

BY-LAWS  
of  
NASHUA RIVER WATERSHED ASSOCIATION, INC.

Article I – Name, Purposes, Location, and Fiscal Year

- Section 1: Name. The name of this association shall be NASHUA RIVER WATERSHED ASSOCIATION, INC.
- Section 2: Purposes. The purposes of this association shall be to work for the restoration and maintenance of clean water and the wise use and proper management of water and related natural resources in the Nashua River Watershed; to acquire land or rights in land for conservation purposes and to assist and encourage other organizations and public agencies to do the same within the watershed; to establish and promote programs of public information and for education and scientific research related to the aims of this association; and to assist in the coordination of similar efforts by other organizations, individuals, public agencies, and public officials. To accomplish these purposes, the corporation may solicit, receive and borrow with or without security, real and personal property, including funds, by way of gifts, contributions and subscriptions, and administer, hold, convey, transfer, disburse, lend and sell the same for such charitable, scientific, literary and educational purposes as are permitted by section 501 (c)(3) of the Internal Revenue Code of the United States as it now exists and as hereafter amended, and no assets of this corporation shall inure to the benefit of any private individual. Upon dissolution and winding up of this corporation, any remaining assets shall be transferred only to an organization having like charitable, scientific, literary and educational purposes as are permitted by section 501 (c)(3) of the Internal Revenue Code of the United States. No assets shall be conveyed or distributed to any individual or any organization created or operated for profit. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall this corporation take part in any political campaign on behalf of any candidate for public office.
- Section 3: Location. The principal office of the association shall be located in either Middlesex or Worcester County, Massachusetts, at such location as the board of directors may from time to time determine.
- Section 4: Fiscal Year. The fiscal year of the association shall begin on July 1 and end on June 30 in each year, unless otherwise designated by the board of directors.

Article II – Members

- Section 1: Membership. Any individual or entity having interest in the purpose of the association may become a member of the association by making an annual financial contribution within the period since the last annual meeting. The board of directors may set a minimum contribution amount.

- Section 2: Staff. Association employees shall be considered members of the organization.
- Section 3: Voting Rights. Each member shall have one vote in association elections at the annual meeting and on other matters submitted to a vote of the members.
- Section 4: Proxy. Voting by proxy may be permitted under such conditions as prescribed by the board of directors.
- Section 5: Suspension or Expulsion. The board of directors, by affirmative vote of two-thirds of all the directors, may suspend or expel a member of the association with or without cause.

### Article III – Meetings of Members

- Section 1: Annual Meeting. The annual meeting of members shall be held at such time and place as the board of directors may select, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.
- Section 2: Special Meetings. Special meetings of the members may be called by the president of the board of directors or by a written request to the president or secretary of a majority of the board of directors or of twenty-five or more members.
- Section 3: Notice. Written notice of the day, time, and place of any meeting of members shall be sent by telephone, electronic mail, or written mail to the members not less than ten days before the date of such meeting. The purposes for which the meeting was called shall be stated in the notice.
- Section 4: Quorum. Thirty voting members shall constitute a quorum.
- Section 5: Majority Approval of Decisions. Except as provided in Article XIII–Amendment of By-laws, all decisions made at a members’ meeting require approval by a majority of the members attending and voting. At any such meeting, decisions shall be made by voice vote or such other method as the presiding officer may determine.

### Article IV – Executive Director

The board of directors may employ an executive director (or other title as is determined from time to time by the directors) to serve as the chief executive of the association.

- Section 1: Powers. The executive director shall be responsible for ongoing management of the affairs of the association and its staff, including hiring and firing of employees. The executive director may sign any contracts, deeds, or other instruments as authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, by these by-laws, or by statute or regulation to an officer or other agent of the association.
- Section 2: Ex Officio Board Member. The executive director of the association shall serve on the board of directors ex officio, with no voting rights. He/she is not subject to term limits and shall not be counted in the total number of directors. He/she shall withdraw from discussion of compensation, performance, and other matters that

pose a potential conflict of interest, in accordance with the provisions of Article VII–Conflict of Interest.

Section 3: Committees. The executive director may, at his or her discretion, form committees to serve as advisors to the executive director or members of the staff.

#### Article V – Board of Directors

Section 1: Powers. The business and affairs of the association shall be managed under the direction of the board of directors. The board shall have and may exercise all the powers of the association, with the exception of the powers reserved to the members by law, the articles of organization, or these by-laws.

- (a) The board of directors may appoint or remove the executive director.
- (b) The board may retain such persons as may be necessary to carry out the work of the association, designating by resolution any titles, duties, compensation, and expenses appropriate for the positions created.
- (c) Each director shall have one vote.

Section 2: Nominating Committee

- (a) At least sixty days prior to the annual meeting of the members, the board of directors shall appoint five members of the board of directors to serve as a nominating committee, designating one person as chairman of the committee. The committee shall meet, at the call of the chairman, to prepare a list of nominees to fill vacancies of the offices and on the board of directors occurring in the current year. At least thirty days in advance of the annual meeting, the committee shall furnish the list of nominees to the board of directors for its approval. Upon approval by the majority of those present, the report of the nominating committee shall be included in the notice of the annual meeting sent to the members of the association.

Section 3: Number and Election

- (a) There shall be a minimum of seven directors, not including the executive director of the association.
- (b) Directors shall be elected to full terms by the members of the association at the annual meeting. However, vacancies on the board may be filled on an interim basis by vote of the majority of directors, pending election of said director by a vote of the members at the next annual meeting.
- (c) As there is no fixed limit to the total number of directors, the board may, by a two-thirds vote, elect an additional director for a term running until the next annual meeting.

Section 4: Tenure

- (a) Each director shall be elected for a term of up to two years.
- (b) Directors shall be elected at the annual meeting of the members to serve two-year terms. No director shall be eligible for re-election to a fourth

consecutive term, until he or she shall have been out of office for at least one year, with the exception that, if a director is serving as an officer in the second year of a final term, he or she will be eligible to continue to serve as any officer for additional one-year terms.

- (c) An officer who steps down from an officer role shall be eligible for an additional transitional two-year term on the board before taking a year off.

Section 5: Meetings, Notice, Quorum, Presence via Communications Equipment

- (a) Regular Meetings. Regular meetings of the board of directors may be held at such places and at such times as the directors may determine.
- (b) Notice. Notice of time, place, and agenda of any regular meeting of the board of directors shall be sent to the directors at least one week prior to the meeting. Notice shall be given to directors in person, or by telephone, telecopy, electronic mail, or written mail sent to the director's last known address as appearing in the association's records.
- (c) Special Meetings. Special meetings of the board of directors may be called by the president, or by the secretary upon request of three directors. Notice of the date, time, place, and purpose of such meeting shall be given to each director at least two days in advance.
- (d) Quorum. A majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting of the board.
- (e) Remote Participation. Unless otherwise provided by law or the articles of organization, members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

Section 6: Action by Vote, Action by Writing

- (a) Action by Vote. When a quorum is present at any meeting, a majority of directors present and voting shall decide any question, unless otherwise provided by the articles of organization or these by-laws.
- (b) Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if the directors unanimously consent to the action in writing, either on paper or via electronic means, 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 of the meeting. However, if the vote in writing is not unanimous, then the matter must be considered at a meeting of the directors.

Section 7: Compensation. Directors shall not receive compensation for their services.

Section 8: Resignations and Removals

- (a) Resignations. Any director may resign at any time by delivering his or her signed resignation in writing to the president or secretary or to the

association at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time.

- (b) Removals. Any director or officer may be removed from the board of directors with or without cause by an affirmative vote of two-thirds of the directors then in office whenever in the board's judgment the best interests of the association would be served by this action. A director or officer may be removed for cause only after reasonable notice and opportunity to be heard.

## Article VI – Officers

- Section 1: Positions. The officers of the association shall be a president, vice president, secretary (which is referred to as the “clerk” under Massachusetts law), and treasurer, and such other officers as may be elected in accordance with the provisions of this article. The secretary shall be a resident of Massachusetts. A person may hold more than one office at the same time, except for the combination of president and secretary.
- Section 2: Election. The officers of the association shall be elected annually by the members of the association.
- Section 3: Tenure. The president, vice president, secretary, and treasurer shall hold office until the next annual meeting of the association or until his/her successor shall have been elected and qualified.
- Section 4: Vacancies. A vacancy in any office due to death, resignation, disqualification, or otherwise may be filled by the board of directors.
- Section 5: Positions and Duties
- (a) President. The president shall preside at all meetings of the members and of the board of directors, except as the directors otherwise determine. In general, he/she shall perform all duties incident to the office and such other duties as may be prescribed by the board of directors from time to time.
  - (b) Vice President. In the absence of the president, or in the event of his/her inability or refusal to act, the vice president shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as may be assigned to him/her from time to time by the president or the board of directors.
  - (c) Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the association. He/she shall be in charge of its financial affairs, books of account, and accounting records and procedures, and shall ensure the association keeps full and accurate records thereof. The treasurer shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. He/she shall have

other duties and powers as may be assigned by the president or board of directors.

- (d) Secretary. The secretary shall record and maintain records of all proceedings of the association and of the board of directors, which records shall be kept within the Commonwealth at the principal office of the association. Such records shall also contain copies of the articles of organization and by-laws and the names and addresses of all current directors. Furthermore, the secretary shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; shall serve as clerk of the association; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or the board of directors.

#### Article VII – Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from and not participate in any discussion, lobbying, and/or voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determines that it is in the best interest of the association to do so. The minutes of the meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

#### Article VIII – Committees and Agents

Section 1: Executive Committee. There shall be an executive committee consisting of the president, vice president, treasurer, secretary, executive director, and other directors as determined from time to time by the board of directors. Unless the directors otherwise determine, the executive committee shall have all the powers of the directors during intervals between meetings of the directors, except for the powers specified in Massachusetts General Law Section 55 of Chapter 156B. Unless the directors otherwise designate, the executive committee shall conduct its affairs as nearly as may be feasible in the same manner as is provided in these by-laws for the directors.

Minutes of all executive committee meetings shall be taken and approved by the committee. Minutes should be kept with the records of the association.

Section 2: Committees. The directors may create one or more committees to assist in carrying out the purposes of the association. The directors may also vote to dissolve committees.

Section 3: Agents. The directors may appoint agents, who serve at the pleasure of the directors, to take designated action on behalf of the association.

#### Article IX – Books and Records

The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors and shall keep at the principal office a

record of the names and addresses of the members entitled to vote and of the financial contributors.

#### Article X – Restrictions on Activities

No substantial part of the activities of this association shall consist of lobbying or otherwise attempting to influence legislation except to the extent permitted by Section 501(h) of the Internal Revenue Code; nor shall this association take part in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these by-laws, no director, officer, employee, agent, or any other representative of the association shall take any action or carry on any activity by or on behalf of the association not permitted to be taken by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as it exists or may hereafter be amended, or any corresponding section of any future tax code.

#### Article XI – Release and Indemnification

Section 1: Limitation on Liability. No officer or director of the association shall be personally liable to the association for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the association, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. To the extent permitted by law, no amendment or deletion of the provisions of this Article XI which restricts or limits the limitation on liability provided hereunder to officers and directors shall apply or be effective with respect to actions and omissions of any officer or director occurring prior to the date said amendment or deletion became effective.

Section 2: Indemnification. The association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, president, vice president, treasurer, secretary, or other officer of the association or who at the request of the association may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the association (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit or proceedings whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless a majority of the full board of directors authorized the proceedings); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally

adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interests of the association or, to the extent that such matter relates to service with respect to an employee benefit plan in the best interest of the participants or beneficiaries of such employee benefit plan; and further provided that any compromise or settlement payment shall be approved by the association in the same manner as provided below for the authorization of indemnification.

Section 3: Indemnification Procedures. Indemnification under this Article XI may, to the extent authorized by the board of directors of the association, include payment by the association 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 Indemnified Officer to repay such payment if not entitled to indemnification under this paragraph, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment. The payment of any indemnification or advance shall be conclusively deemed authorized by the association under this paragraph, and each director and officer of the association approving such payment shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of the directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee 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 Association) 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, as amended; or
- (iv) a court having jurisdiction shall have approved the payment.

Section 4: Scope of Indemnification. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder. The right of indemnification under this paragraph shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this paragraph shall affect any rights to indemnification to which association employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law.

Section 5: Limitation in Amendment or Repeal. No amendment or repeal of the provisions of this Article XI which adversely affects the right of an Indemnified Officer under this paragraph shall apply to that Indemnified Officer with respect to the acts or omissions of such Indemnified Officer that occurred at any time prior to



such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

Section 6: Insurance. The provisions of this Article XI shall not limit the power of the Board of Directors to authorize the purchase and maintenance of insurance on behalf of any Director or Officer against any expense incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the association would have the power to indemnify him against such expense under this Article XI. In the event that any such insurance grants the insurer the right to control the defense of any Indemnified Officer in any proceedings, all rights of an Indemnified Officer to indemnification under this Article XI shall be conditional upon such Indemnified Officer allowing such insurer to control such defense, and otherwise cooperating in such defense. If pursuant to the terms of any such insurance any Indemnified Officer shall, by reason of his or her refusal or failure to consent to any settlement proposed by an insurer, become subject to any cost or expense which otherwise would have been paid by such insurance, such Indemnified Officer shall not be entitled to indemnification for such cost or expense under this Article XI.

#### Article XII – Dissolution

Upon the liquidation or dissolution of this association, after payment of all the liabilities of the association or due provision thereof, any remaining assets shall be transferred only to one or more nonprofit organizations having like charitable, scientific, literary, and educational purposes, so long as each is then exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of the United States. No assets shall be conveyed or distributed to any individual or to any organization created or operated for profit.

#### Article XIII – Amendment of By-laws

These by-laws shall not be repealed or amended, or an additional by-law adopted, unless notice of such proposed action shall have been given not less than ten day's written or electronic mail notice, stating in detail such intention. Changes to or adoption of new by-laws require a two-thirds vote of the members present at an annual meeting or at any special meeting of the members.

Revised Version 7 (5-21-19), Recommended by the NRWA Directors at the 6-26-19 Board of Directors Meeting for Adoption by the Members at the NRWA 2019 Annual Meeting