

ORLEANS CITIZENS FORUM, INC.

EIN # 04-3448979

By-Laws

Dated as of March 6, 2023

**ARTICLE I – GENERAL PROVISIONS**

**Section 1.1. Articles of Organization.**

The name of the organization shall be the Orleans Citizen Forum (OCF). The purpose of the OCF is to inform interested residents, taxpayers and others in an effort to preserve and enhance the quality of life in Orleans. These By-laws, the powers of the Corporation and of its directors and members, and all matters concerning the conduct and regulation of the business and affairs of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time are in effect.

**Section 1.2. Offices.**

The principal office of the Corporation and the registered office for the Corporation's Registered Agent, shall be as designated in the Articles of Organization or Statement of

Appointment of Registered Agent filed with the Secretary of the Commonwealth of Massachusetts, from time to time. The Corporation may also have offices at such other place or places within or without Massachusetts as the Board of Directors may from time to time determine or the business of the Corporation may require.

**Section 1.3. Fiscal Year.**

The fiscal year of the Corporation shall be the twelve months ending June 1 of each year & ending on May 31 of the subsequent year or such other date as the directors may determine.

**Section 1.4. Manner of Notice.**

Forty-eight hours' notice by mail, telephone or electronic mail shall be given for an annual or special meeting unless shorter notice is adequate under the circumstances. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such director. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required By-Law, the articles of organization or these By-Laws.

**ARTICLE- II - MEMBERS**

**Section 2.1. Members.**

All residents and taxpayers of Orleans and other interested parties may join the OCF upon payment of dues, payable annually at any time during the year.

### Section 2.2. Non-Voting Affiliates.

The Board of Directors may approve of nonvoting affiliates with rights, privileges, and obligations established by the board ("Affiliates"). Affiliates may be individuals, household, or businesses that seek to support the mission of the Corporation. Affiliates have no voting rights, and are not members of the Corporation. Any dues for Affiliates shall be determined by the Board of Directors.

### Section 2.3. Sponsors. Benefactors. Contributors. Advisors. Friends of the Corporation.

Persons or groups of persons designated by the Board of Directors as sponsors, benefactors, contributors, advisors or of the Corporation or such other title as the Board deems appropriate shall, except as the Board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

## **ARTICLE- III - DIRECTORS**

### Section 3.1. Powers.

The Corporation shall have a Board consisting of Directors who shall have all powers and duties of a Board of Directors permitted under Massachusetts law. The affairs of the corporation shall be managed by the Directors who may exercise all the powers of the corporation.

### Section 3.2. Number and Election.

The Board of Directors shall consist of no more than thirteen members which shall include the Officers, the immediate Past President and up to eight Directors. See Section 4.2 on Board and Officer Elections.

### Section 3.3. Advisory Boards and Committees.

The Board of Directors may establish one or more advisory boards or committees. The size, duration, leadership of advisory boards or committees and responsibilities of such boards and committees shall be established by a majority vote of the Board of the Directors. Unless the Directors otherwise determine, committees shall conduct their affairs in the same manner as is provided in these by-laws for the Directors. The members of any committee shall remain in office at the pleasure of the directors.

### Section 3.4. Annual Meeting.

The annual meeting of Directors shall be held within six months after the end of the fiscal year of the corporation on such date and at such hour and place as the Directors or an officer designated by the Directors shall determine. In the event that no date for the annual meeting is established or such meeting has not been held on the date so determined, a special meeting in lieu of the annual meeting may be held with all of the force and effect of an annual meeting. Notice of such meeting shall comply with the notice requirements contained in these By-Laws.



### Section 3.5. Regular and Special Meetings.

Regular meetings of the Directors may be held at such places and at such times as the Directors may determine. No notice need be given for a regular meeting. Special meetings of the Directors may be held at any time and at any place when called by the chair of the Board of Directors or a majority of the directors. Notice of such meeting shall comply with the notice requirements contained in these By-Laws.

### Section 3.6. Quorum.

At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority votes of the attending Director's whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

### Section 3.7. Action by Vote.

When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or the By-Laws.

### Section 3.8. 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 Director's 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 3.9. Presence Through Communications Equipment.

Unless otherwise provided By-Law or the articles of organization, Directors may participate in a meeting, of the Board of Directors, by means of a conference telephone or similar 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.

### Section 3.10. Conflict of Interest: Vote of Interested Directors.

A Director who is a member, trustee, director, officer or employee of any firm, corporation or association with which the Corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other Directors acting upon or in reference to such contract or transaction. No Director so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the Corporation may enter into such contract or transaction.

In case the Corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its Directors is a member, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interests therein that are or might be adverse to the interests of the Corporation. No Director or Directors having disclosed such adverse interest shall be liable to the Corporation or to any creditor of the Corporation or to any other person for



any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits to be realized thereon.

Notwithstanding the foregoing, nothing in this section shall require a Director who is a member, trustee, director, officer or employee of an affiliate of the Corporation to disclose his or her relationship with such affiliate in connection with a discussion of, or vote on, any matter dealing with such affiliate and such relationship shall not be deemed a conflict of interest for any purpose, unless otherwise expressly determined by an affirmative vote of a majority of all the Directors then in office. For purposes of this section, an affiliate shall mean any entity, or the corporation, or is under the common control of the Corporation and any other nonprofit corporation which is described in and qualified under section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE- IV - OFFICERS**

##### **Section 4.1. Officers and Qualifications.**

The officers of the Corporation shall be a president, vice president treasurer, clerk and such other officers as the board shall elect. The Board of Directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Corporation or such other title as they deem appropriate. No officer need be a Director or member. Two or more offices may be held by the same person. The clerk shall be a resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law.

##### **Section 4.2. Number and Election.**

The initial officers shall be those persons named as officers in the articles of organization. The president, treasurer and clerk shall be elected for a two year term and may be re-elected for one successive two-year term. Other officers, if any, may be elected by the Directors at any time. The president, treasurer and clerk shall each hold office until the end of their terms or until a successor is elected and qualified, and other officers shall serve at the pleasure of the directors. The Directors shall be elected in staggered three-year terms, and may be re-elected for one successive term.

##### **Section 4.3. President.**

Unless otherwise determined by the Directors, the President shall be the chief executive officer of the corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the corporation. If no chair of the Board of Directors is elected, the President shall preside at all meetings of the Directors, except as the Directors otherwise determine. The President shall have such other duties and powers as the Directors shall determine. The Vice President shall perform the duties of the President in the absence of the President and perform such other duties as the President may assign.

##### **Section 4.4. Treasurer.**

The Treasurer shall be the chief financial officer of the corporation. He or she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall have such other duties and powers as designated by the Directors or the President. The Treasurer shall ensure that accurate and appropriate annual tax returns or tax exempt filings are submitted to the IRS and or state filing authority.

#### Section 4.5 Clerk.

The Clerk shall record and maintain records of all proceedings of the Directors in a book or books kept for that purpose and shall have custody of the seal of the corporation. If the Clerk is absent from any meeting of Directors, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting. The Clerk shall file all necessary & required documents with the Secretary of the Commonwealth including the annual reports & changes of officers and or Directors.

#### Section 4.6. Other Officers.

Other officers shall have such duties and powers as may be designated from time to time by the Directors.

### **ARTICLE V – RESIGNATION, REMOVAL, AND VACANCY**

#### Section 5.1. Resignation.

Any Director or officer may resign at any time by giving his or her resignation in writing to the chair of the Board of Directors, if any, or the President or Clerk of the Corporation. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

#### Section 5.2. Removal of Directors.

A Director may be removed from office at any time, with or without cause, by a majority vote of the Directors then in office. Any officer may be removed with or without cause at any time by the vote of a majority of the Directors then in office.

#### Section 5.3. Vacancies.

Any vacancy on the Board of Directors may be filled by a vote of a majority of the Directors then in office. The Directors may exercise all their powers notwithstanding the existence of one or more vacancies in the Board. Vacancies in any office may be filled by the Directors.

### **ARTICLE VI - MISCELLANEOUS**

#### Section 6. 1. Execution of Instruments.

Except as otherwise provided in these By-Laws or as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President, the Treasurer, or the Clerk. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board of Directors.

#### Section 6.2. Insurance.

The Corporation may purchase and maintain insurance on behalf the Corporation, or on behalf of an individual who is a Director or officer of the Corporation, or who, while a Director or



officer of the Corporation, serves at the Corporation's request as a Director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

#### Section 6.3. Severability.

Any determination that any provision of these By-Laws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these By-Laws.

#### Section 6.4. Indemnification.

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a trustee, Director or officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a trustee, director or officer of, or in a similar capacity with, another organization or an employee benefit plan, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation if he acted in good faith in the reasonable belief that his action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a Director of the corporation approves the payment of indemnification, such Director shall be wholly protected, if:



(i) the payment has been approved or ratified (1) by a majority vote of a quorum of the Directors consisting of persons who are not at that time parties to the proceeding, or (2) by a majority vote of a committee of one or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the Directors or in the manner specified in clauses (1) or (2) of subparagraph (i); or

(iii) the payment is approved by a court of competent jurisdiction; or

(iv) the Directors have otherwise acted in accordance with the applicable legal standard of conduct.

Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within 30 days, after the receipt by the corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment time is thereafter not made seek within to enforce such 30-day his or period, her rights the hereunder person seeking in a court to be of indemnified may at any

competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided By-Law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

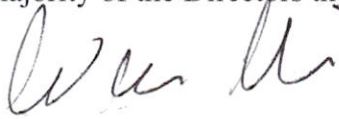
The right of indemnification under this section shall be a contract right inuring to the benefit of the trustees, directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such trustee, director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a trustee, Director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the trustees, Directors, officers and other persons associated with constituent corporation's that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such trustee, Director, officer or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which corporation employees or agents, other than trustees, Directors, officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise By-Law.

Section 6.5. Amendments

These by-laws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the Directors then in office at any meeting of the Directors.



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Walter North, President & Director



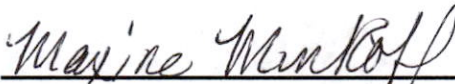
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William X Madden, Treasurer & Director

A true & attested copy

March 6, 2023



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Nancy James, Clerk & Director



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Maxine Minkoff, Vice President & Director