

BY-LAWS OF ROCHESTER  
LAND TRUST, INC.  
(For consideration at the annual  
meeting on 11/7/2026)

ARTICLE I  
Name

The name of this Corporation shall be Rochester Land Trust, Inc.

ARTICLE II  
Purposes

The purpose of the Corporation is to promote the preservation of the natural resources and scenic beauty of the Town of Rochester, Massachusetts; to promote the education and awareness of its members and the citizens of the Town of Rochester in the study of and preservation of the Town's natural resources; and to acquire and hold real property for educational, recreational and conservation purposes for the public, and in connection with and to further the objectives of this Corporation, to purchase, lease, acquire by gift, devise or bequest or otherwise acquire personal or real property, to solicit, receive donations, gifts, grants and otherwise raise monies for the purposes set forth herein. 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 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 organization created or operated for profit. The corporation shall be permitted to engage in advocacy related to its purposes as stated herein and in accordance with the provisions of state and federal law. Except, however, that this corporation shall not take part in any political campaign on behalf of any candidate for public office

ARTICLE III  
Membership

Section 1. The membership of the Corporation shall be constituted as follows:

- a) ~~Regular members shall be those persons who have paid dues or made have financial or in-kind donations to the Corporation. completed and submitted to the corporation a membership application (the form of which shall be determined from~~

~~time to time by the Board of Directors) and have paid dues as hereinafter provided.~~  
Regular membership shall be renewable annually unless otherwise determined by the Board of Directors. ~~and may include different levels of membership.~~

a)

b) Those who have made a donation of land to the Rochester Land Trust, Inc. ~~that has been accepted by the Board of Directors or by the members of the Corporation,~~ or who have made a ~~one-time~~ one-time donation ~~of \$of \$~~1,000 or more to the Rochester Land Trust, Inc. are deemed Life Members of the Corporation. Such persons are not required to pay annual dues to maintain their membership.

c) The Board of Directors shall establish rates of annual dues.

d) ~~Directors are deemed members during their terms.~~

e)e) ~~A person volunteering for a minimum of one hour will be considered a member.~~

f)f) 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. A member may resign by filing a written resignation with the Clerk.

g)g) Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 2. The responsibilities of the members of the Corporation shall be:

- a) To adopt and amend By-Laws.
- b) To nominate and elect the Board of Directors.
- c) To approve Annual Meeting minutes and Annual Treasurers Report.

#### ARTICLE IV

##### Meeting of Members

Section 1. The Annual Meeting of the members shall be held not less than 3 months following the end of each calendar year as scheduled by the Board of Directors, at such time and place as the Board of Directors may select, for the purpose of electing officers and directors for the transaction of such other business as may come before the meeting.

Section2. Written notice stating the place, date and hour of the annual meeting or any special meeting of members will be sent to the members not ~~more~~ less than forty-five days before the

date of such meeting. The purpose for which the meeting is called shall be stated in the notice. Mailing includes postal mail, or electronic notification.

Section 3. Seven members will constitute a quorum for any meeting of the members.

Section 4. Each member ~~and each life member~~ shall be entitled to one vote, and there will be no voting by proxy.

## ARTICLE V Directors

Section 1. NUMBER OF DIRECTORS. The number of directors shall not be less than ~~7~~5 nor more than 15. The exact number of directors shall be fixed from time to time by resolution of the Board at any regular meeting.

Section 2. SELECTION AND TERM OF OFFICE. Directors shall be elected to ~~three year~~one-year terms at each Annual Meeting. ~~Directors shall not serve more than three consecutive three-year terms on the Board. After a one year hiatus an individual can be re-elected to the Board.~~

Section 3. VACANCY. Any vacancy occurring in the Board of Directors because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. Any director may resign effective upon giving written notice to the Board or any officer thereof, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office. Any director may be removed, with cause, by the Board at any time.

Section 4. RESPONSIBILITIES. To conduct, manage, and control the affairs and activities of the Corporation. The Board shall also have the following general Responsibilities:

- a). To acquire property in Rochester for preservation in perpetuity.
- b). To approve and accept Conservation Restrictions.
- c). To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes,

bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

d). The Board of Directors ~~may~~shall approve a budget for the Corporation prior to the start of each fiscal year. The budget may not be exceeded unless the Board of Directors votes to amend it.

Section 5. POWERS. Subject to the limitations of the Articles of Incorporation ("The Articles") and these By-Laws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

- a) The Board may delegate the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general responsibilities, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers:
- b) To select and remove all the other officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these By-Laws, fix their compensation and require from them security for faithful service.
- c) To make such rules and regulations therefor not inconsistent with law, the Articles, or these By-Laws, as they may deem best.

Section 6. REGULAR MEETINGS. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 7. PLACE OF MEETING. Meetings of the Board may be held at any place within or without the Commonwealth of Massachusetts which has been designated from time to time by the Board.

Section 8. SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes may be called at any time by any officer or the Board by any two directors. Special meetings of the Board shall be held upon four days notice or 48 hours notice given personally, or by telephone, or email, or similar means of communication, but such notice may be waived by any director.

Section 9. QUORUM. Forty-five percent (45%) of the directors serving at any given time constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article V. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the

act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. PARTICIPATION IN MEETINGS BY CONFERENCE-~~TELEPHONE~~. Members of the Board may participate in a meeting through use of any means of communication ~~conference telephone or similar communications equipment~~, so long as all members participating in such meeting are in simultaneous communication with one another.

Section 11. WAIVER OF NOTICE . Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any directors meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if a quorum of the Board shall individually or collectively consent in writing or email to such action. Such consent or consents shall have the same effect as a majority vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 14. COMPENSATION. Directors will receive no compensation for their services but may be reimbursed for expenses.

## ARTICLE VI

### Officers

Section 1. The Officers of this Corporation shall be a President, a Vice President and such other Vice Presidents as the Corporation, upon recommendation of the Board of Directors, shall provide, a Clerk and a Treasurer. The office of Assistant Treasurer and Assistant Clerk may be provided and filled by appointment of the Board of Directors at any regular or special meeting. All other officers shall be elected by the Corporation at its annual meeting and shall serve for one year or until their successors are chosen at a subsequent annual meeting of the Corporation.

The terms of all officers appointed by the Board of Directors shall expire at the date of the next annual meeting of the Corporation ~~next subsequent to the date of their appointment.~~

Section 2. The duties of the officers shall be as follows:

- a) President - The President will also fill the position of Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors and of the Corporation. He shall call special meetings of the Board or Corporation as provided in these by-laws.!
- b) Vice Presidents - In their order, shall perform the duties of the President in the event of his absence, resignation or inability to perform ~~his~~er duties.
- c) Treasurer and Assistant Treasurer - The Treasurer shall have charge of the funds of the Corporation and the Board of Directors may require that he shall be bonded for the faithful performance of his duties in such amount as the Directors shall determine. The Assistant Treasurer shall perform such duties as may from time to time be delegated to him by the Board of ~~Directors~~Trustees.
- d) Clerk and Assistant Clerk - The Clerk shall keep the minutes of all meetings of the Corporation of the Board of Directors and of the Executive Committee and shall be responsible for the proper keeping-of -records of the meetings of all standing committees by the Clerk thereof. He shall obtain and keep on file electronic copies of the minutes of all meetings of the standing committees. He shall give notice of all meetings of the Corporation, the Board of Directors and the Executive Committee and shall have all the duties of the Clerk of a Corporation. The Assistant Clerk shall perform such duties as the Board of Directors may from time to time assign to him. The Clerk must be a resident of the Commonwealth of Massachusetts.

Section 3. COMPENSATION. Officers will receive no compensation for their services, but may be reimbursed for expenses.

## ARTICLE VII Committees

Section 1. COMMITTEES. The Board may appoint one or more committees, each consisting of two or more directors, if in the judgment of the Board the objectives of the Corporation can be better served thereby. Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated by any name as the Board shall specify.

Section 2. NOMINATING COMMITTEE. The President shall appoint a Nominating Committee to identify and nominate persons for officer and director positions as appropriate. The Nominating Committee shall consist of at least two directors.

Section 3. COMMITTEE QUORUM. At all Committee meetings, a majority of the members of the committee shall constitute a quorum

## ARTICLE VIII Meetings of the Corporation

Section 1. The Corporation shall hold its annual meeting ~~between April and December~~during the month of March in each year on a date to be prescribed by the Board of Directors. ~~In the event of unforeseen circumstances, the annual meeting may be held via video conference. If the annual meeting is omitted by oversight or otherwise, during the month above provided, a special meeting in lieu of annual meeting may be held during the first nine months of any fiscal year, at a time and place designated by the Board of Directors and any business transacted or held at the annual meeting.~~  
~~Such subsequent meeting shall be called in the same manner as provided for special meetings.~~  
Special meetings may be called by the President or by the Board of Directors and shall be called by the Clerk when requested in writing by not less than one-quarter of the members of the Corporation.

Section 2. Every member of the Corporation whose member privileges shall not have been suspended or terminated as herein provided shall be entitled to one-vote at meetings of the Corporation. Members may not vote by proxy.

Section 3. Seven days' notice of ~~the~~ Annual Meeting and of all Special Meetings of the Corporation shall be given by publication of a notice in either the ~~New Bedford Standard Times~~The Wanderer, or ~~The Sentinel~~Sippican Week, published in and for the Town of Rochester, or by emailing a notice of all members of the Corporation at their addresses as shown on the membership records of the Corporation, either method being sufficient.

Section 4. It shall not be necessary in the notice of the meeting to state the business to be transacted at the meeting except in the case of the following proposals in which case the substance of the business shall be set forth in the notice, and a two-thirds vote of the members present shall be required for adoption of such proposals:

- a) Amendments to the articles of organization of this Corporation or its by-laws. In the case of an amendment to the by-laws, notice of the proposed amendment shall be also given at a previous meeting of the Corporation or of the Directors.
- b) A change in the purposes of the Corporation.

- c) A sale or mortgage of all or substantially all of the assets of the Corporation.
- d) A proposal to terminate the existence of the Corporation.

ARTICLE IX  
Fiscal Year

The fiscal year of the Corporation shall end on December 31<sup>st</sup>.

ARTICLE X  
Amendments

These By-Laws may be altered, amended or repealed at any meeting of the Corporation provided that notice in writing of the proposed change shall have been given as previously provided.

ARTICLE XI  
Indemnification

The Corporation shall indemnify its officers and members of the Board of Directors acting in good faith in the reasonable belief that his or her action was in the best interest of the Corporation, either through the purchase by the Corporation of an officers and directors liability policy with such limits as the Board of Directors may from time to time direct; and such indemnification must be approved by a two thirds vote of the Board of Directors. 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 he or she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. Such indemnification may also, in the discretion of the Board of Directors, be extended or continued although the person to be indemnified is no longer an officer or director.

ARTICLE XII  
Other Matters

Section 1. Corporate Seal. The Board of Directors may establish a seal for the corporation. Such a seal shall, subject to alteration by the Board of Directors, bear its name, the word "Massachusetts" and the year of incorporation.

Section 2. Corporate Records. The original, or attest copies, of the Articles of Organization, Bylaws and records of all meetings of the incorporators, members, and Board of Directors and a membership list containing the names of all members and their addresses, shall be kept in Massachusetts at the principal office of the corporation, or at the office of the Clerk, either

physically as paper records or stored electronically in an offsite data repository. These copies and 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 proper purpose.

Section 3. Evidence of Authority. A certificate by the Clerk or Assistant Clerk or temporary clerk as to any action taken by the members, Directors, any committee or any officer or representative of the corporation shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.

Section 4. Articles of Organization. All references in these Bylaws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

Section 5. Severability. Any determination that any provision of these By-Laws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these By-Laws.

Section 6. Pronouns. All pronouns used in these Bylaws shall be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the person or persons may require.