

BYLAWS OF THE BOSTON HARBOR ASSOCIATION
(Revised by the Association February 19, 2020)

ARTICLE I OFFICES:

The principal office of the corporation shall be located at such place within the boundaries of the Boston Harbor Association as defined in the Articles of Incorporation as the Board of Directors may designate.

ARTICLE II MEMBERS:

Section 1. The annual meeting of the members shall be held each year at a date and time fixed by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting (Amended 3/22/2007).

Section 2. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by a majority of the Board of Directors or shall be called by the President at the request of a majority of the Board of Directors or a majority of the members at a regularly scheduled meeting of the members

Section 3. Place of Meeting. The Board of Directors may designate any place, unless otherwise prescribed by statute, as the place for any annual meeting, or for any special meetings called by the Board of Directors.

Section 4. (Amended 3/22/2007) Notice of Members Meeting.

(1) Notice, in the form of a record, in a tangible medium, or in an electronic transmission, stating the place, day, and hour of the annual meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten nor more than fifty days before the date of the meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting, to members entitled to vote at such meeting. Notice may be provided by electronic means such as use of the Association's website or social media in general use by members. Notice of regular meetings other than annual shall be made to members via electronic means with the adopted schedule for regular meetings for the ensuing year at any time after the annual meeting and ten days prior to the next succeeding regular meeting and at any time when requested by a member or by such other notice as may be prescribed by the bylaws.

(2) If notice is provided in a tangible medium, it may be transmitted by: mail, private carrier, personal delivery, telephone, email or other electronic means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice in a tangible medium are effective when received.

Section 5. Voting Lists. The Secretary shall maintain a complete list of the members, arranged in alphabetical order, which list shall be kept open at the time and place of any meeting and shall be kept on file at the place of residence or business of the Secretary of the corporation.

Section 6. Quorum. The voting members of the corporation present at any meeting of the members shall constitute a quorum at a meeting of members.

Section 7. Proxies. At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney in-fact.

ARTICLE III.

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the corporation shall be nine. Each director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors. The person or persons authorized to call special meetings of the Board of Directors may [fix](#) the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto-by written notice delivered personally, mailed to each director at his mailing address, by phone, or by electronic communication.. If mailed, notice shall be deemed to be delivered when deposited in the United States mails so addressed with postage prepaid. If notice be given by telephone, it is deemed received when the director is reached by phone. If notice is given via email, it shall be deemed received when the email is sent. Any director may waive notice of any meeting, which waiver shall be deemed given by attendance at any meeting except to object to the lawfulness of the meeting.

Section 6. Quorum. A majority of the number of Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without notice.

Section 7. The act of a majority of the Directors shall be the act of the Board of Directors.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, but shall otherwise receive no compensation. A director shall not be precluded, however, from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE IV. OFFICERS.

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected annually by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, or until the member's death or the director's resignation or removal in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the members and of the Board of Directors meetings and maintain them in a system of records accessible to members (b) see that all notices are duly given in accordance with the provisions of these-bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the contact information

for each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the instructions of the Board of Directors.

ARTICLE V CONTRACTS, LOANS, CHECKS AND DEPOSITS.

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and/or on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI. FISCAL YEAR.

The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December in each year.

ARTICLE VII. WAIVER OF NOTICE.

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII. AMENDMENTS.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of the members representing a majority of the members at any annual membership meeting or at

any special memberships' meeting when the proposed amendment has been set out in the notice of such meeting.

CERTIFICATION OF ADOPTION

We, the undersigned, being all members of BOSTON HARBOR ASSOCIATION, hereby certify that the foregoing are the Bylaws of BOSTON HARBOR ASSOCIATION, and ordered certified and filed in the Minute Book of said corporation by unanimous vote of the members at the annual membership meeting held on the 27th day of September 1972. IN WITNESS WHEREOF, we have affixed our signatures and have caused the corporate seal of said corporation to be hereunto affixed this 27th day of September, 1972.