



**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 street address of 21 East Bay Lane 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, and the address of the registered office of the corporation shall be 21 East Bay Lane, 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

2.1 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 regular meeting forum and/or by proxy ballot. Consistent with the Articles of Organization, each member shall be entitled to one vote on matters before the SHFI either in person at any regular meeting, or by proxy ballot. Proxy ballots will be used for all matters related to governance of the Foundation including elections, changes to the permanent parts of the Articles of Organization, Bylaws and other governance documents including, but not limited to, the Code of Ethics and Conflict of Interest documentation. 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 that 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 any day during the 4th quarter of each year, at the convenience of the Board, at a place, date and time that will maximize the opportunity for member attendance.

(a) Quorum. One-tenth (1/10) of the members with a minimum of three (including Directors) 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, a quorum of members must be present, including a majority of Directors.

3.4 Notice. The time and place of the annual meeting, a general membership or special meeting of members shall be given by written, emailed or published 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. 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 may consist of up to seven (7) Directors, elected by the General Membership, 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.

Directors shall be elected for terms of three (3) years. Each year a slate of officers shall be proposed at least seven days but not more than 30 days preceding the 4th quarter annual meeting, for consideration at the annual meeting.

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, including



directors, 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 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 electronic means 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 may appoint standing committees consisting of at least one director each who may serve as committee chair, at their sole discretion.

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 a 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 may provide by resolution. All Officers shall be elected for terms of three years by the Board of Directors at the annual directors 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 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;
- 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 that 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;
- 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.;
- 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

6.1 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 or investment firms 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. The nature of any trusts and investment funds must be pre-approved by the Board.

ARTICLE VII: NOTICES

7.1 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 on the corporation's website. 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

8.1 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

9.1 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

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

ARTICLE XI: SAVING CLAUSE



11.1 Failure of literal or complete compliance with the provisions of these Bylaws in respect to dates and times of notice, or the sending or receipt of same or errors in phraseology of notice of proposals that in the judgment of the members at a meeting held do not cause substantial injury of the rights of members, shall not invalidate the actions or proceedings of the members at any meeting.

ARTICLE XII: DISSOLUTION

12.1 Upon dissolution of the corporation that shall be by a vote of two-thirds of the members attending a duly called meeting and acting on the recommendation of the Directors, if there is not clear successor organization, any funds remaining after payment of all obligations shall be dedicated to another purpose to be determined by vote of the membership in accordance with the Articles of Organization. The determination of any remaining funds shall be by vote of the Directors made no sooner than six months after the vote of dissolution.

Adopted as revised by membership, annotations shown, on January 24, 2024.

Paul Williams

Secretary