

Bylaws

HUDSON LAND TRUST, INC.

SECTION 1

NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Articles of Organization: All references in these bylaws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as from time to time amended. These bylaws, the powers of the Corporation and of its Directors and Members, and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization.

1.2 Name: The name of the Corporation shall be as set forth in its Articles of Organization.

1.3 Location: The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Directors may change the location of the principal office or Corporation in the Commonwealth of Massachusetts and establish such other office or offices as the Directors may deem appropriate, effective upon the filing of a certificate of such change with the Secretary of the Commonwealth of Massachusetts

1.4 Purpose: the nature of the activities to be conducted and the purposes to be promoted or carried out, by the Corporation are as follows:

- a. To assist in and promote the conservation and protection of natural resources of the Town of Hudson including but not limited to water resources, marshland, swamps, woodlands, forests, agricultural land and opens spaces and the plant and animal life therein;
- b. To preserve and maintain unique scenic and historic sites including buildings, monuments, structures, geological features of conservation, historical, educational or scientific significance located in the Town of Hudson for the benefit, education and enjoyment of the general public;
- c. To preserve land for active and passive recreational purposes;
- d. To educate the public about open space preservation, land conservation methods and techniques, conservation and environmental issues, and the wise use of Natural Areas and natural resources;
- e. To acquire by gift, purchase, or otherwise, real and personal property both tangible and intangible for the benefit of all the inhabitants of the Town of Hudson for conservation, education and active recreation purposes; and to work with other organizations having similar purposes.
- f. To use exclusively all property held or controlled by this Corporation and the net earnings thereof for the benefit of all the inhabitants of the Town of Hudson for conservation, education and active recreation purposes.

- g. To solicit, collect, receive and otherwise raise funds by way of gifts, contributions, subscriptions, or other means consistent with the law and the purposes of this organization
- h. To work with, cooperate and affiliate with other entities, groups, organizations, official agencies (public and private) and individuals concerned with the purposes of the Corporation.

1.5 Corporate Seal: The Directors may adopt and alter the seal of the Corporation.

1.6 Fiscal Year: The fiscal year of the Corporation shall, unless otherwise decided by the Directors, end on December 31st of each year.

SECTION 2

MEMBERS

2.1 There shall be voting members and non-voting members of the Corporation. The voting members shall be those members designated and qualified who have attained the age of eighteen years and who are residents of the Town of Hudson. The nonvoting members shall be those members otherwise designated.

2.2 The initial members of the Corporation shall be those individuals listed in the Articles of Organization. Thereafter, there shall be three designations of Members of the Corporation: Regular, Charter, and Honorary.

2.3 Regular Members: Regular Members shall consist of any Hudson resident who pays the annual membership dues and shall be entitled to attend and vote at all meetings of the Members during the year for which such dues are paid. The Board of Directors may in their discretion determine that any contribution to the Trust shall be considered as payment of annual dues.

2.4 Charter Members: Charter Membership is an honorary title to be applied to those persons otherwise qualifying as Regular Members who contribute \$500 or more to the Trust. Charter Members as such shall have no rights or privileges other than those which they may have as Regular Members.

2.5 Honorary Members: The Board of Directors may designate persons or groups of persons as friends of the Corporation, advisors, or such other honorary title as they deem appropriate. Persons or groups of persons so designated by the Board, and approved by the Members at a regular meeting, shall, except as the Board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to notice or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights and responsibilities.

2.6 Dues: Dues for the fiscal year shall be established by the Board of Directors who may develop different categories of membership and dues. Dues shall be due and

payable upon application for membership and thereafter on the first business day of January of each year (the "Annual Due Date"); provided, however, that the Board of Directors may waive or defer the payment of dues, in whole or in part, for any Member. Until the first annual meeting regular membership dues shall be as follows: Individual: Twenty-five Dollars (\$25.00), Family: Fifty Dollars (\$50.00).

SECTION 3

BOARD OF DIRECTORS

- 3.1 Number: The Directors of the Corporation shall be named initially by the incorporators. Subsequently, Directors shall be elected during the annual meeting of the Members.
- 3.2 Qualifications: The Board of Directors shall consist of five (5) Members who must be residents of the Town of Hudson.
- 3.3 Term: The Board of Directors shall serve for a term of three years or until their successors are duly elected.
- 3.3.1 Staggered Terms: Terms shall be staggered so that approximately one-third (1/3) of the Directors are elected to full terms each year.
- 3.4 Powers: The affairs of the Corporation shall be managed by the Directors, who shall have and may exercise all powers of the Corporation.
- 3.5 Operating Committees: The Directors may from time to time appoint an Operating Committee which shall oversee the operation and various aspects of the Corporation. The Operating Committee can be comprised of any number of Regular Members and they will report directly to the Board of Directors.
- 3.6 Removal: A Director may be removed from office by the vote of two-thirds ($\frac{2}{3}$) of the Members at a Special Meeting. A Director shall be removed only after reasonable notice and opportunity to be heard.
- 3.7 Resignation: A Director may resign by delivering his written resignation to the President, Clerk or Treasurer or to the Corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.
- 3.8 Vacancies: Any vacancy in the Board of Directors except a vacancy resulting from enlargement, which must be filled in accordance with Section 3.1, may be filled by the Directors. A Director so appointed shall act as a Director and shall serve until the next annual meeting, at which time the Members shall vote to fill the vacancy.

The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

- 3.9 Annual Meeting of the Members. Within six (6) months after the close of the fiscal year an annual meeting of the Members shall be held at any place conveniently located within the Town of Hudson on such date and at such time as the Board of Directors shall determine. The meeting is convened to receive an annual report, to elect Directors, and to conduct such other business as may properly come before the meeting.
- 3.10 Regular Meetings: Regular meetings of the Directors may be held at any time and at any place within the Commonwealth of Massachusetts as the Directors determine.
- 3.11 Special Meetings: Special meetings of the Directors may be held at any time and at any place within the Commonwealth of Massachusetts when called by the President of the Board of Directors or if there is no such President, by the Clerk or Treasurer or by two or more Directors.
- 3.12 Call and Notice:
- a. Meeting of the Members: Written notice of the Annual Meeting of Members shall be sent to each Member (including via email or other electronic communication) not less than ten (10) business days before such meeting. Such notice shall state the nature of the business to be conducted and the time and place of the meeting. No business shall be transacted at the annual meeting other than that referred to in the notice.
 - b. Regular Meetings: No call or notice shall be required for regular meetings of Directors, provided that reasonable notice of the first regular meeting following the determination by the Directors of the times and places for regular meetings shall be given to absent Directors and reasonable notice shall be given otherwise required by law, the Articles of Organization of the Corporation, or these bylaws.
 - c. Special Meetings: Reasonable notice of the time and place of special meetings of the Directors shall be given to all Directors. If there is to be considered at the meeting (I) contracts or transactions of the Corporation with interested persons, (II) amendments to these bylaws, (III) an increase or decrease in the number of Directors or (IV) removal of a Director then written notice of the special meeting shall be sent to each Member (including via email or other electronic communication) not less than five (5) business days before such meeting. Such notice shall state the nature of the business to be conducted and time and place of the meeting.
 - d. Reasonable Notice: Except as otherwise expressly provided, it shall be reasonable for a Director to be sent notice by mail or email at least twenty-four hours before the meeting or to be given notice in person or by telephone.

e. Waiver of Notice: Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him before or after the meeting is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior hereto or at its commencement the lack of notice of the meeting unless such purposes were required to be specified in the notice of such meeting.

3.13 Quorum: At any meeting of the Directors or at the annual meeting of the Members, a majority of the Directors being present shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the postponed meeting may be continued at a date and time certain.

3.14 Voting: When a quorum is present at any meeting, a majority of the Directors present and voting may decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization of the Corporation, or these bylaws.

3.14 Action by Consent: Any action required or permitted to be taken at any meeting may be taken without a meeting if all of the Directors consent to the action in writing and such consents are filed with the records of the meeting of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

SECTION 4 OFFICERS

4.1 Number and Qualification: The officers of the Corporation shall be a President, a Treasurer, a Clerk, and other such officers as the Directors may elect. A person may not hold more than one office at the same time.

4.2 Election: The President, the Treasurer, and the Clerk shall be elected annually by the Directors at the first meeting of the Directors following the annual meeting of the Members. All other officers, if any, may be elected by the Directors at any time.

4.3 Term: The officers shall hold office for one year or until a successor is chosen and qualified, unless the Directors decide otherwise by vote at a regular meeting.

4.4 President of the Board of Directors: The Directors will elect from their own number a President. He or she shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have other duties and powers as may be determined by the Directors.

4.5 Treasurer: The Treasurer shall be the chief financial officer of the Corporation and also shall, subject to the discretion of the Directors, be in charge of the financial affairs of the Corporation and keep accurate records thereof. In the absence of the

President of the Board, the Treasurer shall record and maintain records of all proceedings of the Members and Directors in a book or books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts at the principal office of the corporation and shall be open at all reasonable times to the inspection of any Director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and bylaws of the Corporation and the names of all Directors and the address of each.

- 4.6 Clerk: The Clerk shall be responsible for minutes of meetings and correspondence of the Corporation and any such other duties and powers as the Directors may determine necessary.
- 4.7 Removal: Any officer may be removed from his office by the vote of a majority of the Directors then in office. An officer may be removed only after reasonable notice and opportunity to be to be heard before the Directors.
- 4.8 Resignation: Any officer may resign by delivering her written resignation to the Clerk, the President, or the Treasurer, or to a meeting of the Directors, or the corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.
- 4.9 Vacancies: If the office of any officer becomes vacant, the Directors may elect a successor. Each such successor shall hold office for the unexpired term of the officer whom she replaced, and in the case of the President and Treasurer until her successor is chosen and qualified, and in each case until she sooner dies, resigns, is removed, or becomes disqualified.

SECTION 5 COMMITTEES

- 5.1 The Board of Directors, or the President with the approval of the Board of Directors, may appoint such committees of Members or of Directors of the Corporation as are deemed desirable, including an executive committee to whom may be delegated from time to time and until further order of the Board of Directors any or all of the powers of the Board in connection with the management of the affairs of the Corporation. Such committees may be temporary or continuing, shall at all times act under supervision of the Board of Directors, and shall act with respect to such special or general problems as the Board of Directors may from time to time determine. Members of such committees may be removed at any time, with or without cause, and any such committees may be terminated at any time by the Board of Directors.

SECTION 6
EXECUTION OF PAPERS

- 6.1 Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all authorizations, deeds, warrants, leases, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Corporation shall be signed by the Treasurer.

SECTION 7
PERSONAL LIABILITY

- 7.1 The Directors and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with or having any claim against, the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Corporation.

SECTION 8
FUNDS

- 8.1 The funds of the Corporation may be applied only for the purposes expressly specified herein. No assessment exclusive of contributions shall be made upon the Members except as required by law or voted by the Board of Directors.

SECTION 9
AMENDMENTS

- 9.1 These bylaws may be amended by a vote of a majority of the Members at the annual meeting of the Members.