

BYLAWS OF THE BEDFORD CITIZEN

Article I

Articles of Organization, Location, Corporate Seal and Fiscal Year

1.1 Articles of Organization. The name and purposes of the corporation shall be as set forth in its Articles of Organization. These Bylaws, the powers of the corporation and of its directors and officers, 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 as from time to time in effect.

1.2 Purpose. This corporation is organized and will be operated exclusively for educating the public about the local issues and events that affect the understanding and engagement of Bedford, Massachusetts residents and others interested in small town democracy. It will be a center for information about local groups that enhance the cultural and social fabric of the community. The Bedford Citizen will be a virtual civil meeting place for matters of importance to those who live or work in Bedford, Massachusetts.

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 in The Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.4 Corporate Seal. The Directors may adopt and alter the seal of the corporation.

1.5 Fiscal Year. The fiscal year of the corporation shall end on December 31 in each year unless the Directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

1.6 Annual Meeting. The annual meeting of the corporation shall be held not later than one hundred eighty (180) days following the close of the fiscal year at such time and place as the Directors shall designate.

CHANGE: *Changed from 45 days to 180 days at February 2018 Board Meeting.*

1.7 Gender. The personal pronoun "he" or possessive pronoun "his", when appropriate, shall

be construed to mean "she" or "her" and the word "chairman" shall be construed to include a female.

ARTICLE II
No Members

The corporation shall not have members. Any action or vote required or permitted by M.G.L. Chapter 180 to be taken by members shall be taken by action or vote of the same percentage of Directors in accordance with M.G.L. Chapter 180, Section 3.

ARTICLE III
***Sponsors, Benefactors, Contributors,
Directors, Friends of the Corporation***

The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, or friends of the corporation or such other title as they deem appropriate. Such persons shall serve only in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE IV
Board of Directors

4.1 Powers. The corporation shall have a Board of Directors consisting of Directors who shall have the power and duties of a board of directors under Massachusetts law. The Directors shall be responsible for the general management and supervision of the business and affairs of the corporation.

4.2 Number and Election. The number of Directors initially shall be determined by the incorporator. Thereafter, the Directors shall consist of a number not less than five (5) and not more than fifteen (15) and shall be elected by a majority of the Directors then in office at the annual meeting or at a special meeting called for the purpose of electing Directors. In the event of the occurrence of any vacancy or vacancies in the Board of Directors, however caused, the remaining Directors, even if less than five (5) Directors, may, by the vote of a majority of their number, fill any vacancy or vacancies for the unexpired term. The number of Directors

may be increased or decreased from time to time by a two-thirds (2/3) vote of a majority of the Directors then in office.

4.3 Term of Office. Directors shall hold office for staggered three (3) year terms or until the director sooner dies, resigns or is removed. The terms for the initial Directors shall be determined by the incorporators and, to permit for the staggering of terms, the incorporator may provide for terms of one, two or three years. Thereafter, Directors shall be assigned terms by the Board of Directors upon their election so that approximately one-third of the board stands for election each year.

4.4 Regular Meetings. The Directors shall meet annually on the date of the annual meeting or at such earlier or later date as the Directors may determine from time to time. Other regular meetings of the Directors may be held at such places and at such times as the Directors may determine.

4.5 Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the president of the Board of Directors or by three or more Directors.

4.6 Notice of Meetings. Notice of the time and place of each meeting of the Directors shall be given to each director by mail, facsimile or electronic transmission at least seven days before the meeting, addressed to him at his usual or last known business or residence address. 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 (or his authorized attorney) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. Neither such notice nor waiver of notice need specify the purpose of the meeting, unless otherwise required by law, the Articles of Organization or these Bylaws.

4.7 Quorum. At any meeting of the Directors, a majority of the Directors then in office 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 meeting may be held as adjourned without further notice.

4.8 Action by Vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

4.9 Action by Writing. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing 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 at a meeting.

4.10 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the Board of Directors may participate in a meeting,

except for the annual meeting, of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE V
Officers and Agents

5.1 Number and Qualification. The officers of the corporation shall be a president, treasurer, clerk and such other officers, if any, as the Directors may determine. The corporation also may have such agents, if any, as the Directors may appoint. Officers will be members of the Board of Directors. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may not hold more than one office at the same time. If required by the Directors, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

5.2 Election. The president, treasurer and clerk shall be elected annually by majority vote of the Directors at their annual meeting. Other officers, if any, may be elected by the Directors at any time.

5.3 Tenure. The president, treasurer and clerk shall each hold office until the next annual meeting of the Directors and until his successor is chosen and qualified, and each other officer shall hold office until the annual meeting of the Directors unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, or is removed. Each agent shall retain his authority at the pleasure of the Directors.

5.4 President. The president shall be the chief executive officer of the corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the Directors, except as the Directors otherwise determine.

PROPOSED CHANGE: *The chairman shall be the chief executive officer and publisher of the corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the corporation. The chairman shall preside at all meetings of the Directors, except as the Directors otherwise determine. [The word "chairman" would then replace in all instances in the Bylaws the word "president"]*

5.5 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He also shall be in charge of

its books of account and accounting records, and of its accounting procedures. It shall be the duty of the treasurer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal agencies. He shall have such other duties and powers as designated by the directors or the president.

5.6 Clerk. The clerk shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent 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 and names of all directors and the address of each. If the clerk is absent from any meeting of the Directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

ARTICLE VI

Resignations, Removals and Vacancies

6.1 Resignations. Any director or officer may resign at any time by delivering his resignation in writing to the president or the clerk. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.2 Removals. A director may be removed with or without cause by a two-thirds (2/3) vote of a majority of the Directors then in office (not including himself). An officer may be removed with or without cause by the vote of a majority of the Directors then in office (not including himself). A director or officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him on the occurrence of any of the following events:

- (a) upon a good faith finding by the Directors of (i) the failure of such director or officer to perform his assigned duties for the corporation, (ii) dishonesty, gross negligence or willful misconduct, or (iii) the conviction of, or the entry of a pleading of guilty or *nolo contendere* by such director or officer to any crime involving moral turpitude or any felony;

- (b) upon any period of inactivity on the part of such director or officer for the preceding twelve month period prior to such removal as determined by the Directors in their reasonable discretion; and

- (c) upon the disability of such director or officer. As used in this section, the term "disability" shall mean the inability of such director or officer, due to a physical, emotional or mental disability, for a period of one hundred and twenty (120) days,

whether or not consecutive, during any three hundred and sixty (360) day period to perform his assigned duties for the corporation. A determination of disability shall be made by the Directors in their reasonable discretion.

6.3 Vacancies. Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the board, may be filled by the Directors by a two-thirds (2/3) vote of a majority of the Directors then in office. The Directors shall elect a successor if the office of the president, treasurer or clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the president, treasurer and clerk, until his successor is chosen and qualified, or in each case until he sooner dies, resigns, or is removed. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

ARTICLE VII Committees

7.1 Designation of Committees. The Board of Directors may designate one or more standing or special Committees to direct the business of the corporation. Each such committee may exercise the authority granted to it by the Board's enabling resolution.

7.2 Limitation on Committee Powers. The Board of Directors may delegate to any such committee or committees any or all of its powers, provided that any committee to which the powers of the Directors are delegated shall consist solely of Directors. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

7.3 Executive Committee. The Executive Committee will include the officers plus two additional Directors elected by the Board of Directors. Unless the Directors otherwise determine, the Executive Committee (if any) shall have the power to act on all matters requiring prompt action between meetings of the directors except for such matters as are specified in M.G.L. Chapter 156B, Section 55. All actions of the Executive Committee shall be reported to the Board of Directors at its next meeting. Regular minutes shall be kept of Executive Committee proceedings.

7.4 Nominating Committee. At its Annual Meeting, the Board of Directors shall designate a Nominating Committee, composed of Directors, that shall be responsible for proposing persons for election as Directors and officers at the next Annual Meeting. In the event of director vacancies between annual meetings, the Nominating Committee may propose replacement Directors for election by the Board of Directors.

ARTICLE VIII
Execution of Papers

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice president and the treasurer, if one is designated by the Board, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the corporation.

ARTICLE IX
Compensation; Personal Liability

9.1 Compensation. Directors shall not receive compensation for their services as such. Directors shall not be precluded from serving the corporation in other capacities and receiving compensation for such services.

9.2 No Personal Liability. 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.

ARTICLE X
Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation 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 proceeding in which he or she may become involved by reason of his service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to

which he shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

If authorized by the majority vote of a quorum of disinterested Directors, indemnification may include payment of expenses in defending any such action, suit or other proceeding in advance of the final disposition upon (a) an affirmation generally stating that he has met the required standard of conduct, and (b) an undertaking to repay any amounts advanced if it is ultimately determined that he shall is not entitled to indemnification.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XI

Conflict of Interest

11.1 Conflict Defined. A conflict of interest may exist when the interests or activities of any Director, Officer or staff member may be seen as competing with the interests or activities of the Corporation, or the Director, Officer, or staff member derives financial or other material gain as a result of a direct or indirect relationship.

11.2 Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a Director or an Officer of the corporation, or to the President, or to such person or persons as he or she may designate, if the person is not a Director or Officer of the corporation.

11.3 Abstinance from Vote. When any conflict of interest relates to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate Committee and such person shall not vote on the matter; provided however, that any Director disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a Committee thereof.

11.4 Absence from Discussion. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or its Committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or Committee with any and all relevant information.

11.5 Minutes. The minutes of the meeting of the Board or Committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its Committee, excluding the person concerning whose situation the conflict has arisen.

11.6 Annual Review. A copy of this conflict of interest Bylaw shall be furnished to each Director, Officer, and staff member who is presently serving the Corporation, or who may hereafter become associated with the Corporation. This policy shall be reviewed annually for the information and guidance of Directors, Officers, and staff members. Any new Director, Officer, and staff member shall be advised of this policy upon undertaking the duties of such office.

ARTICLE XII
Activities

12.1 Designated Contributions. The Officers of the Corporation may accept on its behalf, in accordance with policies and procedures set by the Board of Directors, any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the Corporation’s Articles of Organization. As so limited, donor designated contributions shall be accepted for special funds, purposes, or uses. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used in a manner consistent with the restrictions contained in the grant and the Corporation’s exempt purposes.

12.2 Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any

similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal income tax laws.

12.3 Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations promulgated thereunder, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations, or under the corresponding provisions of any subsequent federal income tax laws and regulations.

ARTICLE XIII AMENDMENTS

These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of a majority of the Directors then in office.