the Organization may provide an advisory youth position having one vote.

Trustees may be elected at any Board meeting by a majority vote. Any Trustee elected during the year will have full voting rights and will be given an ‘Interim Status’ until their status is formalized at the Annual Event with a vote of the members.

### C. Meetings: Regular

The Board of Trustees shall meet in at least six of the twelve calendar months of each calendar year, but not necessarily in alternate months. Virtual meetings via phone or other means are permissible.

### D. Notice; Attendance; Compensation

Meetings may be called by the President, Vice-President, Secretary, or a combination of a Trustee-at-large and one officer upon 24 hours notice. Notice shall be by telephone or first-class letter or electronically. Notwithstanding any other provisions of these by-laws, no fixed period of notice shall be required for any meeting of the Board of Trustees declared by the President to be an emergency meeting; in case of an emergency meeting, however, the President shall inform all members of the Board of Trustees who can be reached, of the time and place of the meeting and of the nature of the emergency.

Trustees shall receive no compensation for carrying out their duties as trustees. The Board may adopt policies providing for reasonable reimbursement of trustees for expenses incurred in conjunction with carrying out Board responsibilities.

## IV. Officers

### A. Election, Tenure

Terms of officers and other Trustees shall last two years. Officers may serve no more than four consecutive terms.

### B. President

The President shall be chief volunteer of the Organization and shall lead the Board in performing its duties and responsibilities to the Organization including presiding at the board meetings and shall perform all other duties incident to the office or properly required by the board. The President may appoint another Board member to preside over a board meeting as s/he sees fit.

### C. Vice President

The Vice President acts as the president/chair in his or her absence; and assists the president/chair on the above or other specified duties. The Vice President will take on special area of responsibility, such as membership, media or annual meeting.

### D. Treasurer

The Treasurer shall be charged with the oversight of the financial condition and actions, including financial review and/or audit of the Organization. The Treasurer shall oversee budget preparation, accounting of major transactions and

ensure all appropriate financial reporting. The Treasurer shall have such powers and perform such other duties as may be prescribed by the board.

E. Secretary

The Secretary shall keep the minutes of all meetings and actions of the Board. The minutes shall state the date and place of meeting and other information as shall be necessary to provide actions, votes and discussions of the trustees. The Secretary shall have other such powers and perform other such duties as may be prescribed by the board.

Notwithstanding the foregoing, the Board of Trustees may appoint a temporary Secretary from its members whenever it is necessary to do so for the purpose of recording meetings or performing other duties in the absence of the Secretary.

V. Resignation, Removal, Vacancies

The Board of Trustees shall have the power to fill all vacancies of offices and committees of the Organization including of the Board of Trustees, of the chairmanships of Standing Committees, and of the Offices of President, Vice-President, Treasurer and Secretary for the unexpired terms thereof.

With a majority vote of the existing Board, the Board of Trustees shall have the power and discretion to remove any Board member, Committee Chair, Officer or Organizational member who has engaged in conduct or activities which in the opinion of the Board is detrimental to the best interests of the Friends of the Blue Hills. In the event of such removal, notice thereof shall be given to the individual so removed.

VI. Committees

With a majority vote, the Board shall create committees as deemed necessary.

VII. Liability, Indemnification

A. No personal liability

The Board and officers shall not be personally liable for any debt, liability obligation of the Organization.

B. Indemnification

The Organization shall, to the extent legally permissible, indemnify any person serving as trustee or officer or at the request of the same, or employee against all liabilities and expenses, including but not limited to, counsel fees, satisfaction of judgment, fines, and penalties reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, criminal or civil or threatened by reason

of being a trustee, officer, employee or agent of the Organization except when s/he has been adjudicated in any proceeding not to have acted in good faith or acted in the best interests of the organization.

#### C. Exemptions

Notwithstanding any other provision of these by-laws, no director, officer, employee, representative or agent of this Organization shall take any action on behalf of the Organization not permitted to be taken or carried on by an organization exempt under Section 501 © (3) of the Internal Revenue Code and regulations promulgate.

### VIII. Executive Director

The Executive Director is hired by the board. The Executive Director has day-to-day responsibilities for the Organization, including:

- carrying out the Organization's goals and policies
- Employing, supervising and terminating such other staff as is deemed necessary by the Board of Directors to carry out the business of the Organization.

The Executive Director shall serve as an ex officio member of the Board of Trustees, without a vote.

The Executive Director will attend board meetings, report on the progress of the Organization, answer questions of the board members and carry out the duties described in the job description.

### IX. Membership, Annual Event, Vote

The Organization shall have members who shall make a financial contribution, the minimum amount to be set by the board. Each member shall have the right to vote at the annual event of the Organization on issues and policies to be presented by the board; each member shall be entitled to one vote. The board shall convene with written notice to members annual at least one month prior to the end of the fiscal year. Members may request to present an item for discussion and vote at the annual event; a vote may be required upon request of 10 or more members and such vote will require a majority of members in attendance.

### X. Contracts, Checks, Deposits, Funds

#### A. Contracts

The Board of Trustees may authorize any officer(s) or duly authorized employees(s) to enter into a contract or execute and deliver any instrument or

document in the name and on behalf of the Organization and such authority may be general or confined to specific instances.

#### B. Check, Drafts, deposits

All checks, drafts, orders, electronic payment for any payment of money, notes, or other evidences of indebtedness issued in the name of the Organizations shall be signed by such officer(s) or duly authorized employee(s) of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

#### C. Gifts, Contribution

The Board of Trustees may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes or for a special purpose. Such contributions, gifts, bequests or devises shall be in conformity with the laws of the United States, the Commonwealth of Massachusetts and any other relevant jurisdiction.

### XI. Books, Records

The Organization shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of the Board of Trustees and any committees having any of the authority of the Board of Directors.

### XII. Non-discrimination Policy

All trustees, officers, members and employees shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, national origin or sexual orientation. It is the policy of the Organization not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion or national origin.

### XIII. Statements on Behalf of Friends of the Blue Hills

No person shall make any statement on behalf of Friends of the Blue Hills except by authority of the Board of Trustees or President or Vice-President thereof; except that the Clerk and Treasurer may answer all questions put to them concerning the discharge of their duties.

### XIV. Waiver

Unless otherwise provided by law, whenever any notice is required to be given to any member or trustee of the Trust under the provisions of these

Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice shall be deemed equivalent to the giving of notice.

XV. Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Trustees at any regular or special meeting of the Board of Trustees, provided that no amendment shall be made which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code. Any amendment must be ratified by a two-thirds vote of a quorum of the trustees.

XVI. Governing Law

These bylaws shall be construed under and governed by the laws of the Commonwealth of Massachusetts.