

Friends of Myles Standish State Forest

Articles of Incorporation/Bylaws

ARTICLE I

The name of this Corporation shall be Friends of Myles Standish State Forest.

ARTICLE II

Purposes

Section 1 - The purposes of Friends of Myles Standish State Forest are as follows:

The Corporation is organized to promote and conserve the natural, scenic and historical resources of Myles Standish State Forest and its Satellite Areas; to foster the use and enjoyment of Myles Standish State Forest by the public in a manner consonant with the protection and preservation of the environment; to engage in such educational, scientific and charitable activities as will assist the Commonwealth of Massachusetts in the operation of Myles Standish State Forest; and to assist and work in cooperation with the Forest Supervisor in general support and enrichment of Myles Standish State Forest, and generally to do any and all things in furtherance of the foregoing purpose. 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.

Section 2 - Further purposes shall be:

- a) This Corporation is organized exclusively for charitable, educational, and scientific purposes; including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, board of directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted under the Internal Revenue Code as amended, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall carry on only such activities as are permitted to be carried on by a corporation exempt from Federal Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- b) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

Offices

The principal office of the Corporation shall be located in the Town of Carver, County of Plymouth, Commonwealth of Massachusetts.

ARTICLE IV

Members

- Section 1.** The Board of Directors may by resolution establish one or more levels of membership.
- Section 2.** All interested persons subscribing to the purposes of the Corporation may become members upon payment of dues.
- Section 3.** Each Member shall be entitled to one vote of each matter submitted to a vote of the members.
- Section 4.** The Board of Directors, by affirmative vote of two-thirds of all the Members of the Board, may suspend or expel a Member for cause. Any member may resign by filing a written resignation with the Secretary.

ARTICLE V

Meeting of Members

- Section 1.** The Annual Meeting of the Members shall be held in May of each year, at the office of the Corporation or such other time and place as the Board of Directors may select, for the purpose of electing officers and directors and for the transaction of such other business as may come before the Meeting.
- Section 2.** Special Meetings of the Members may be called by the President, and shall be called upon written request of the Board of Directors, or not less than five (5) Members.

Section 3. Written notice stating the place, day and hour of any Meeting of Members shall be sent to the Members not less than seven (7) nor more than forty-five (45) days before the date of such Meeting, by or at the direction of the President, or the Secretary, or persons calling the Meeting. The purpose or purposes for which the Meeting is called shall be stated in the notice.

Section 4. Five (5) Members shall constitute a quorum.

ARTICLE VI

Board of Directors

Section 1. The property, business and affairs of the Corporation shall be managed by a Board of Directors. Directors shall be Members of the Corporation. The President, Vice President, Treasurer, and Secretary shall, upon election, automatically be Members of the Board of Directors.

Section 2. The Board of Directors shall consist of at least five (5) Members and a maximum of fifteen (15), elected at the Annual Meeting of the Corporation by vote of the Members. Directors shall serve for a term of two (2) years, and an individual may not serve more than three (3) consecutive terms or six (6) consecutive years.

Section 3. The Board of Directors may select the time and place for holding both Regular Meetings of the Board as well as the Annual Meeting of the Members.

Section 4. Special Meetings of the Board of Directors may be called by or at the request of the President or any four (4) Directors by giving notice, of the date, time, place, and purpose of such Meeting, to all Directors at least two (2) days in advance of such Meeting.

Section 5. Five (5) Members of the Board of Directors shall constitute a quorum for the transaction of business at any Meeting of the Board.

Section 6. Directors as such shall not receive any salaries for their services.

Section 7. Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors so that at least 2/3 of the Board Members represent a specific category of Forest user group; to include but not limited to, Equestrians, Hikers, Bicyclists, Hunters/Fishers, Cottage Owners, Campers, Wildlife Observers, Skiers. It is permissible for an Officer to simultaneously serve as a Member of the Board of Directors in the capacity of a user group representative.

Section 8. The Board of Directors, by affirmative vote of two thirds of all Directors of the Board, may suspend or expel a Director for cause. Any Director may resign by filing written resignation with the secretary.

ARTICLE VII

Officers

- Section 1. The officers of the Corporation shall be a President, Director/Vice President, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The officers shall be Members of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary, and President and Treasurer.
- Section 2. The officers of the Corporation shall be elected annually by the incoming Board of Directors at the Annual Meeting. Each officer shall hold office until his or her successor shall have been elected and qualified. Officers may be removed from office by a majority vote of the Board of Directors.
- Section 3. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- Section 4. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all Meetings of the Members and of the Board of Directors. The President may sign, with the Secretary, or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- Section 5. Director/Vice President. In the absence of the President or in the event of the President's 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 Director/Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
- Section 6. Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article X of these bylaws; and in general perform all the duties incident to the office of Treasurer and such others as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the Minutes of the Meetings of the Members and of the Board of Directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each Member and contributor; shall serve as Clerk of the Corporation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE VIII

Committees

Section 1. Committees may be designated by a resolution adopted by a majority of the Directors present at a Meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall appoint the Members thereof. Any Member thereof may be removed by the person or persons authorized to appoint such Member whenever in their judgement the best interests of the Corporation shall be served by such removal.

Section 2. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

ARTICLE IX

Contracts, Checks, Deposits and Funds

Section 1. Unless otherwise specified by the Board of Directors, only the President will enter into contracts or execute and deliver any instrument in the name of and in behalf of the Corporation. In any such situation, the President may act only following a vote of the Board of Directors authorizing such action.

Section 2. All checks, drafts or orders for the payment of money, notes or other evidence or indebtedness issued in the name of the Corporation shall be routinely signed by the Treasurer of the Corporation. Any check up to one hundred dollars (\$100.00) may be signed by the Treasurer. Any payments in excess of \$100.00 made by the corporation must be approved by the Board of Directors before the Treasurer is authorized to sign on behalf of the Corporation. In the Treasurer's absence, the President will sign checks subject to the above restriction. Additional signatures may be added by a majority of the Board of Directors.

Section 3. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE X

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of its Members, Board of Directors, and Committees, and shall keep at the principal office a record giving the names and addresses of the Members entitled to vote and of the contributors. All books and records of the Corporation may be inspected by any Member, or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year unless otherwise designated by the Board of Directors.

ARTICLE XII

Dues

The Board of Directors may by resolution establish rates of annual dues for the various levels of membership.

ARTICLE XIII

Amendments to Bylaws

Provided that Article II as originally adopted shall not in any way be contravened, these bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds majority of the members present at the Annual Meeting or at any Special Meeting of the Members, if at least fourteen days written notice is given of intention to alter, amend, or repeal, or to adopt new bylaws at such Meeting, and such notice shall specify the language of the proposed change.