

FRIENDS OF THE SANDWICH TOWN ARCHIVES, INC.

BY-LAWS

ARTICLE I - GENERAL PROVISIONS

Section 1 - NAME: The name of the corporation shall be FRIENDS OF THE SANDWICH TOWN ARCHIVES, INC. ("FOSTA")

Section 2 - LOCATION: The principal office of the corporation shall initially be located at the place set forth in the Articles of Organization of the corporation. 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 - PURPOSE

The corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as from time to time amended, and within the meaning of G.L. c. 180, S4, as amended, including providing knowledge and use of the Sandwich Town Archives' resources and services and assisting in various ways consistent with the Sandwich Town Archives' policies to extend its usefulness to the community.

ARTICLE III - MEMBERS

Section 1 - MEMBERS: The membership of the corporation shall be open to all persons who shall, upon payment of dues in amounts fixed by the board of directors, have full voting rights at the annual meeting as members to nominate and hold office in the corporation.

Section 2 - MEETINGS OF MEMBERS:

- The annual meeting of members of the corporation shall be held on the fourth Wednesday in October of each year (or the next business day if that day is a legal holiday) at such time and place as the board of directors may determine.
- Special meetings of the members may be called at any time by the president or the board of directors and shall be called by the secretary upon the written request of three or more members. Notice of the special meeting setting forth the date, time, and place of any such meeting shall be e-mailed to all members who have provided an email address and will be posted to the FOSTA website not less than seven (7) days prior to the date thereof, such notice, in the case of any special meeting, to contain a description of the general nature of the business to be transacted.

Section 3 - ACTION AT SPECIAL AND/OR ANNUAL MEETINGS: At all meetings of the members the vote of each member must be cast in person unless the board of directors shall determine that proxies shall be solicited with respect to a particular meeting, in which event members may vote either in person or by written proxy dated not more than six months before

the meeting named therein. Proxies shall be filed with the secretary of the meeting, or of any resumed meeting, before being voted. Except as otherwise limited therein, proxies shall entitle the member named therein to vote at any resumed meeting but shall not be valid after final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger. Five (5) members present at any meeting of the members shall constitute a quorum 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 or represented by proxy shall decide any matter, unless a different vote is specified by law, the articles of organization or these bylaws.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 – POWERS OF THE BOARD OF DIRECTORS: 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 – ELECTION OF THE BOARD OF DIRECTORS: A board of directors of such number, not less than three (3) nor more than fifteen (15), as shall be fixed by the members. Nominations will be accepted at the annual meeting. The election shall be held at the board of director's meeting directly following the special meeting. All directors shall hold office until the next annual meeting and thereafter until their respective successors are chosen and qualified. Any vacancy in the board can be filled by the directors.

Section 3 - RESIGNATION AND REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS: Any director may resign by delivering his written resignation to the corporation at its principal office or to the resident 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 by the affirmative vote of a majority of the members present at any special meeting of the members called for this purpose at which a quorum of the members entitled to vote is present.

Section 4 – MEETINGS OF THE BOARD OF DIRECTORS: 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. A regular meeting of the directors shall be held at the same place as the annual meeting of the members or the special meeting held in lieu thereof, following such meeting of the members. Special meetings of the directors may be held at any time and place designated in a call by the president, and the treasurer or two more directors.

Section 5 - NOTICE OF SPECIAL MEETINGS CALLED FOR BY THE BOARD OF DIRECTORS: The officer or one of the directors calling the meeting shall give notice of all special meetings of the board of directors to each director by the secretary or, in the case of the death, absence, incapacity or refusal of the secretary, such notice shall be given to each director in person or by telephone or email at least twenty-four hours in advance of the meeting, or by mail addressed to his business or home address and postmarked at least forty-eight hours in advance of the meeting. Except as required by law and these bylaws as a condition of the removal of a director, notice of a special meeting need not be given to any director if a written waiver of notice, executed by the 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 said 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 6 – QUORUM OF THE BOARD OF DIRECTORS MEETING: At any meeting of the directors, three (3) 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 7 - ACTION AT BOARD OF DIRECTORS MEETINGS: At any meeting of the directors at which a quorum is present, the vote of the majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these By-Laws.

Section 8 - ACTION BY CONSENT AT BOARD OF DIRECTORS MEETINGS: Any action by the directors may be taken without a meeting if a written consent, either electronically or paper, thereto is signed by all the directors and filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at the meeting.

Section 9 - NON-VOTING DIRECTORS OF THE BOARD OF DIRECTORS: The directors may create classes of non-voting directorship and membership such as honorary directors, honorary members, associate directors, , friends, alumni and the like, and may elect persons to these 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.

ARTICLE V - OFFICERS

Section 1 - OFFICERS: The officers of the corporation shall consist of a president, vice-president, treasurer, secretary, and such other officers as the members may determine. The officers will serve concurrently in that role with the board of directors.

Section 2 - ELECTION: The president, vice-president, treasurer, and secretary shall be elected annually by the board of directors at their first regular meeting following the annual meeting of the members. Any other officers determined necessary or desirable by the board of directors may be elected by the board of directors. Any two or more offices may be held by the same person. The secretary shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the manner proscribed by law. Except as otherwise provided by law, the Articles of Organization or these By-Laws, all officers shall hold office until the first regular meeting of the board of directors following the annual meeting of the members and thereafter until the respective successors are chosen and qualified.

Section 3 - RESIGNATION AND REMOVAL:

- Any officer may resign by delivering their written resignation to the corporation at its principal office or to the president or secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time.
- The board of 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.

Section 4 - PRESIDENT: The president shall, subject to the direction and control of the board of directors, preside when present at all meetings of the members and directors. The president shall have such other powers and duties as are usually incident to the office and as may be vested in the position by these bylaws or by the directors.

Section 5 - VICE PRESIDENT: In the absence or disability of the president, the powers and duties shall be performed by the vice president, if only one, if more than one, by the vice president designated for the purpose by the board of directors. Each vice president shall have such other powers and perform such other duties, as the board shall from time to time designate.

Section 6 - 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. The treasurer shall have custody of all funds, securities and valuable documents of the corporation, except as the board of directors may otherwise provide, and shall render a statement of the financial affairs of the corporation at each annual meeting of the members and to the board of directors and the president upon request. The person shall have such other powers and duties as are usually incident to the office and as may be vested in them by these bylaws or from time to time designated by the board of directors.

Section 7 - SECRETARY: The secretary shall give such notices of meetings of members and the board of directors as are required by these bylaws and shall keep a record of all the meetings of members and the board of directors. The person shall have such other powers and duties as are usually incident to the office and as may be vested in the position by these bylaws or by the board of directors. In the absence of the secretary from any meeting of the members or board of directors, a temporary secretary designated by the person presiding at the meeting shall perform the duties of the secretary.

ARTICLE VI - INDEMNIFICATION OF THE BOARD OF DIRECTORS AND OFFICERS

The corporation shall indemnify each director, officer, employee, and other agent and each person who formerly served in such capacity and each person who serves or may have served at the request of the corporation as a director, officer, employee or other agent of another organization in which this corporation has an interest against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon the individual in connection with any action, suit or proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or other agent of the corporation, or, at its request of any such other organization, whether or not the person is still serving in such capacity at the time of incurring such expenses or liabilities, except in respect to matters as to which the person shall be finally adjudged in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation, or to be liable for gross negligence or willful malfeasance; provided, that in the event of a settlement of any such action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by written opinion or independent legal counsel that the directors, officer, employee or other agent to be indemnified did not commit a breach of duty owed to the corporation and only if a majority of disinterested directors approves the settlement and indemnification as being in the best interests of the corporation. Such indemnification may 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 by

the corporation of an undertaking by the person indemnified to repay such payment if the person shall be adjudicated to be not entitled to indemnification hereunder. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to this section may be entitled under any agreement or pursuant to any vote of the board of directors or otherwise.

ARTICLE VII - MISCELLANEOUS PROVISIONS

Section 1 - EXECUTION OF INSTRUMENTS: All contracts, deeds, 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 the treasurer except as the directors may generally or in particular cases otherwise determine. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a 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 AND ASSETS: Except as the board of directors may otherwise designate, the president 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 and assets 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 principle office of the corporation or of the clerk, 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 - DEFINITIONS: All references in these bylaws to the article 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.

ARTICLE VIII - AMENDMENT OF BYLAWS

These bylaws may at any time be amended or repealed, in whole, or in part, by vote of a majority of members, 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 amendments or repeal may be made by the directors which changes the date of the annual meeting of members, or which alters the provisions of these bylaws with respect to removal of directors, indemnification of directors and officers, or amendment of these bylaws, or which bylaw or the articles of organization requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the directors of any bylaws, notice thereof stating the substance of such change shall be given to all members entitled to vote, and any bylaws adopted by the directors may be amended or repealed by the members.