

ESSEX COUNTY GREENBELT ASSOCIATION, INC.

BYLAWS

ARTICLE I

General Provisions

Section 1. Name – The name of the corporation shall be Essex County Greenbelt Association, Inc.

Section 2. Location – The principal office of the corporation shall be located at 82 Eastern Avenue, Essex, Massachusetts 01929. The directors may change the principal office of the corporation within Essex County, Massachusetts, effective upon the filing of a certificate of such change with the Secretary of the Commonwealth of Massachusetts. The directors may establish other offices and places of business in Massachusetts or elsewhere.

Section 3. Fiscal Year – Except as from time to time otherwise determined by the directors, the fiscal year of the corporation shall end on the 31st day of December of each year.

ARTICLE II

Members

Section 1. Members – There shall be one class of members, which shall include life members, family members and individual members. A family admitted to family membership as such shall be entitled to receive one notice in accordance with this section and to one vote by the family member to whom such notice is sent. The members of the corporation for any year shall be those persons (i) who have paid in full not later than the last day of the preceding fiscal year the membership dues duly assessed for such preceding year or made a charitable contribution to the corporation equal to or greater than the membership dues for such year, (ii) who have paid in full the membership dues for the current year, or (iii) who have been elected to membership by the board of directors. For this purpose, the directors may elect as a life member an individual or family who has donated land or an interest therein to the corporation or who has made an exceptional contribution to the corporation. In addition, the directors may elect an individual or a family to membership for a period not longer than one year for such reasons as the directors may determine. Any member may resign at any time by giving written notice to the secretary of the corporation. The record date for establishing members entitled to vote at the annual meeting or a special meeting for a given year shall be the first day of February of that year. The secretary shall be responsible for preparing and certifying a list of members of the corporation as soon after the record date as is feasible. Members so certified shall receive notice of and shall have the sole privilege of

voting on matters submitted to them at annual and special meetings of the membership of the corporation.

Section 2. Meetings of Members – The annual meeting of the members of the corporation shall be held in April or May of each year at such time and place in Essex County as the directors may determine. Special meetings of the members may be called by the board chair or the board of directors at any time and shall be called upon the written request of twenty-five (25) members to the board chair or board of directors. Notice of the annual meeting and any special meeting setting forth the date, time and place of any such meeting and the general purpose or purposes for which the meeting is called shall be mailed (either as part of the regular newsletter mailed to members or separately) or delivered by electronic mail (email) to all members. Such notice shall be mailed or delivered by electronic mail (email) not less than twenty-one (21) days nor more than forty-five (45) days before the date of the annual meeting, and not less than ten (10) business days prior to any special meeting.

Section 3. Member Proposals and Nominations – Any member may present business to the annual meeting, including, but not limited to, director and officer nominations, provided that the subject matter of the business and/or any nominations are set forth in a statement signed by not less than fifteen (15) members and received in writing by the secretary not less than ten (10) business days before the annual meeting. The secretary shall post the names and addresses of all nominees and the offices for which they will be nominated in the principal office of the corporation at least five (5) business days prior to the annual meeting. Proposals and nominations may be made on the floor of the annual meeting without such notice only at the discretion of the presiding officer.

Section 4. Action at Meetings – At all meetings of the members, each member, including family members, shall be entitled to one (1) vote. The vote of each member may be cast in person or by proxy in writing, including a proxy delivered by electronic mail (email). No proxy dated more than six (6) months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy purporting to be executed or delivered by electronic mail (email) by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger. At any meeting of the members, fifty (50) members present in person or by proxy shall constitute a quorum for the transaction of business, but a lesser number may without further notice adjourn the meeting to any other time. At any meeting of the members at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is required by law, the Articles of Organization or these Bylaws.

Section 5. Authority of Members – Members of the corporation shall vote for the election of directors and officers and, when required by law, the Articles of Organization or these Bylaws, shall vote on any proposed merger, consolidation or dissolution and the sale of all or substantially all of the property and assets of the corporation.

ARTICLE III

Directors and Committees

Section 1. Powers – The business and property of the corporation shall be managed by a board of directors who may exercise all the powers of the corporation which are not expressly reserved to the members by law, the Articles of Organization or these Bylaws.

Section 2. Composition and Election – The board of directors of the corporation shall consist of the board chair, the treasurer, the secretary, at least one vice-chair and such number of other directors, not less than twelve (12) and not more than twenty-one (21), as may from time to time be fixed by vote of the members. Recommendations for director nominees shall be submitted to the governance committee which, after giving due consideration to such recommendations and such other persons as it may wish to consider, shall present its slate of directors to the members of the corporation. A majority of the votes cast shall be required for the election of directors. Officer directors shall be elected to serve for a one-year term and until a successor is elected and qualified. To the extent practical, the members shall each year elect one third of the non-officer directors to serve for a three-year term and until a successor is elected and qualified so that the terms of the non-officer directors shall be staggered. At each subsequent annual meeting of members the successors of those non-officer directors whose term then expires shall be elected to serve a term of three (3) years and until their successors are elected and qualified or until their earlier death, resignation or removal, provided that members may choose to not elect a successor for one or more directors whose term has expired. Any vacancy in the board of directors may be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. A non-officer director may serve two consecutive three-year terms, commencing on the date of election, and then must wait one year before being eligible for reelection.

Section 3. Resignation and Removal – Any director may resign by delivering by facsimile, USPS first class mail, a recognized overnight or express mail delivery service, or electronic mail (email) his or her written resignation to the corporation at its principal office or to the board chair or secretary and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any director may be removed from office with or without cause by the affirmative vote of a majority of the members present at any annual or special meeting of the members at which a quorum of the members entitled to vote is present. A director who ceases to be a member of the corporation shall thereupon cease to be a director.

Section 4. Meetings – Regular meetings of the directors may be held without call or notice at such places and times as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice thereof. Special meetings of the directors may be held at any time and place designated in a call by the board chair or the treasurer or two or more directors.

Section 5. Notice of Special Meetings – Notice of all special meetings of the directors shall be given to each director by the board chair, a vice-chair, president or by the secretary, or, in case of the death, absence, incapacity or refusal of the secretary, by the officer or one of the directors calling the meeting. Such notice shall be given to each director in person, by telephone, or electronic mail (email) at least thirty-six (36) hours in advance of the meeting.

Section 6. Waiver of Notice - Except as required by law and these Bylaws as a condition to the removal of a director, notice of a meeting or special meeting need not be given to any director if a written waiver of notice, executed by such director 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. A notice or waiver of notice need not specify the purpose of any special meeting unless such purpose is the removal of a director or an officer.

Section 7. Quorum – At any meeting of the directors, eight (8) directors shall constitute a quorum for the transaction of business, but a lesser number may without further notice adjourn the meeting to any other time.

Section 8. Action at Meetings – At any meeting of the directors at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these Bylaws.

Section 9. Presumption of Assent – A director who is present at a meeting of the board of directors at which action on a corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after adjournment of the meeting or, if dissent is noted when the minutes are circulated or approved, the dissenting director(s) may direct its inclusion. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 10. Action by Consent – Any action by the directors or any committee may be taken without a meeting if a written consent thereto, including a consent delivered by electronic mail (email), is provided by all the directors or all the members of the board or applicable committee and filed with the records of the meetings of the directors or such committee. Such consent shall be treated for all purposes as a vote at a meeting.

Section 11. Meetings by Telephone or Teleconference – Members of the board of directors or any committee may participate in a meeting of the board or committee by means of a conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 12. Non-Voting Directors – The directors may create classes of non-voting directorship and membership such as honorary directors, honorary members, associate directors, regional directors, friends, alumni and the like, and may elect persons to those classes for such terms and on such conditions as the directors determine and may assign to such persons such responsibilities, duties and privileges as the directors determine. Persons elected to such classes of membership shall not be directors or members for the purposes of these Bylaws and shall have no votes at any meetings of the directors or members.

Section 13. Executive Committee – The directors may, at or within a reasonable time after the annual meeting of the board of directors, by vote of a majority of the directors then in office, elect from their number an executive committee. Unless otherwise provided by vote of the board of directors, the executive committee shall have all of the powers of the board of directors except those which by law, the Articles of Organization or these Bylaws they are prohibited from delegating. In the absence of a vote by the directors, the executive committee shall be comprised of the board chair, treasurer, secretary and all vice-chairs. The executive committee may make rules for the conduct of its business, but in the absence of such rules its business shall be conducted as nearly as may be practicable in the same manner as is provided by these Bylaws for the business of the directors.

Section 14. Governance Committee – It shall be the responsibility of this committee to plan board member recruitment, nominations, and to plan for board member orientation, ongoing development and excellence in governance. The directors shall elect a governance committee consisting of a minimum of three members. Members may include non-directors, so long as a majority of the governance committee shall be directors. The terms of the members of the governance committee shall be three-year terms, which are staggered, so that at least one member's term shall expire each year. Members of the governance committee may serve two consecutive three-year terms, commencing on the date of election, and then must wait one year before being eligible for reelection. The governance committee shall propose for election at the annual meeting of members, candidates for the board of directors and the offices of board chair, vice-chair(s), treasurer and secretary.

Section 15. Audit Committee – The directors shall designate, at or within a reasonable time after the annual meeting of the board of directors, an audit committee, which may be composed of directors and non-directors, and which shall: recommend an independent auditor, including the independent auditor's compensation and the terms of its engagement by the corporation; review, in consultation with the independent auditor and before the annual meeting, the result of each independent audit of the corporation, the report of the auditor, any related management letter (and management's responses), and any recommendations made by the independent auditor in connection with the audit; review in consultation with the independent auditor and management, the corporation's annual financial statements, any report or opinion rendered by the independent auditor in connection with the those financial statements; evaluate internal auditing controls, principles and practices; review the compliance of the corporation and its officers and

directors with its conflict of interest policy and its code of ethical conduct, if any. The audit committee shall have the power to inquire into any financial matters in addition to those set forth above and shall perform such functions as may be assigned to it by law, these Bylaws, or the board of directors. The terms of the members of the audit committee shall be three-year terms, which are staggered, so that at least one member's term shall expire each year. Members of the audit committee may serve two consecutive three-year terms, commencing on the date of election, and then must wait one year before being eligible for reelection.

Section 16. Finance Committee – The directors shall designate, at or within a reasonable time after the annual meeting of the board of directors, a finance committee, which shall be chaired by the treasurer and may be composed of directors and non-directors. Such committee shall advise the directors on financial oversight, reporting, long-range financial planning in view of strategic goals, and oversight of internal controls and risk management. Such committee shall also review and approve annual operating and capital budgets before they are submitted to the board of directors for approval.

Section 17. Investment Policy Committee – The directors shall designate, at or within a reasonable time after the annual meeting of the board of directors, an investment policy committee which may be composed of directors and non-directors and shall include the board chair, the president and the treasurer, ex officio. Such committee shall be responsible for articulating and implementing the corporation's investment goals and policies, informing the board of directors regularly as to such goals and policies and the corporation's performance in light of those goals and policies, and ensuring that all investment record-keeping and controls are effectively coordinated and available to the corporation's auditor.

Section 18. Diversity, Equity and Inclusion Committee—The directors shall designate, at or within a reasonable time after the annual meeting of the board of directors, a diversity, equity and inclusion (“DEI”) committee which may be composed of directors and non-directors. The committee shall be responsible for developing and recommending to the directors for adoption a DEI policy applicable to the governance and operations of the corporation, for monitoring the corporation's progress in incorporating the values of DEI in its governance and operations, for reporting to the directors from time to time thereon, and for recommending to the directors any amendments of the DEI policy that it determines may be advisable.

Section 19. Other Committees – The directors may from time to time establish such other standing or ad/hoc committees as they shall determine to be necessary or appropriate for the conduct of the corporation's activities and delegate to those committees some or all of their powers except those which by law, the Articles of Organization or these Bylaws they are prohibited from delegating. Unless the directors otherwise determine, the board chair shall appoint the members of all such committees. Subject to the approval of the directors, such committees may make rules for the conduct of their business, but in the absence of such rules their business shall be conducted as

nearly as practicable in the same manner as is provided by these Bylaws for the business of the directors

Section 20. Prohibitions on Delegation – In no event shall the following powers be delegated by the board of directors to any committee established by it:

- (i) the power to change the principal office of the corporation;
- (ii) the power to amend these Bylaws;
- (iii) the power to elect officers required by law, the Articles of Organization, or these Bylaws to be elected by the members or the directors and the power to fill vacancies in any such offices;
- (iv) the power to change the number of members constituting the board of directors and the power to fill vacancies in the board of directors;
- (v) the power to remove officers from office or directors from the board of directors; or
- (vi) the power to authorize a dissolution of the corporation.

Section 21. Committee Chairs – The board chair, with the approval of the board of directors, shall appoint all committee chairs for the ensuing year at or within a reasonable time after the annual meeting of the board of directors. Committee chairs shall be members of the corporation's board of directors. If the board of directors establishes a new committee by resolution at a meeting other than the annual meeting of the board of directors, the board chair, with the approval of the board of directors, shall similarly appoint its chair at the time the committee is established or within a reasonable time after the establishment of the committee. Committee chairs shall be responsible for the timely delivery of minutes for meetings of their committee to the secretary or the audit committee.

Section 22. Committee Meetings – Meetings of committees may be called by the respective committee chairs thereof or by any two members of the committee. At all meetings of a committee a majority of members of the committee shall constitute a quorum for the transaction of business and the act of a majority of the members of the committee present at any meeting thereof at which there is a quorum present shall be the act of the committee, except as may be otherwise specifically provided for by these Bylaws or by rules approved by the directors.

ARTICLE IV

Officers

Section 1. Officers – The officers of the corporation shall consist of a board chair, one or more vice-chairs, a president, a treasurer, a secretary, and such other officers as the directors may determine.

Section 2. Election – The board chair, any vice-chairs, treasurer and secretary shall be elected annually by the members at the annual meeting of the members. Any vacancy caused by resignation, removal or death of any officer may be filled by the directors. Any other officers determined necessary or desirable by the directors shall be elected by

the directors. Any two or more offices may be held by the same person provided that the board chair and secretary shall not be the same person. The secretary shall be a resident of the Commonwealth of Massachusetts unless the corporation shall have a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization or these Bylaws, all officers shall hold office until the first regular meeting of the directors following the annual meeting of the members and thereafter until their respective successors are chosen and qualified. A person who serves three consecutive one-year terms as either board chair or vice-chair must wait one year before being eligible for reelection to the same office. Every officer must be a member of the corporation, but, except as provided in these Bylaws, no officer need be a director.

Section 3. Resignation and Removal – Any officer may resign by delivering or emailing his or her written resignation to the corporation at its principal office or to the board chair or secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The directors may remove any officer with or without cause by a vote of a majority of the directors then in office, provided that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the board of directors, and said notice shall contain a statement of the causes assigned for such proposed removal. A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by action of the board of directors.

Section 4. Board Chair – The board chair shall have charge of the affairs of the corporation subject to the supervision of the board of directors. The board chair shall, subject to the direction and control of the board of directors, preside when present at all meetings of the members and directors. The board chair shall have such other powers and duties as are usually incident to such office and as may be vested in the board chair by these Bylaws or by the directors.

Section 5. Treasurer – The treasurer shall, subject to the direction and control of the board of directors, have general charge of the financial affairs of the corporation and shall keep full and accurate books of account in accordance with such standards and as the directors may from time to time determine. The treasurer shall render a report of the financial affairs of the corporation at each annual meeting of the members and at such other times as the directors shall determine. The treasurer shall maintain custody of all funds, securities and valuable documents of the corporation, except as the directors may otherwise provide. The treasurer shall have such other powers and duties as are usually incident to such office and as may be vested in the treasurer by the Bylaws or from time to time designated by the directors.

Section 6. Secretary – The secretary, who shall act as the clerk, shall give such notices of meetings of members and directors as are required by these Bylaws and shall keep a record of all the meetings of members and directors. The secretary shall have such other powers and duties as are usually incident to such office and as may be vested in the secretary by these Bylaws or by the directors. In the absence of the secretary from any

meeting of members or directors, a temporary secretary designated by the person presiding at the meeting shall perform the duties of the secretary.

Section 7. Other Officers – The vice-chair(s) and any officers elected by the directors shall have such powers and duties as may be vested in such officers by these Bylaws or from time to time designated by the directors.

Section 8. President – The board of directors shall select and hire a president of the corporation. The president shall have such duties and responsibilities as the directors shall determine, including without limitation the responsibility for implementing the policies established by the board in the areas of land acquisition, land management, membership, development and related areas. The president will be responsible for the supervision and management of the paid staff and volunteers of the corporation and will work with the treasurer on financial matters. The president will report to the board chair and to the board of directors. Other staff positions established by the directors shall be filled by the president with the advice and consent of the directors or such committee as may be designated for that purpose. Such staff members shall report to the president and shall have such duties and responsibilities as the president and the directors may determine.

ARTICLE V

Indemnification of Directors and Officers

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, president, board chair, vice-chair, vice president, treasurer, assistant treasurer, secretary, assistant secretary or other officer of the corporation (collectively, “Indemnified Officers”) or who at the request of the corporation may serve or at any time has served as an officer or trustee of an employee benefit plan of the corporation, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding in which such person may become involved by reason of his or her 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 and the proceeding was authorized by a majority of the full board of directors); 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 such action was in the best interests of the corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. Such indemnification may, to the extent authorized by the board of directors of the corporation, 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 not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

The payment of any indemnification shall be conclusively deemed authorized by the board of directors of the corporation under this article, and each director of the corporation approving such payment 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 two 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 in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full board of directors then in office; or
- (iii) the directors have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director or other Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this article shall affect any rights to indemnification to which corporation employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law.

This Article constitutes a contract between the corporation and the Indemnified Officers. Without his or her written consent, no amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to such Indemnified Officer with respect to acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE VI

Miscellaneous Provisions

Section 1. Execution of Instruments - All contracts, leases, bonds, notes, checks and other instruments authorized to be executed by an officer of the corporation in its behalf shall be signed by the president or treasurer except as required by law or as the directors may generally or in particular cases otherwise determine, provided that that

deeds, mortgages and other recordable instruments shall be executed in the name of the corporation by the president or a vice president and the treasurer or an assistant treasurer except as otherwise provided in a vote by the directors.

Any recordable instrument purporting to affect an interest in real estate executed in the name of the corporation by the president or vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding inconsistent provisions of the Articles of Organization, certificate of incorporation, charter, special act of incorporation, constitution, Bylaws, resolutions or votes of the corporation.

Section 2. Voting of Securities – Except as the board of directors may otherwise designate, the board chair or treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for this corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.

Section 3. Corporate Records - The original or attested copies of the Articles of Organization, Bylaws and records of all meetings of incorporators and members shall be kept in Massachusetts at the principal office of the corporation or of the secretary, but such corporate records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any purpose in the proper interest of the member relative to the affairs of the corporation.

Section 4. Conflict of Interest Policy – The board of directors shall adopt a conflict of interest policy applicable to the directors, officers and employees of the corporation and shall from time to time review the same. An attested true copy of the conflict of interest policy shall be kept with these Bylaws.

Section 5. Commitment to Diversity, Equity and Inclusion - The corporation is committed to incorporating the values of DEI in its governance and operations. The board of directors shall adopt a DEI policy codifying these values and shall from time to time review the same. An attested true copy of the DEI policy shall be kept with these Bylaws.

Section 6. Loans to Directors and Officers Prohibited – No loans or advances, other than customary travel advances, shall be made by the corporation to any of its directors or officers.

Section 7. No Private Inurement – The corporation is not organized for profit and is to be operated exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt corporations under Section 501(c)(3) of the Internal Revenue Code and in the promotion of those purposes stated in the corporation's Articles of Organization as the same may be amended from time to time.

The net earnings of the corporation shall be devoted exclusively to charitable and educational purposes and shall not inure to the benefit of any private individual. No director or person from whom the corporation may receive any property or funds shall receive or be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the corporation be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the board of directors; provided, however, that (a) reasonable compensation may be paid to any director while acting as an agent including consultant, contractor or employee of the corporation for services rendered in effecting one or more purposes of the corporation; and (b) any director may, from time to time, be reimbursed for his or her actual reasonable expenses incurred in connection with the administration of the affairs of the corporation.

Section 8. Definitions – All references in these Bylaws to the Articles of Organization and to these Bylaws shall be deemed to refer, respectively, to the Articles of Organization and the Bylaws of the corporation as amended and in effect from time to time. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as it is and may be amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 9. Severability – The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

ARTICLE VIII

Amendment of Bylaws

Section 1. Amendment – These Bylaws may at any time be amended or repealed, in whole or in part, by vote of two-thirds (2/3) of the members present, provided that the substance of any proposed change must be stated in the notice of the meeting at which such action is to be taken. A majority of the directors in office may also amend or repeal these Bylaws, except that no amendment or repeal may be made by the directors which changes the date of the annual meeting of members, or which alters the provisions of the Bylaws with respect to removal of directors, indemnification of directors and officers, or amendment of these Bylaws, or which by law or the Articles of Organization requires action by the members. Not later than the time for giving notice of the meeting of members next following the making, amending or repealing by the directors of any Bylaw, notice thereof stating the substance of such change shall be given to all members entitled to vote, and any Bylaw adopted by the directors may be amended or repealed by the members.

Bylaws Certificate

The undersigned certifies that she or he is the secretary of the Essex County Greenbelt Association, Inc. a Massachusetts nonprofit corporation, and that, as such, he or she is authorized to execute this certificate on behalf of said corporation, and further certifies that the foregoing Bylaws, consisting of 13 pages, including this page, constitute the Bylaws of the corporation as of this date, duly adopted by the members of the corporation and as amended to this date by the members or the board of directors of the corporation prior to the date hereof.

Dated:

Pete Blouin, Secretary

Updated 12/142020