

Seaside Sustainability Bylaws

**By-Laws of Seaside Sustainability, Inc.
a Massachusetts Non-Profit Corporation**

Formally adopted by the Board of Directors January 11, 2025

ARTICLE I

1.01 Name: The name of this Corporation shall be “Seaside Sustainability, Inc.” (the “Corporation”).

1.01 Location: The principal office of the Corporation shall initially be located in the Commonwealth of Massachusetts. The Corporation may have other offices at such place or places, within or outside the Commonwealth of Massachusetts, as the Board of Directors of the Corporation (the “Board of Directors”) may determine from time to time or the affairs of the Corporation may require or make desirable.

ARTICLE II

2.01 Purposes and Powers: The Corporation shall have all the powers enumerated in and granted by the Chapter 180 of the General Laws of the Commonwealth of Massachusetts (the “Act”); provided, however, the Corporation shall exercise its powers only in furtherance of its tax-exempt purposes as set forth in the Articles of Incorporation of the Corporation, as such may be amended from time to time (the “Articles of Incorporation”), and which are exclusively for the purposes defined in Section 501(c)(3) of the Internal Revenue Code (the “Code”).

The Corporation’s and authority shall include, without limitation, the following: the Corporation shall have the power and authority to do all things and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives enumerated in the Articles of Incorporation, necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other persons to carry on any lawful pursuit necessary or incidental to the accomplishment, attainment, or furtherance of the purposes and objectives of the Corporation.

2.03 Nonprofit Status and Exempt Activities Limitation:

(a) The Corporation is not organized and shall not be operated for profit or pecuniary gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or any other private person, except that, subject to the Act, 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 the Articles of Incorporation and these Bylaws.

(b) Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income taxation under the

Code. It is intended that the Corporation shall have, and continue to have, the status of an organization that is exempt from federal income taxation under the Code. All terms and provisions of these Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

(c) Upon dissolution of the Corporation, the assets shall be distributed to such organizations or organizations that are operated exclusively for charitable purposes and which at the date of dissolution are described in Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in an action brought in accordance with Chapter 180 of the General Laws of the Commonwealth of Massachusetts (or the corresponding provision of any subsequent Massachusetts law), exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

(d) No substantial part of the activities of the Corporation shall be attempting to influence legislation, and the Corporation shall not participate in any political campaign.

ARTICLE III: MEMBERSHIP

3.01 No Membership Classes: The Corporation shall have no members.

3.02 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the Corporation website. Affiliates have no voting rights and are not members of the Corporation.

ARTICLE IV: BOARD OF DIRECTORS

4.01 Directors, Authority, Election, and Removal:

(a) Except as otherwise provided in the Articles of Incorporation of the Corporation or in these Bylaws, the governance and management of the affairs of the Corporation shall be vested in the Board of Directors; and all of the powers, duties, and functions of the Corporation conferred by the Articles of Incorporation, these Bylaws, the Act, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

(b) The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs, and property of the Corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to a committee pursuant to these Bylaws. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation or the Bylaws.

(c) The Board of Directors is authorized to employ such person or persons, including a president or other officers, attorneys, accountants, Directors, agents, managers and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

(d) Number and Qualifications. The Board of Directors of the Corporation shall consist of not less than three (3) members nor more than fifteen (15) members all of whom shall be eighteen (18) years of age or more.

(e) Election. The Directors of the Corporation shall be elected either: (i) at the annual meeting of the Board of Directors of the Corporation as provided in these Bylaws; (ii) at any other lawfully called and convened meeting of the Board of Directors; or (iii) by the execution of a unanimous written consent of the Board of Directors then in office.

(f) Terms of Office. Each director elected as provided in these Bylaws shall take office (President, Treasurer, & Clerk) as of the close of the meeting at which he or she was elected and shall continue in office for a term of three (3) years for a maximum of three (3) terms and thereafter until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal.

(g) Attendance and Removal. Members of the Board of Directors who, upon the vote of the Board of Directors and for any reason, or any other event, cease to be qualified, shall cease to be members of the Board of Directors. Vacancies arising by reason of expiration of term, death, disability, resignation, refusal to serve, or otherwise, shall be filled for the new term or the unexpired term, as the case may be, by the Board of Directors using the same process used to appoint the director whose position has become vacant. Such person shall serve as a member of the Board of Directors until the expiration of his or her term, or the unexpired term of his or her predecessor, as the case may be, and until his or her successor has elected and has been qualified or until his or her earlier death, resignation, retirement, disqualification or removal. Any director may be removed either for or without cause at any lawfully called and convened regular, special, or annual meeting of the Board of Directors, by the affirmative vote of no fewer than a majority of all the Directors then in office and eligible to vote on such matter if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed Director's successor may be elected at either the same meeting or a subsequent meeting to serve the unexpired term.

4.02 Meetings of the Board of Directors:

(a) **Place of Meetings.** Meetings of the Board of Directors may be held at any place within or outside the Commonwealth of Massachusetts as set forth in the notice thereof or, in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.

(b) **Annual Meeting; Notice.** An annual meeting of the Board of Directors shall be held not later than May 15 of each year at such place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in this By-law, notice of the time and place of such annual meeting shall be given by the secretary not less than three (3) nor more than twenty (20) days before such annual meeting. The Directors shall be elected by a vote of the Board of Directors of the Corporation as provided in these Bylaws. At such annual meeting of the Corporation, the Board of Directors shall elect officers of the Corporation, shall appoint members of the committees of Directors created pursuant to these Bylaws and shall transact such other business as may properly come before the meeting. In the event of the failure of the Board of Directors to hold an annual meeting at any time or for any cause, any and all business which might have been transacted at such meeting may be transacted by unanimous written consent in accordance with these Bylaws or at the next succeeding meeting, whether the same be a special meeting or a regular meeting.

(c) **Regular Meetings; Notice.** Four (4) annual meetings of the Board of Directors will be held. From time to time between the four (4) annual meetings, additional meetings may be held at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary not less than three (3) nor more than twenty (20) days before such regular meeting.

(d) **Special Meetings; Notice.** Special meetings of the Board of Directors may be called by or at the request of the chairman, the president, or a majority of the Directors. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given at the direction of the chairman, the president or by the secretary at least twenty-four (24) hours before such meeting.

(e) **Waiver.** Attendance by a Director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(f) **Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

(g) **Action by Directors Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors or any committee created by the Board may be taken without a meeting if a consent, in writing, setting forth the action to be taken, is signed by all of the members of the Board of Directors (or committee, as the case may be) then in office and eligible to vote on such matter. Such consent shall have the same force and effect as an affirmative vote at a lawfully called and convened

meeting of the Board of Directors or committee. The signed consent, or a signed copy, shall be placed in the minute book of the Corporation.

(h) Telephone and Similar Meetings. Directors may participate in and hold a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

(i) Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting and of the business to be transacted in a manner other than by announcement at the meeting that was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each Director.

(j) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the director's present at a meeting at which a quorum is present shall be the act of the board.

(k) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the Board Chair shall have the power to swing the vote based on his/her discretion.

4.03 Compensation for Board Service: Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.04 Compensation for Professional Services by Directors: Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law. A director must pre-disclose potential conflicts and recuse themselves from participation in any deliberations or decisions that would potentially result in their compensation.

ARTICLE V: OFFICERS

5.01 Board Members: The officers of the Corporation shall be those individuals the Board decides are necessary and will hold those positions the Board decides are required, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

5.02 Term of Office: Each officer shall serve a one-year term of office and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

5.03 Officers and Duties: There shall be three officers of the Board consisting of a President, Secretary and Treasurer. Their duties generally include:

(a) The President shall convene regularly scheduled Board meetings, shall preside, or arrange for other members of the executive committee to preside at each meeting in the following order: the Secretary, then the Treasurer.

(b) The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

(c) The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

(d) Executive Director. The Board has created an Executive Director employed position that reports to the Board President, and coordinates activities with board committees and board members. This position will have responsibility for running the day-to-day operations and other matters as directed by the Board of Directors, via the President. The Executive Director serves as an ex-officio, non-voting member of the Board of Directors.

(e) The Board of Directors will adopt, by resolution, job descriptions for each position providing greater detail on the duties and responsibilities of the Officers and the Executive Director.

5.04 Removal and Resignation: The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

ARTICLE VI: COMMITTEES

6.01 Committees of Directors: The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the board of directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these bylaws; elect or remove any officer or director; adopt a plan of merger; or authorize the voluntary

dissolution of the Corporation. Upon formation, a committee of directors will develop a charter describing its functions and activities.

6.02 Executive Committee: Between meetings of the Board of Directors, the day-to-day affairs of the Corporation may be conducted by an executive committee, the membership of which shall be as set forth in a resolution of the board. If established, the executive committee will develop and operate with a committee charter, enumerating specific restraints and constraints, approved by a two-thirds majority of the entire Board of Directors.

6.03 Other Committees and Advisory Groups: The Board of Directors may create and appoint persons, not serving as board members, to such other committees and advisory groups as they shall deem appropriate. Such committees and advisory groups shall be formally established by board vote, shall only have the power and duties specifically designated in writing, by charter, by the board of directors, and shall give advice, provide support, and make non-binding recommendations to the board.

6.04 Term of Office: Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

6.05 Vacancies: Vacancies in the membership of committees may be filled by the Board President.

6.06 Rules: Each committee and advisory group may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the board of directors.

6.07 Quorum: A majority of each committee shall constitute a quorum for the transaction of business and act of the majority of the committee members present at a meeting in which a quorum is present shall be the act of such committee. Each committee shall appoint from among its members a chairperson unless the resolution of the board of directors establishing such committee designates the chairperson, in which case, in the event of a vacancy in the chairperson, the board of directors shall fill the vacancy.

6.08 Reporting: Actions taken at a meeting of **any such committee of directors** shall be kept in a record of its proceedings which shall be reported in writing to the board of directors at its next meeting following such committee meeting.

ARTICLE VII: Liability and Indemnification of Directors and Officers

7.01 Director Liability:

(a) A Director of the Corporation shall not be personally liable to the Corporation or any other person for monetary damages for breach of duty of care or other duty as a Director to the extent permitted by the Articles of Incorporation, these Bylaws, the Act or applicable law.

(b) Indemnification. The Corporation shall indemnify and advance expenses to a Director or to any officer, employee or agent who is not a Director to the maximum extent permitted by the Articles of Incorporation, these Bylaws, the Act or applicable law.

ARTICLE VIII: MISCELLANEOUS

8.01 Books and Records: The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year: The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest: The board shall adopt and periodically review the conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers. The board members will sign an annual conflict of interest disclosure statement, which will be maintained by the Secretary.

8.04 Social Media Policy: Will revisit in 2025

Adoption of Bylaws: These Bylaws were adopted by the Board of Directors on, and are intended to be effective as of September 2, 2022 by the Representative of the organization as listed here:

A handwritten signature in black ink, appearing to read "Eric Magers", written in a cursive style.

Eric Magers
Seaside Sustainability,
Executive Director & Founder