

**BYLAWS OF
FRIENDS OF GOOD HARBOR, INC.**

ARTICLE I

NAME AND LOCATION

- Section 1.** Name. The name of the Association shall be Friends of Good Harbor, Inc. (hereinafter the “Association”).
- Section 2.** Location. The principal office of the Association shall be at such place in the City of Gloucester, County of Essex, Commonwealth of Massachusetts, as the Board of Directors shall from time to time determine.
- Section 3.** Registered Agent and Office. The Registered Agent of the Association is the person or firm designated from time to time by the Board of Directors. The address of the Registered Agent may be the principal office of the Association and may be changed from time to time by either the Board of Directors or by the Registered Agent.

ARTICLE II

PURPOSES

- Section 1.** Articles of Incorporation. The name and purposes of the Corporation shall be as set forth in the Articles of Incorporation. These Bylaws, the powers of the Corporation, Directors, and Officers and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to the Articles of Incorporation in effect from time to time.
- Section 2.** General Purposes. This benevolent and charitable institution has been organized and incorporated under the laws of the Commonwealth of Massachusetts and shall be operated exclusively for charitable, scientific, and/or educational purposes, including the following:
- A. To plan and implement basic support activities for Good Harbor Beach in partnership with the City of Gloucester with the aim of improving beach appearance and maintenance, facilities, dunes, and usage.
 - B. To assist in acquisition, restoration, and preservation of the marshlands and wetlands in the Good Harbor area, working in partnership with other agencies and organizations, with the aim of enhancing public awareness, appearance, and management of the marshes and wetlands.

- C. To plan and implement special projects with the aim of preserving and improving public access and safety in the Good Harbor area and its watershed.
- D. To educate the public regarding the conservation, restoration, enhancement, and protection of the beach, marshes, and wetlands in the Good Harbor area and its watershed.

Section 3. Prohibition of Inurement of Assets and Income to Private Persons. All the assets and income of the Association shall be used exclusively for charitable, scientific, and educational purposes and no part thereof shall inure to the benefit of any private individual. If the Association is dissolved or its existence terminated, either voluntarily or involuntarily, none of its assets shall inure to the benefit of any private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for charitable, scientific, and educational purposes.

ARTICLE III

MEMBERSHIP

Section 1. Members. All persons interested in furthering the purposes of the Association shall be eligible for membership upon the payment of annual dues. Members shall be invited to the Annual Meeting of the Association when the Board of Directors will report on the affairs of the Association and provide the opportunity for members' questions, comments, and recommendations. Members may vote on those matters as described in Section 3 below.

Section 2. Classes of Members. The Board of Directors may from time to time fix and establish classes of membership, including but not limited to charter, regular, sustaining and life memberships, and shall determine the levels of contribution which will qualify for each of such classes.

Section 3. Members and Voting Rights. Membership and voting rights shall be limited to those persons eligible for membership as set forth in Section 1 above. The members shall have voting rights as follows:

- a. Approval of any changes or amendments to the Name of the Corporation, the Articles of Incorporation, and/or the Bylaws.
- b. Approval of the sale, mortgage, lease or other disposition of all, or substantially all, of the assets and property of the Corporation, the dissolution of the Corporation, or its merger with or consolidation into another Corporation.

Section 4. Dues. The amount of the annual dues shall be determined by the Board of Directors.

ARTICLE IV

OFFICERS AND DIRECTORS

Section 1. Board of Directors. The Corporation shall have a board consisting of directors who shall have the powers and duties of a board of directors under Massachusetts law.

- a. The Board of Directors shall consist of the President, Clerk, Treasurer plus no fewer than two (2) or more than twelve (12) other members of the Association. The directors shall be elected by vote of a majority of the directors then in office at the annual meeting. Such directors shall be elected to serve for terms no longer than three years, in such manner that no more than one third of such members shall have terms expiring in the same year. All of such members shall serve until their successors are elected and qualified.
- b. Any director may resign at any time by delivering his resignation in writing to the President or Clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.
- c. A director may be removed with or without cause by the vote of a majority of the directors. A director may be removed for cause only after reasonable notice and opportunity to be heard before the board.
- d. Any vacancy in the board of directors may be filled by vote of the remaining directors at any meeting. Each such successor shall hold office for the unexpired term until his successor is chosen and qualified, or until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.

Section 2. Officers. The officers of the Association shall be a President, a Clerk and a Treasurer. They shall be elected by members from their own number at the Annual Meeting and shall hold their respective offices for one year or until their successors are elected and qualified. The same person shall not serve as President and Treasurer at the same time.

Section 3. Executive Committee. The Board by vote may elect or authorize the President to appoint five (5) or more directors, two (2) of whom shall be the President and Clerk, to constitute an Executive Committee of the Board.

Section 4 Vacancies. Any vacancy that occurs in any office of the Association shall be filled from the membership by vote of the Board of Directors for the balance of the unexpired term of such vacancy.

ARTICLE V

COMPENSATION

Directors serve on a volunteer basis and as such are not compensated for their time or services. Subject to the Articles of Organization and to Article IX below, directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

ARTICLE VI

EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize otherwise, all deeds, leases, transfers, bonds, notes, drafts and other major obligations made, accepted or endorsed by the corporation must be signed by the President and Treasurer of the board of directors. The President, Clerk, and Treasurer are authorized to sign checks, documents, and contracts that pertain to the everyday, ordinary affairs of the corporation. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the President and the Treasurer shall be binding on the corporation in favor of any purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provision of the Articles of Organization, these Bylaws, resolutions or votes of the corporation.

ARTICLE VII

POWERS AND DUTIES

Section 1. Board of Directors. The Board of Directors shall manage the affairs and finances of the Association and may exercise all of the powers of the Association except such as are expressly reserved to the Association by law or by these Bylaws. By vote the Board may delegate to the Executive Committee any and all powers granted to the Board.

Section 2. President. The President shall be the chief executive officer of the Association, shall preside at all meetings of the Association, of the Board of Directors and of the Executive Committee, shall appoint such other committees as may be necessary, and execute the orders and instructions of the Board and the Executive Committee.

Section 3. Clerk. The Clerk shall keep records of all meetings of the Association, the Board of Directors and of the Executive Committee and shall give such notice as is required by these Bylaws of such meetings. The Clerk shall keep a register of all correspondence and records of the Association other than its financial records.

Section 4. Treasurer. The Treasurer shall collect and receive all contributions and other moneys coming to the Association, prepare budgets for approval of the Board of Directors, keep the accounts of the Association and make such payments as are authorized and directed

by the Board of Directors or by the Executive Committee. He or she shall also prepare or oversee all financial reports and financial and tax filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies.

ARTICLE VIII

MEETINGS

- Section 1.** Annual Meeting. The Annual Meeting of the Association shall be held in either the month of May or June at such time and at such place as shall be designated by the President in the notice thereof. Special meetings of the Association may be called at any time by the President or a majority of the Board of Directors.
- Section 2.** Notice. Written notice of meetings of the Association, stating the time and place of the meeting and, if it is a special meeting, the purpose for which it is called, shall be mailed by first class or electronic mail to each member not less than 10 days prior to the date of the meeting.
- Section 3.** Board Meetings. Regular meetings of the Board of Directors shall be held at such times and places as the Board may from time to time determine, but must be held at least twice a year.
- Section 4.** Executive Committee Meeting. Regular meetings of the Executive Committee shall be held at such times and places as the Committee may from time to time determine.
- Section 5.** Special Meetings. Special meetings of the Board of Directors or of the Executive Committee shall be called by the Clerk whenever the President or a majority of the Board shall so request.

ARTICLE IX

QUORUM

- Section 1.** Annual and Special Meetings of Association. The lesser of twenty (20) or thirty percent (30%) of the members of the Association present in person or by proxy shall constitute a quorum at the Annual Meeting or any Special Meeting of the Association.
- Section 2.** Regular and Special Meetings of the Board of Directors. A majority of the members of the Board of Directors present in person shall constitute a quorum at regular and special meetings of the Board of Directors. There will be no proxies for members of the Board of Directors.
- Section 3.** Meetings of the Executive Committee. A majority of the members of the Executive Committee present in person shall constitute a quorum at any meeting of the Executive Committee. There will be no proxies for members of the Executive Committee.

Section 4. Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the 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 a meeting.

Section 5. Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, directors may participate in board meetings by means of communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE X

PARLIAMENTARY AUTHORITY

For all procedures not covered by these Bylaws, Roberts RULES OF ORDER, newly revised, shall be the authority.

ARTICLE XI

CONFLICT OF INTEREST

No contract or transaction between the Association and one or more of its directors or officers, or between the Association or any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason or solely because such director or officer is present at or participates in the meeting of the Board of Directors or committee thereof that authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, nor shall any director or officer be under any liability to the corporation on account of any such contract or transaction if:

- a. the material facts as to his relationship or interest as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- b. the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee of the board, or otherwise by the corporation.

ARTICLE XII

AMENDMENT OF ARTICLES AND BYLAWS

Section 1. Articles of Incorporation. The Articles of Incorporation may be amended at any annual or special meeting of the Association at which a quorum is present by two-thirds vote of the members of the Association present in person or by proxy at such meeting, provided a written statement of the proposed amendment is included in the notice of the meeting and mailed at least one week prior to the day for which the meeting is called.

Section 2. Bylaws. These Bylaws may be amended at any annual or special meeting of the Association at which a quorum is present by two-thirds vote of the members of the Association present in person or by proxy at such meeting, provided a written statement of the proposed amendment is included in the notice of the meeting and mailed at least one week prior to the day for which the meeting is called.

The above Bylaws are hereby ratified and adopted by the Board of Directors this _____ of _____, 2011.

L. Denton Crews, President

Colette M. Knowlton, Treasurer

Dolores M. Mack, Clerk

Christopher E. Egan, Jr., Director

Thomas Todd, Director