

DRAFT Proposed changes for Annual Meeting August 6, 2024
Most recent version adopted by Annual Meeting August 5, 2015

**BY-LAWS
OF
THE NANTUCKET LAND & WATER COUNCIL, INC.**

SECTION 1

NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.10 Name and Purposes. The name and purposes of the corporation shall be as set forth in the Articles of Organization.

1.20 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.

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

1.40 Fiscal Year. The fiscal year of the corporation shall, unless otherwise be decided by the directors, end on December 31 in each year.

SECTION 2

MEMBERS

2.10 Qualification, Tenure and Powers. A member is defined as anyone who makes an annual minimum donation to the Corporation. The minimum donation shall be \$10.00, or such other amount as may be set from time to time by the Board of Directors, and this donation shall be the only qualification for Membership. Membership tenure shall be for one year. Members qualified to vote at any particular meeting of Members shall be defined as those Members having paid their dues at least thirty days but not more than 365 days prior to the meeting of Members. Each member shall have one vote when they have the power to act. Members have the power to elect Directors as provided for in Section Four of these By-Laws, to amend the By-Laws of the Corporation as provided for in Section Nine, and such other powers and rights as are vested in them by law.

2.20 Annual Meeting. The annual meeting of the Members shall be held in August of each year in the Town of Nantucket at such date, place and time as the Directors may determine. If the annual meeting is not held as herein provided, a special meeting as provided for below shall be held in lieu thereof with the same force and effect

as the annual meeting. All Members shall be given a ten (10) day notice, by mail, or other electronic communication, to their last address as shown in the record of the Corporation and by publication in ~~public media a Nantucket newspaper~~, of the time and location of the annual meeting. Such notice shall also state the purpose of the meeting and if any amendments to these By-laws are to be considered at the meeting. Amendments to the By-Laws brought for consideration by Members shall be presented to the President and Clerk of the Corporation at least twenty (20) days prior to the annual meeting.

2.30 Special Meetings. Special Meetings of the Members may be called by the President, the Clerk, or by twenty-five Members having the right to vote. Ten (10) day notice of such a special meeting date, time, and location shall be given to all Members by mail, or email, at their address as shown in the Corporation's records. Such notice shall also state the purpose of the meeting. The location of any special meetings of the Members must be in Massachusetts.

2.40 Quorum. At any Annual or Special Meeting of the Members, ~~forty-twenty~~ (40)-(20) Members in person, entitled to vote as defined by these By-Laws, shall constitute a quorum. Any meeting may be adjourned to such date not more than ninety (90) days after the first session of the meeting 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, except in the case of a special meeting adjourned to a new date when less than a quorum was present to vote on adjournment. In such a case, new notice shall be sent to all Members according to the procedure given by these By-Laws.

2.50 Action by Vote. Each member shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by Members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization or these By-Laws. ~~Any question concerning election of directors, officers, the Articles of Organization, these By-Laws and/or any policy or practice or position shall be called for a vote at any meeting of members solely by the Chair or the President of the organization (or their designee). Any question that a member wishes to have called for a vote shall: (a) be made by written notice filed with the Clerk sixty (60) days prior to the annual meeting; (b) be signed by twenty-five Members entitled to vote at the annual meeting as defined by these By-Laws; and (c) provide information regarding the question and the reasons why a vote on the question should be called. If the Board of Directors determines in its business judgment that the organization and its members do not have adequate information to vet the proposed question before it is presented to the members of the organization, the proposed question shall not be presented to the members of the organization until such information has been received.~~

2.60 Proxies. Members may vote either in person or by written proxy dated not more than ~~two six~~ months before the meeting named therein, which proxies shall be filed before being voted with the ~~C~~lerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms,

such proxies shall entitle the holders thereof to vote at any adjournment of the meeting, but the proxy shall terminate after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise, in which event, the burden of proving invalidity shall rest on the challenger.

SECTION 3
SPONSORS, BENEFACTORS, CONTRIBUTORS,
ADVISORS, FRIENDS OF THE CORPORATION

3.10 The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve 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.

SECTION 4
BOARD OF DIRECTORS

4.10 Number, Tenure and Election. There shall be a Board of Directors of not less than six (6) and not more than twenty-nine (29) Directors. Each Director shall be elected by the Members at their annual meeting and his/her term as Director will extend to the annual meeting three years from that date. The terms of the Directors shall be staggered such that no more ten (10) of the Directors are elected in any given year after 2003, except that Directors may be elected to fill vacancies in unexpired terms. To accomplish such staggering, approximately one-third of the Directors will respectively be elected to terms of one, two, and three years at the 1984 annual meeting of Members. ~~All Directors will be eligible for reelection to a maximum of three full consecutive terms. Directors who have served for nine consecutive years (exclusive of any partial term) shall be eligible for reelection following a one-year hiatus. This three-term limit shall apply to all existing Directors beginning with the Class of 2025. Should any of the four Board officers complete their third term while holding office, they shall be eligible to serve an additional term of three (3) years at the discretion of the Board or until the Governance and Nominating Committee shall otherwise determine. There shall be no limit as to the number of consecutive terms a Director may serve.~~ Once elected, each Director shall become a member of the Corporation, if he is not already, by meeting the requirements for Membership as set forth in these bylaws.

4.20 Powers. The affairs of the Corporation shall be managed by the Directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the Members by law, the Articles of Organization, or these By- Laws.

4.30 Committees. The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, except the powers to (a) authorize the dissolution of the organization, (b) amend these By-Laws or the Articles of Organization, (c) approve the nomination of or remove officers or directors, or fill vacancies in those positions, and (d) change the number of directors, which are powers that must be exercised by a vote of the full Board of Directors. Any committee to which the powers of the Directors are delegated shall be chaired by a Director and shall consist of a majority of Directors ~~consist solely of Directors~~. The Board of Directors may appoint individuals to serve on committees who do not serve as a Director. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the Directors. The Members of any committee shall remain in office at the pleasure of the Directors.

4.35 The President shall annually appoint, not less than sixty (60) days prior to the date of the Annual Meeting of Members, a nominating committee to nominate for election at the Annual Meeting, Directors to fill such vacancies as will exist at that date. The nominating committee shall consist of at least five (5) Members, ~~all of whom~~ shall each be Directors of the Corporation. Nominations other than those made by the committee must: (a) be made by written notice filed with the Clerk sixty (60) ~~ten~~ days prior to the annual meeting; ~~and~~ (b) be signed by twenty-five Members entitled to vote at the annual meeting as defined by these By-Laws; and (c) provide information regarding the nominators and the proposed Directors being nominated, the reasons why the proposed Directors are being nominated, and any goals or objectives that the proposed Directors have with respect to the organization in the event they are elected. If the Board of Directors determines in its business judgment that the organization and its members do not have adequate information to vet the proposed Directors before they are presented to the members of the organization, the proposed Directors shall not be presented to the members of the organization until such information has been received.

4.40 Suspension or Removal. A Director may be suspended or removed with or without cause by the affirmative vote of the majority of Members present at any Special Meeting of the Members called for this purpose at which a quorum of the Members entitled to a vote is present, or by an affirmative vote of seventy-five (75%) percent of the Directors then in office at a meeting or special meeting of the Directors.

4.50 Resignation. A Director may resign by delivering his written resignation to the President, Treasurer, or Clerk of the Corporation, to a meeting of the Members or Directors 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.

4.60 Vacancies. Any vacancy in the Board of Directors may be filled by a majority vote of the Directors. Each successor appointed to fill a vacancy shall hold office for the unexpired time left in the vacant term. A vacancy may be filled by election at an annual

or special meeting of the Members. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number, provided there be at least six Directors in office.

4.70 Regular Meetings. Regular meetings of the Directors may be held at such places and at any times as the Directors may determine.

4.80 Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the Clerk, President, Chairman of the Board of Directors, or by four or more Directors.

4.90 Call and Notice of Meetings. Notice of regular meetings and special meetings of the Board of Directors shall be given to all Directors by email or electronic communication that is dated and sent, at least seven (7) days before the date of the meeting. Said notice shall include the proposed agenda of the meeting. Except as required by law and these By-Laws as a condition to removal of a Director, notice of a meeting need not be given to any Director if a written waiver of notice, executed 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.

4.91 Quorum. At any meeting of the Directors, ~~six (6)~~ten (10) of the Directors then in office shall constitute a quorum. Participation in any meeting may be in person or by telephone or video conferencing. 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, except in the case where adjournment is voted upon without a quorum present. In that case, new notice, under the provisions of these By- Laws for special meetings, must be given to all Directors.

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

4.93 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all of the Directors are notified and ninety (90%) percent of the Directors then in office 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.

4.94 Compensation. No director shall receive any compensation for his services as a Director. Reimbursement of limited expenses may be made if approved by a vote of the Board of Directors. Such reimbursement for expenses shall not include any expense for attendance at regular meetings. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services as long as the Directors vote to pay such compensation and both the Corporation's legal

counsel and accountant determine that such compensation would not adversely affect the Corporation's tax status.

SECTION 5 OFFICERS AND AGENTS

5.10 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 may also have such agents, if any, as the Directors may appoint. An officer of the Corporation must be a Director and a Member. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has a resident agent duly appointed for the purposes of service of process. A person may 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.

5.20 Election. The President, Treasurer, and Clerk shall be elected annually by the Directors at their first meeting following the annual meeting of the Members. Other officers, if any, may be elected by the Directors at any time.

5.30 Tenure. The President, Treasurer, and Clerk shall each hold office ~~for a minimum of one term of three (3) years and a maximum of three terms for a total of nine (9) years, unless a shorter period shall have been specified by the terms of their election or appointment. until the first meeting of the Directors following the next annual meeting of the Members and until his successor is chosen and qualified, and each other officer shall hold office until the first meeting of the Directors following the next annual meeting of the Members 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, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the Directors.~~

5.40 Chair of the Board of Directors. If a Chair of the Board of Directors is elected, they shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors.

5.50 President ~~and Vice Presidents.~~ 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 Members and, if no Chairman of the Board of Directors is elected, at all meetings of the Directors, except as the Members or Directors otherwise determine.

5.60 Vice Presidents. The Vice President or Vice Presidents, if any, shall have such duties and powers as the Directors shall determine. The Vice President, or first Vice President if there are more than one, shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of their inability to act.

5.70 Treasurer. The Treasurer shall, subject to the direction and control of the Directors, be the Chief Financial Officer and the Chief Accounting Officer of the Corporation. They shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. They shall have such other duties and powers as designated by the Directors or the President. They shall also be in charge of its books of account and accounting records, and of its accounting procedures.

5.80 Clerk. The Clerk shall record and maintain records of all proceedings of the Members and Directors in a book(s) or electronic file(s) kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts 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 Member. Such book(s) or file(s) shall also contain records of all meetings of incorporators and the original or attested copies of the Articles of Organization and By-Laws and names of all Members and Directors and the address of each. If the Clerk is absent from any meeting of Members or Directors, a temporary clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

5.90 Suspension or Removal. An Officer may be suspended or removed with or without cause by vote of a majority of Directors then in office at any special meeting called for such purpose or at any regular meeting. An Officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.91 Resignation. An Officer may resign by delivering his written resignation to the President, Treasurer, or Clerk of the Corporation, to a meeting of the Members or Directors, 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.

5.92 Vacancies. If the office of any Officer becomes vacant, the Directors may elect a successor by a vote of a majority of the Directors. Each such successor shall hold office for the unexpired term, and in the case of the President, Treasurer and Clerk until his successor is elected and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

SECTION 6 EXECUTION OF PAPERS

6.10 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.

6.20 Recordable Instruments. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the President or a Vice President and the other is the Treasurer or an Assistant Treasurer, 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, By-Laws, resolutions or votes of the Corporation.

SECTION 7 PERSONAL LIABILITY

7.10 No Personal Liability. The Members, Directors, Officers, employees and agents 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, debt, obligation or claim, or for the payment of any liability damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

7.20 Indemnification. The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its Directors, Officers, employees, and agents against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and or for counsel fees reasonably incurred by him or her in connection with the defense or disposition of any action, suit government investigation or other proceeding, whether civil or criminal, in which he or her may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been an Officer, Director, employee, or agent of the Corporation; provided however, that such indemnification described above shall not be available if he or she shall have been adjudicated in any proceeding not to have acted in good faith in reasonable belief that his action was in the best interests of the Corporation. This indemnification is in addition to and not in limitation of any indemnification as the same may be set forth in the Articles of Organization of the Corporation.

7.30 The Corporation shall maintain such insurance for the purposes of providing coverage for the actions of its Officers, Directors, employees, and agents for liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and or for counsel fees reasonably incurred by them in connection with the defense or disposition of any action, suit, government investigation or other proceeding, whether civil or criminal, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of his or her being or having been an Officer, Director, employee, or agent of the Corporation, with terms and in amounts that the Directors by majority vote deem necessary and advisable.

SECTION 8
ASSETS

8.10 Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provisions thereof, all of the assets of the Corporation shall be disposed according to the following chain of priority to the following organizations provided at the time of such liquidation or dissolution such organizations are exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law); 1. Nantucket Conservation Foundation, Inc., 2. The Nantucket Maria Mitchell Association, 3. Another organization or organizations exempt from taxation under I.R.C. §501(c)(3) engaged in the preservation of land on the Island of Nantucket. In the event none of the above organizations are so exempt from taxation at the time of such liquidation or dissolution, the assets shall be disposed of to one or more organizations so exempt from taxation under I.R.C. § 501(c)(3).

SECTION 9
AMENDMENTS

9.10 Amendment of By-Laws. These By-Laws may at any time be amended or repealed, in whole or in part, by vote of a majority of the Members in attendance at any annual or special meeting of the Members at which there is a quorum, provided that the substance of any proposed change must be stated in the notice of the meeting at which such action is to be taken **and must otherwise comply with Section 2.50 above**. A majority of the Directors in office may also amend or repeal these By-Laws, except that no amendment or repeal may be made by the Directors which alters the provisions of these By-Laws with respect to removal of Directors, indemnification of Directors and Officers, or which By-Law or the Articles of Organization requires action by the Members. Not later than the time of giving notice of the meeting of Members next following the making, amending or repealing by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all members entitled to vote, and any By-Law adopted by the Directors may be amended or repealed by the Members **in a manner consistent with Section 2.50 above**.