



**BYLAWS OF
SIMES HOUSE FOUNDATION, INC.
(SHFI)**

ARTICLE I: OFFICES

1.1 Principal Office. The principal office of the corporation shall be maintained at the address of J. Randolph Parker, Jr, Simes House Foundation, Inc., 81 Manomet Avenue, Plymouth, MA 02360, mailing address, P.O. Box 557, Manomet, MA 02345. Any subsequent principal office of the corporation shall be located in the Commonwealth of Massachusetts at such place or places as the Board of Directors may from time to time determine.

1.2 Registered Office and Registered Agent. The registered agent of the corporation shall be the Treasurer/Business Agent, and the address of the initial registered office of the corporation shall be 81 Manomet Avenue, Plymouth, MA 02360, mailing address, P.O. Box 557, Manomet, MA 02345. Any subsequent registered office of the corporation shall be located in the Commonwealth of Massachusetts at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

1.3 Other Offices. The corporation may have other offices within or outside the Commonwealth of Massachusetts at such place or places as the Board of Directors may from time to time determine.

ARTICLE II: MEMBERSHIP

The corporation shall have one class of members. Members shall consist of all persons, including Directors, Officers and General Members, with a desire to advance the purpose of the corporation who file a membership form with the corporation identifying themselves and such other reasonable information requested by the corporation and who



contribute the annual membership fee or in kind contribution determined as sufficient for a particular year by the corporation's Board of Directors. All membership fees and qualifications shall be determined by the current Board of Directors on an annual basis. Memberships shall not be transferable.

Membership provides rights related to the organization and administration of SHFI, and the ability to make motions and act on same in any public meeting forum. Consistent with the Articles of Organization, each member shall be entitled to one vote on matters before the SHFI, but note that the outcome of votes can be considered either binding on the Board of Directors or advisory in nature, depending on the circumstances. Unless noted otherwise, all voting decisions are made on the basis of a simple majority.

In general, matters that are binding on the Board include, but may not be limited to:

- a) The annual election of Directors of the Board, who are themselves general members;
- b) Amendment of documentation that is central to the organization and operation of the SHFI including, but not limited to, the Articles of Organization, the Code of Ethics and the Bylaws;
- c) Ratification of motions passed by the Board of Directors regarding the replacement of Directors under the Code of Ethics;
- d) Reconsidered motions made by the Board or other Members. Over-riding a Board decision requires a 60% majority of all members present to pass; and
- e) Other special motions designated by the Board for general membership consideration.

Matters that are advisory to the Board of Directors include all operational decisions related to the regular business of SHFI which remain the responsibility of the Board, subject to appeal to the general membership (see reconsideration of motions). All matters submitted for a vote by motion and second of any Officer, Director or Member shall require a simple majority of votes cast, unless otherwise noted, to determine the outcome of any matter presented for a vote. In the event of a tie vote, the matter being voted on shall be determined to have not been passed.



ARTICLE III: MEETINGS

3.1 Meeting Place. All meetings of the members shall be held at the principal office of the corporation, or at such other place as shall be determined by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

3.2 Annual Meeting. The annual meeting of the members for the transaction of such business as may properly come before the meeting, shall be held each year on the third Thursday of September at the hour of 7 PM, unless otherwise scheduled by the Board of Directors for a date and time that will maximize the opportunity for member attendance.

(a) Quorum. One-tenth (1/10) of the members entitled to vote based on the current membership roster, represented at the annual meeting in person or by proxy, shall be necessary and sufficient to constitute a quorum for the transaction of business by the members.

(b) Annual Meeting--Order of Business. At the annual meeting of members, the following business shall be conducted, in the order as determined by the Board of Directors:

- i. Calling the meeting to order.
- ii. Proof of notice of meeting (or filing of waiver).
- iii. Reading of minutes of last annual meeting.
- iv. Reports of officers.
- v. Reports of committees.
- vi. Miscellaneous business.

3.3 Regular Meetings. Regular meetings of the members for any purpose may be called at any time by the President of the corporation.

(a) Quorum. For the voting rights of membership to be binding on the Board requires a quorum of members must be present which shall be a minimum of eight (8) members, Directors excluded.



3.4 Notice. The time and place of the annual meeting, a general membership or special meeting of members shall be given by written or printed notice of each meeting of members, stating the time and place of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered as provided by law, email constituting sufficient delivery at least seven (7) days, and not more than thirty (30) days, prior to the meeting. Ad hoc executive sessions attended exclusively by Directors may be excluded from the requirement of notice to the general membership.

ARTICLE IV: BOARD OF DIRECTORS

4.1 Number and Powers. The Directors shall be as stated in the Articles of Organization. All of the activities, affairs, property and interests of the corporation shall be managed, directed and controlled, and its powers exercised by, and vested in, the Board of Directors. The Board of Directors shall consist of eleven (11) Directors, ten (10) elected by the General Membership, one (1) appointed by the Plymouth Board of Selectmen, with four (4) Directors designated as Officers of the corporation, elected by the Directors.. Directors must be members of the corporation for the entire term in which they serve.

In the year of incorporation of the SHFI, the term of office of each of the directors shall expire in staggered fashion on the third Thursday of each September. Directors shall be elected for terms of one (1), two (2) or three (3) years in the first year as follows:

- (a) Four (4) Directors elected as Officers shall serve for three (3) years.
- (b) Four (4) Directors shall be designated for two (2) year terms.
- (c) Three (3) Directors shall be designated for one (1) year terms.
- (d) As Directors are subsequently nominated and elected to the Board after the first year of incorporation, the term of office shall be three (3) years.
- (e) The maximum consecutive term for any Director is seven (7) years of service. After a three (3) year rotation off the Board, it is possible to serve another term of up to seven (7) additional years.



In subsequent years, the term of office of each of the directors shall be for three (3) years to assure a logical, progression of talent through the Board. In this manner, the Board will remain open to new membership, but shall maintain an on-going level of experience such that all Directors are not being turned over annually.

In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Organization or by these Bylaws directed or required to be exercised or done by the members of the corporation.

4.2 Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws by a majority of general members present at a meeting, but no decrease shall have the effect of shortening the term of any incumbent director.

4.3 Vacancies and Term Expirations. All vacancies in the Directors, independent of cause, shall be temporarily filled by the affirmative vote of a majority of the remaining directors until confirmed or replaced by a quorum of the general membership. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified by the membership. At the election of directors held on the day of the annual meeting of the members of the corporation, each incumbent director shall be eligible to vote to fill the positions of the directors whose terms will expire at such meeting, including eligibility to vote to fill his or her own expiring position. Upon the completion of voting for all such expiring positions, the newly elected directors shall then immediately take their position on the Board.

4.4 Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held on the same day as the annual meeting of the members, at such place and at such time as the Board of Directors shall designate. Regular meetings of the Board of Directors may be held at the principal office of the corporation or at such other place



within the Commonwealth of Massachusetts, as the Board of Directors designate. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

4.5 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon request by any two directors. Such meetings shall be held at the principal office of the corporation or at such other place as the directors may designate.

4.6 Notice. Notice of all special meetings of the Board of Directors shall be given to each director by three (3) days' prior service of the same by email, by letter or personally.

4.7 Quorum. The President or Vice President, and the Treasurer or Secretary, must comprise the simple majority of the whole Board of Directors that shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. Directors participating in any Board of Directors meeting by telephone shall be considered to be in attendance for purposes of reaching a quorum and transacting business.

4.8 Registering Dissent. A Director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the President of the corporation at least five business days before commencement of the next scheduled regular, special or annual meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.9 Executive and Other Committees. The Board of Directors will appoint a number of standing committees consisting of at least one director each who may serve as committee chair, but is not required to do so. The standing committees shall include:



- (a) **Building Committee** to be responsible for development of the Master Plan for restoration of the Simes House, and execution of said plan for reconstruction, bids and quotations, and contracting of general and subcontractors, following generally accepted or mandated procurement policies.
- (b) **Capital Needs & Grants Committee** to include the long term business plans for SHFI, the 5-year financial budget and all efforts for preparation, filing and management of pre-development, development and sustaining grants.
- (c) **Grounds & Operations Maintenance** to include management of the annual operations budget, annual operating plan, daily operations of the Simes House, hiring and management of staff, rental rates, building supplies and maintenance of landscaping and grounds.
- (d) **Marketing & Membership** to include all marketing activities associated with the website and social media, publicity, pricing, rental/leasing strategy, and to manage and build the membership roster to assist the Foundation in promoting the many benefits of membership and volunteerism.
- (e) **Events & Volunteers** to include general fund-raising events (excluding grants), and special events that are intended to raise additional funds for the daily operations of the Simes House, particularly during the early development years before full operations have begun.
- (f) **History & Education** to build on the relevant historical and archaeological information regarding the Simes House and its past inhabitants, and the historic purpose and place of the Simes House in Manomet history and lore, and to design relevant educational programs to further the educational mission of the Foundation.

The Board of Directors may also appoint, from time to time, from its own number, temporary committees consisting each of at least one director. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No Director should chair more than one committee except under exceptional circumstances or when a temporary Director/Chair vacancy exists.



4.10 Remuneration. No stated salary shall be paid directors, as such, for their service, nor shall expenses be paid for their attendance at any regular or special meeting of such Board except under extraordinary circumstances and by resolution of the Board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

4.12 Loans. No loans shall be made by the corporation to any director.

4.13 Removal. Any director may be removed at any time by the affirmative vote of the majority of a quorum of the Board of Directors, subject to ratification by a majority of a quorum of the general membership present. If a quorum of general members is not present, the matter shall continue in abeyance until the next meeting.

4.14 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by email as written consent for the action to be taken, assented to by a majority of the directors. Any such action may also be ratified at a general meeting after it has been taken.

ARTICLE V: OFFICERS

5.1 Designations. The Officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer and such assistants as the Board by resolution may provide. All Officers shall be elected for terms of three years by the Board of Directors at the annual meeting. Such Officers shall hold office until their successors are elected and qualify. No person may serve in more than one office at a time, committees excepted.

5.2 The President. The President shall oversee the notices of meetings, preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors or the general membership, including the keeping of the corporate seal, if any, and the corporate books, except as



necessarily maintained by the Treasurer and Business Agent in the normal course of corporate affairs.

5.3 Vice President. During the temporary absence or disability of the President, the Vice President shall exercise all the functions of the President and assist on administrative matters. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the President or the Board of Directors.

5.4 Secretary. The Secretary plays a critical role in fostering communication and diligence through the proper management and utilization of important records such as meeting minutes and the organization's bylaws. This includes giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes. Additionally, the secretary is responsible for maintaining accurate documentation and meeting any legal requirements such as annual filing deadlines. The secretary, as the Custodian of Records, is responsible for reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible.

As required by the bylaws of the Foundation and applicable general law, the Secretary will be responsible for:

- Meeting Minutes – recording the minutes of meetings, ensuring their accuracy, and availability;
- General Correspondence – managing the general correspondence of the Board of Directors except for such correspondence assigned to others by the Board;
- Meeting Notification – ensuring that proper notification is given of directors' and members' meetings as specified in the bylaws.
- Documenting Decisions – maintaining the accurate documentation of Board decisions;
- Membership Records – maintaining membership records and the determination of eligibility to vote to ensure that these records are available for reports, elections, referenda, other votes, etc.;



- Maintenance of Bylaws – ensuring that an up-to-date copy of the bylaws is available at all meetings;
- Other Duties – performing other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

The Secretary may be designated by the Board of Directors and/or bylaws as one of the signing officers for legal documents. In this capacity, the Secretary may be authorized or required to co-approve expenditures in excess of \$1,000.00, correspondence, applications, reports, contracts or other documents on behalf of organization.

The Secretary is accountable to the Board of Directors who elected her/him and the Members as specified in the bylaws. Certain duties of the Secretary may be delegated to other Board members and/or committees as appropriate; however, the accountability for them remains with the Secretary.

The Secretary may be the registered or business agent with respect to the laws of the jurisdiction, the person upon whom legal notice to the corporation may be served, and responsible for ensuring that documents necessary to maintain the corporation are filed.

5.5 The Treasurer. The Treasurer shall have the custody of all moneys and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors, on a quarterly basis, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The Treasurer shall arrange for an independent audit of the books of account as directed by the Board of Directors in accordance with all legal requirements and generally accepted accounting standards.

The Treasurer will be responsible for:

- Bank account maintenance – Selecting a bank, and signing checks up to the authority granted by the Board of Directors;



- Financial transaction oversight – Being knowledgeable about who has access to the organization’s funds, and any outstanding bills or debts owed;
- Budgets – Assists in the preparation of the annual budget as well as comparing the actual revenues and expenses incurred against the budget;
- Financial Policies – Overseeing the development and observation of the organization's financial policies;
- Reports – Keeping the board and general membership regularly informed of key financial events, trends, concerns, and assessment of fiscal health in addition to completing required financial reporting forms in a timely fashion and making these forms available to the board for review and approval.
- Signature Authority – The Treasurer's signature should appear on all checks of the organization with the approval on file from the Secretary for all transactions in excess of Board policy. In the absence of the Treasurer as a result of illness or other extended leave, the President shall temporarily assume signing authority on all financial transactions.

5.6 Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

5.8 Vacancies. Vacancies in any office arising from any cause shall be filled by the Board of Directors at any regular or special meeting of the Board.

5.9 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

5.10 Loans. No loan shall be made by the corporation to any officer.

5.11 Term--Removal. The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the



Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors, subject to ratification by a quorum of the general membership.

ARTICLE VI: DEPOSITORIES

The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Treasurer shall choose, and shall be drawn from such accounts only by check or other order for payment of money signed by such person(s), and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VII: NOTICES

Except as may otherwise be required by law and except as set forth in Section 3.4, any notice to any member or director may be delivered personally, by mail, by email or publication in the local newspaper. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid. If emailed, the notice shall be deemed to have been delivered when such email has been sent by the addressor to the addressee's last known email address in the records of the corporation. Actual receipt of such mail or email shall not be required for delivery to be deemed effective.

ARTICLE VIII: INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such,



whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE IX: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal office, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE X: AMENDMENTS

The membership, by majority vote on a proposition to amend, shall have power to make, alter, amend and repeal the Bylaws of this corporation.

Adopted as revised by membership, annotations shown, on September 19, 2013

William E. Shain

Secretary