



128th Annual Meeting

October 24, 2024

5:30 – 9:00 pm

GBH, 1 Guest Street, Boston, MA 02135 & online

MEETING AGENDA

6:00 pm: Opening remarks from Chair Beth Kressley Goldstein

6:15 pm: Business meeting

- Approval of the Minutes from the 2023 Annual Meeting—VOTE
- Treasurer’s Report—VOTE
- Nominating Committee Report
 - Directors for Nomination for a 3-year term—VOTE
 - Directors for Renomination for a 3-year term—VOTE
 - Audit Committee Renomination for 1-year term—VOTE
- Approval of Changes to Mass Audubon’s By-laws—VOTE

6:30 pm: Program

7:15 pm: Close

Materials included:

- Minutes of the 2023 Annual Meeting
- Slate for the Board of Directors and Audit Committee for the 2024 Annual Meeting
- Summary of Proposed Changes to Mass Audubon’s By-laws
- Redlined Mass Audubon By-laws
- Mass Audubon By-laws with 2024 Changes



Minutes of the Annual Meeting

November 2, 2023

Due notice having been given to the membership in the membership publication *EXPLORE* and posted at Mass Audubon headquarters in Lincoln, Massachusetts, Beth Kressley Goldstein, Chair of the Mass Audubon Board of Directors, called the Annual Meeting to order at 6:00 p.m. at GBH, 1 Guest Street, Boston, Massachusetts and via Zoom.

Chair's Remarks: B. Kressley Goldstein welcomed over 200 in-person members and guests to Mass Audubon's 127th Annual Meeting, with an additional 75 participants attending remotely via Zoom. She emphasized the organization's mission to protect nature for people and wildlife across Massachusetts, highlighting the night's theme of "The Power of Nature" and encouraging attendees to reflect on their personal connections to the natural world. She discussed the Mass Audubon sanctuary system and its invaluable role in connecting people with nature. B. Kressley Goldstein concluded by spotlighting Mass Audubon's growing partnerships with land trusts, governmental bodies, and youth climate leaders. She concluded by acknowledging the organization's staff, volunteers, and donors.

Approval of the Minutes from the Annual Meeting of 2022: The first order of business of the 2023 Annual Meeting was to approve the minutes from the 2022 Annual Meeting. Noting that copies of the minutes were made available to all in attendance, B. Kressley Goldstein called for a motion to approve the minutes as distributed. The motion was moved, seconded, and approved.

Treasurer's Report: Robert Ball, Mass Audubon Treasurer and Chair of the Administration & Finance Committee, presented the FY 2023 Treasurer's report. The report outlined a successful financial year, driven by increased support for the organization's mission and effective management, and included the following highlights:

- Operating revenues reached \$42 million, a 27% increase over the previous year and 46% above pre-pandemic levels.
- Contributions from 170,000 members and donors totaled a record \$33 million, with \$16 million supporting the annual operating budget and \$17 million dedicated to land protection, sanctuary improvements, and staff expansion.
- Large federal grants have been secured to support Mass Audubon's work.
- Core mission programs like camps and preschools have rebounded to or exceeded pre-pandemic levels, with 11,000 campers participating.
- Investment income from the endowment was higher than expected due to careful management and favorable interest rates, with realized bequests adding to the organization's financial health.
- Membership revenues were strong, slightly below last year's peak but exceeding budget.
- Expenses were lower than budgeted, largely due to challenges in filling vacant positions. Efforts are ongoing to invest in staff compensation and human resources to maintain the organization's attractiveness as a place for conservation careers.

Looking ahead, the organization remains focused on ambitious goals, including nature protection, equity in access to nature, and climate change leadership.

B. Kressley Goldstein called for a motion to approve the Treasurer's report as presented. The motion was moved, seconded, and approved.

Nominating Committee Report: Annie Hollingsworth presented the Nominating Committee report on behalf of the Nominating Committee. She began with the announcement of two new Directors, Candace Lun Plotkin and Suzie Tapson, who were voted in by the Board for two-year terms. C. L. Plotkin is a partner at McKinsey & Company's Global Growth, Marketing, and Sales Practice, with expertise in marketing and sales. She led a pro bono project for Mass Audubon to help engage current and future members, and has a personal connection to Felix Neck Wildlife Sanctuary. S. Tapson is a conservation leader and climate advocate, chair of Mothers Out Front in downtown Boston, and consultant at Boston Consulting Group (BCG). She has extensive leadership experience, having served in multiple roles in environmental and educational organizations.

A. Hollingsworth presented the slate for the Board of Directors and Audit Committee for action by the members pursuant to Article V, Section 1, of the Bylaws of the Massachusetts Audubon Society, Inc.

Re-nomination for a Three-Year Term – Director

- Robert Ball
- Tracey Bolotnick
- Scott Edwards
- Andrew Falender
- Lorna Gibson
- Christopher Klem
- Beth Kressley Goldstein
- Nagesh Mahanthappa
- Patricia Spence
- Randolph Wentworth
- Delphine Zurkiya

Nomination for a One-Year Term – Audit Committee

- Brian Hicks
- James McGuinness
- David Phelan
- Peter Rosenblum
- Robert Ball (ex officio)

A motion to approve the slate was moved, seconded, and approved as presented.

The business portion of the Annual Meeting was adjourned at 6:20 p.m.

Respectfully submitted,
Mallory Kender
Secretary



Posted in Lincoln, Massachusetts
October 11, 2024
Mallory Kender, Corporate Secretary

Slate for the Board of Directors and Audit Committee for 2024 Annual Meeting

Pursuant to Article V, Section 1, of the Bylaws of the Massachusetts Audubon Society, Inc., the following slate for the Board of Directors and Audit Committee is hereby submitted for action by the members at the Annual Meeting to be held on Thursday, October 24th at 5:30 p.m. (hybrid meeting at WGBH, Boston and virtual via Zoom).

Nomination for a Three-Year Term - Director

- Stuart Armstrong
- Shannon Cabot
- Jacob Hesterman

Re-nomination for a Three-Year Term - Director

- Joel Barrera
- Linda Jones
- Annie Hollingsworth
- Al Nierenberg
- David Phelan
- Thomas Pounds

Audit Committee for a One-Year Term

- Brian Hicks
- James McGuinness
- David Phelan
- Peter Rosenblum
- Robert Ball (ex officio)



SUMMARY OF PROPOSED CHANGES TO BY-LAWS
OF MASS AUDUBON AS RECOMMENDED BY THE BOARD OF DIRECTORS and
PROPOSED VOTE OF THE MEMBERSHIP

On May 16, 2024, Mass Audubon's Board of Directors voted to approve revisions to the Organization's By-laws (last revised in 2014) and submit the same to the Members for discussion and approval at the 2024 Annual Meeting.

A summary of the proposed revisions is as follows:

1. Entire document: Pronouns have been revised such that they are gender neutral.
2. Article II, section 1 has been edited; no substantive changes.
3. Article II, section 2 has been edited with changes to the process of providing notice to Members and the Chair's discretion to call for meetings via remote or hybrid communication.
4. Article III, section 1 has been edited to make clear that the Chair, Vice Chairs and Treasurer are members of the Board of Directors.
5. Article III, section 2 has been edited to delete the term limit imposed on the chair, clarify that the positions of Vice Chairs and Treasurer are to be elected annually and deletes discussion of vacancies (see paragraph 6, below).
6. Article III, section 9 is a new section defining the process for filling an Officer vacancy.
7. Article IV, section 1 has been edited; no substantive changes.
8. Article IV, section 2 has been edited; no substantive changes other than the authorization for including Director term limits within applicable Board policies.
9. Article IV, section 3 has been edited; no substantive changes other than the authority provided the Chair to invite an Honorary Director to an executive session of the Board.
10. Article IV, section 5 has been edited; no substantive changes.
11. Article IV, section 6 has been edited to state the voting requirements for any sale, conveyance or restriction of property owned by Mass Audubon and include an exception to those requirements in certain circumstances.

12. Article IV, section 9 has been edited to clarify the Board’s authority to ratify past transactions.
13. Article IV, section 10 is a new section defining the process for filling a vacancy on the Board.
14. Article V, section 1 has been edited to clarify roles and responsibilities of the Nominating Committee.
15. Article V, section 2 has been edited to clarify the composition of the Audit Committee and the Board’s authority to fill vacancies on the Committee.
16. Article V, section 3 has been edited; no substantive changes other than clarification of the Board’s authority to fill vacancies on the Executive Committee.
17. Article V, section 4 has been edited; no substantive changes other than clarifying that the Board is responsible for electing members to the Investment Committee.
18. Article V, section 5 has been edited; no substantive changes.
19. Article V, section 6 has been edited; no substantive changes.
20. Article VI has been edited; no substantive changes.
21. Article VII has been edited; no substantive changes.
22. Article VIII has been edited; no substantive changes.
23. Article IX is a new section requiring the adoption of polices relating to conflicts of interest.
24. Article X has been edited, no substantive changes other than authorizing Mass Audubon to purchase and maintain insurance on behalf of its Directors and Officers.

Proposed Vote of Members of Mass Audubon

VOTED:

That, as recommended by the Board of Directors of Massachusetts Audubon Society, Inc (“Mass Audubon”), the By-Laws of Mass Audubon (as amended and restated on November 7, 2014) be and hereby are further amended and restated by substituting therefor in their entirety the Amended and Restated By-Laws of Mass Audubon dated October 24, 2024 as described in the Notice of the Annual Meeting of Members of Mass Audubon and as set forth on the website of Mass Audubon.



MASSACHUSETTS AUDUBON SOCIETY, INC.
BY-LAWS

(As amended and restated ~~November 7, 2014~~October 24, 2024)

ARTICLE 1

General Provisions

Section 1. Name – The name of the corporation shall be Massachusetts Audubon Society, Inc. (hereinafter “Mass Audubon”).

Section 2. Location – The principal office of Mass Audubon shall be in Lincoln, Massachusetts. The Board of Directors of Mass Audubon (hereinafter the “Board”) may establish other offices and places of business.

Section 3. Fiscal Year – Except as from time to time otherwise determined by the Board, the fiscal year of Mass Audubon shall begin July 1 of each year and extend through June 30 of the following year.

ARTICLE II

Members

Section 1. Membership – There shall be ~~only~~ one class of ~~members~~ ~~of membership in~~ Mass Audubon; and all members shall have the same rights ~~within Mass Audubon under these By-Laws~~. The ~~members~~ membership shall be unlimited in number.

Any person who initially applies for membership and pays an annual membership fee shall

be a member of Mass Audubon without regard to race, color, religion, national origin, sex, sexual orientation, ancestry, age, disability, veteran status, military service, genetic information, and gender identity, or any other category protected under applicable federal or state law. The amount of the annual membership fee shall be determined from time to time by the Board, and there may be more than one level of membership fee. A member shall automatically cease to be a member without any requirement of the giving of notice to the affected member upon failure to pay the appropriate membership fee on or before the date such membership fee is due. Non-dues-paying members may be permitted by the Board.

Section 2. Meetings – The annual meeting of the members of Mass Audubon shall be held in Massachusetts on such day not earlier than October 1, nor later than November 30, in each year as the Board shall from time to time determine. The business of the meeting shall be as contained within a written agenda that shall include, but not be limited to, the election of Directors and the members of the Audit Committee and the amendment or repeal of these By-laws; if proper notice of such amendment or repeal shall have been given as herein provided. Special meetings of the members of Mass Audubon may be called at any time by the President or the Board, and shall be called by the Secretary (or in the case of the death, absence, incapacity or refusal of the Secretary, by any other ~~officer~~Officer), upon written application of members representing at least one hundred percent (100%) of the smallest quorum of members required for a vote upon any matter at the annual meeting of the members of Mass Audubon. The Secretary shall ~~give to~~ provide all current members of Mass Audubon ~~at least~~no less than ~~ten days~~(10) days' notice ~~by mail, of all meetings to~~ which members are entitled to notice, together with a

written agenda for said meeting; said notice and agenda may be sent by mail or may be provided by electronic mail or by printing such notice and agenda in a publication of Mass Audubon sent to all members of Mass Audubon, ~~and/or email transmission, of all meetings of the members of Mass Audubon.~~ At all meetings of the members, each member shall be entitled to one (1) vote. ~~The~~ Unless otherwise authorized as provided below, the vote of each member shall be cast in person. Notwithstanding the foregoing, at the Chair's discretion, any annual, regular, or special meeting may be called and conducted by means of remote communication and/or with a hybrid model with both a physical location and a means of remote communication. Such meetings shall be subject to compliance with: (1) procedures for conducting remote and hybrid meetings that address verification of meeting attendees; (2) procedures for ensuring that members are provided a reasonable opportunity to participate in the meeting and vote, including an opportunity to read or hear the proceedings substantially concurrently with the meeting; and (3) procedures for maintaining records of votes and actions at a meeting by means of remote communications. There shall be no voting by proxy ~~regardless of the format in which the meeting is held.~~

A quorum at all meetings of members shall consist of thirty (30) members of Mass Audubon. At any meeting of the members of Mass Audubon at which a quorum is present on the matter, the vote of a majority of those members present and voting shall decide any matter unless a different vote is specified by law, the Articles of Organization, or these By-laws.

ARTICLE III

Officers

Section 1. General – The ~~officers~~Officers of Mass Audubon shall consist of a Chair of the Board (hereinafter the “Chair”), one or more Vice Chairs of the Board (hereinafter the “Vice Chairs”), a President, Secretary, and Treasurer and such other ~~officers~~Officers, including, but not limited to, Assistant Secretaries and Assistant Treasurers, as the Board may from time to time determine. The Officer positions of Chair, Vice Chairs and Treasurer shall be members of the Board of Directors. The duties and responsibilities of the ~~officers~~Officers beyond those outlined in these By-laws shall be as prescribed by the Board from time to time.

Section 2. Election – The Chair shall be elected by the Board for an initial term of three years and may be re-elected to ~~a maximum of three~~ additional one-year terms. All other ~~officers~~Officers, including the positions of Vice Chairs and Treasurer, shall be elected annually by the Board at the first regular meeting of the Board following the annual meeting of the members of Mass Audubon. Except as otherwise provided by law, the Articles of Organization, or these By-laws, all ~~officers~~Officers shall hold office until the first regular meeting of the Board following the next annual meeting of the members of Mass Audubon and thereafter until their ~~respective successors are chosen and qualified.~~ ~~Vacancies during the term of any officer shall be filled by the Board. When an officer is absent or incapacitated and a temporary replacement is needed, the Board may appoint a temporary replacement. Such replacement shall have the same responsibilities and duties as the absent or incapacitated officer unless restricted by the Board.~~successor is qualified.

Section 3. Resignation and Removal – Any ~~officer~~Officer may resign by delivering ~~his or her~~a written resignation to Mass Audubon at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is

specified to be effective at some later date. The Board may remove any ~~officer~~Officer with or without cause by the affirmative vote of two-thirds of those Directors who are present at a meeting at which a quorum is present, provided that an ~~officer~~Officer may be removed for cause only after prior written notice of such proposed action has been given to the affected ~~officer~~Officer and such ~~officer~~Officer has been given an opportunity to be heard by the Board.

Section 4. Chair – The Chair shall preside at meetings of the Board, the members, and the Executive Committee. The Chair shall be an ex-officio member of all committees of the Board, provided, however, that, except for the Executive Committee and the Investment Committee, the Chair shall be a non-voting member.

Section 5. Vice Chair – A Vice Chair shall preside at meetings of the Board, the members, and the Executive Committee if the Chair is absent or incapacitated.

Section 6. President – The President shall be the chief executive ~~officer~~Officer of Mass Audubon and shall report to the Board. Subject to the direction and control of the Board, the President shall have general charge and overall management of the affairs of Mass Audubon and may make decisions within general policy. The President shall have such other powers and duties as are usually incident to the office of president and as may from time to time be designated by the Board.

Section 7. Treasurer – The Treasurer, subject to the direction and control of the Board, shall have general charge of the financial affairs of Mass Audubon and shall cause to be kept full and accurate books of account. The Treasurer shall have such other powers and duties as are usually incident to the office of treasurer and as may from time to time be

designated by the Board. The Treasurer shall give a bond for the faithful performance of ~~his or her~~their duties if and as determined by the Board.

Section 8. Secretary – The Secretary shall give notice of and keep the minutes of all meetings of the members of Mass Audubon, the Board, and the Executive Committee, shall have the duties of a clerk as required by law, and shall have such other powers and duties as are usually incident to the office of secretary and as may from time to time be designated by the Board. The Secretary shall be a resident of Massachusetts unless Mass Audubon shall appoint a resident agent for service of process in the manner prescribed by law.

Section 9. Vacancies -- Vacancies during the term of any Officer shall be filled by the Board in the Board's sole discretion. When an Officer is absent or incapacitated and a temporary replacement is needed, the Board may appoint a temporary replacement in the Board's sole discretion. Such replacement shall have the same responsibilities and duties as the absent or incapacitated Officer unless otherwise stated by the Board.

ARTICLE IV

Board of Directors

Section 1. Powers and Duties – The Board shall determine the policies and objectives of Mass Audubon, all within its discretion, shall ~~have charge~~oversee the custody of all ~~funds~~real and personal property of Mass Audubon, and shall be responsible for the proper conduct of ~~its business~~the organization's activities. The Board may exercise all powers of Mass Audubon not expressly reserved to the members. The Board shall elect the Chair, one or more Vice Chairs, President, Secretary, Treasurer, and such other ~~officers~~Officers as it shall deem necessary. The Board may exercise any of its powers

through committees of the Board, appointed by or at the direction of the Board, ~~or~~ otherwise in accordance with these By-laws or as the Board may determine. Each year the Board shall make available to the members an annual report on the work of Mass Audubon.

Section 2. Number and Election – The Board shall consist of the Chair, ex-officio with vote, and not more than thirty (30) Directors to be elected by the members at the annual meeting of members from nominations made pursuant to Article V, Section 1, of these By-laws. Any person who is a member of Mass Audubon in good standing shall be eligible for nomination, and Directors shall be nominated and elected without regard to race, color, religion, national origin, sex, sexual orientation, ancestry, age, disability, veteran status, military service, genetic information, and gender identity, or any other category protected under applicable federal or state law. Except when elected to fill a vacancy or as otherwise stated in these By-laws, Directors shall be elected for three-year terms, so that, to the extent practicable, the terms of one-third of the Directors shall expire each year. Limits on the number of terms Directors may serve may be set forth in applicable Board policies. Unless otherwise provided by law, the Articles of Organization, or these By-laws, each Director shall hold office until the annual meeting of members at which ~~his or her~~ their term is due to expire and thereafter until ~~his or her~~ their successor is chosen and is qualified. ~~Any vacancy in the Board may be filled by the Board.~~ No salaried ~~officer~~ Officer or other employee of Mass Audubon shall be a Director. Only Directors shall be entitled to vote at meetings of the Board.

Section 3. Honorary Directors – Upon the recommendation of the Chair, the Board may appoint as Honorary Directors those past Directors who have given exceptional

service to Mass Audubon. Honorary Directors, who desire to receive notice, shall receive notice of, and may attend meetings of, the Board and may participate in discussions on ~~all~~ matters coming before such meetings, ~~but shall~~except that Honorary Directors may attend an executive session of the Board only at the invitation of the Chair. Honorary Directors are not ~~be~~ entitled to vote.

Section 4. Resignation and Removal – Any Director may resign by delivering ~~his or her~~ a written resignation to Mass Audubon at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later date. The Board may remove any Director from office with or without cause by the affirmative vote of two-thirds of those Directors who are present at a meeting at which a quorum is present, provided that a Director may be removed for cause only after prior written notice of such proposed action has been given to the affected Director and such Director has been given an opportunity to be heard by the Board.

Section 5. Meetings – Meetings of the Board shall be held within or ~~without~~outside of Massachusetts at such places and times as the Board may from time to time determine. Special meetings may be called at any time by the Chair and shall be called at the written request of at least three Directors. Ten (10) Directors shall constitute a quorum. ~~Notice~~The Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, any other Officer or Director shall provide notice of any meeting of the Board ~~shall be given~~ to each Director by mail, email transmission, electronic or facsimile transmission, ~~or telegram~~ at least forty-eight hours before the meeting, addressed to ~~him or her~~ the Director at ~~his or her~~their usual business or residence address, electronic address, or facsimile number, as the case may be, or by ~~notice to him or her~~ in person notice or by

telephone at least forty-eight hours prior to such meeting. Such notice need not specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization, or these By-laws.

Section 6. Action at Meetings – ~~At Except as otherwise provided in these By-Laws or as may be addressed in a Board policy regarding the same, at any meeting of the Board or of a Committee of the Board included within Article V, at which a quorum is present, a majority vote of those Directors present shall decide any matter, ~~provided that no presented to the Board or a Committee of the Board. The sale, conveyance, or permanent restriction of any~~ interest in real ~~estate~~property owned by Mass Audubon shall ~~be sold, conveyed, or restricted, except upon~~require the affirmative vote of a number of Directors that is at least ten (10) and no fewer than three-fourths of those Directors present at any meeting where a quorum is present, notice of such proposed action having been inserted in the call of the meeting ~~and provided further that at least ten Directors.~~ Notwithstanding the above, a Board vote affirmatively in favor of such sale, conveyance, or restriction shall not be required for any sale, conveyance or other disposition of a partial interest in real property that is related to the financing or the acquisition by Mass Audubon of the fee or other property interest from which the partial interest has been created (for example, the sale or donation of a conservation restriction pursuant to G.L. c.184, ss31-32 to a conservation partner or governmental entity in Mass Audubon's acquisition transaction).~~

Section 7. Presence Through Communications Equipment – Unless otherwise provided by law or the Articles of Organization, members of the Board or any committee of the Board may participate in a meeting of the Board or such committee 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.

Section 8. Action by Consent – Any action by the Directors or any committee of the Board may be taken without a meeting if a written consent thereto is signed by all the Directors or all the members of the applicable committee of the Board and filed with the records of the meetings of the Directors or the committee, as the case may be. Such consent shall be treated for all purposes as a vote at a meeting.

Section 9. Ratification - Any transaction of the Board questioned on the ground of lack of authority, defective or irregular procedure or execution, adverse interest of a Director or Officer, non-disclosure, miscomputation or the application of improper principles or practices of accounting, or on any other grounds, may be ratified, by the Board and, if so ratified, shall have the same force and effect as if the questioned transaction had been originally duly authorized, and such ratification shall be binding upon Mass Audubon and shall constitute a bar to any claim or execution of any such judgment or decision in respect to such questioned transaction.

Section 10. Vacancies- The Board may fill any vacancy on the Board resulting from the death, resignation, or removal of a Director prior to the end of their term by appointment to complete the term of the vacating Director. The Board is further authorized to increase the number of Directors over where it stood as of the completion of the last meeting of members, subject to the limit of thirty (30) Directors not counting the Chair, and to fill any vacancy resulting from such increase by appointment for a three-year term or such lesser term as the Board may establish. Candidates to fill Board vacancies shall be recommended to the Board by the Nominating Committee.

ARTICLE V

Committees

Section 1. Nominating Committee – A Nominating Committee consisting of three (3) or more Directors shall be appointed from, and by, the Board ~~by~~upon the recommendation of the Chair ~~for three-year terms.~~ The Nominating Committee shall have the exclusive authority to propose to the annual meeting of members of Mass Audubon the nominees for the Directors and members of the Audit Committee to be elected by the members of Mass Audubon at the annual meeting. The nominations together with a written agenda for said annual meeting shall be posted by the Secretary in the principal office of Mass Audubon at least ten (10) days prior to the annual meeting of ~~the members of Mass Audubon.~~ The Nominating Committee shall also propose to the Board at the first regular meeting of the Board following the annual meeting of the members of Mass Audubon nominees for Chair, Vice Chair or Vice Chairs, President, Treasurer, and Secretary and such other officers as the Board may determine.

Following the annual meeting of members, the Nominating Committee shall provide the Board with nominees for Chair, Vice Chair or Vice Chairs, President, Treasurer, and Secretary and such other Officers as the Board may determine. The Nominating Committee's proposals shall be provided to the Board prior to the Board's first regular meeting held after the annual meeting of members.

In the event that there is a vacancy on the Board as defined in Article IV, Section 10, the Nominating Committee shall provide the Board with the name or names of individuals to fill the vacancy.

Section 2. Audit Committee – An Audit Committee consisting of three (3) or more members of Mass Audubon who are also members of the Board shall be elected at the annual meeting of the members of Mass Audubon for a term of one year. ~~The (1) year.~~ In addition, other members of Mass Audubon who are not members of the Board may be elected to the Audit Committee ~~shall,~~ provided however, that at all times the majority of the Audit Committee shall consist of members of the Board of Directors. The Audit Committee shall periodically examine the reports and accounts of the Treasurer and shall approve the statements of Mass Audubon’s independent auditor and report to the Board with respect to the same. The Audit Committee shall be responsible for appointing, evaluating, retaining and, when necessary or advisable, terminating the engagement of, the independent auditor. The Board may fill vacancies within the Audit Committee at any time.

Section 3. Executive Committee – An Executive Committee consisting of three (3) or more Directors shall be elected from, and by, the Board for a term of one (1) year upon the recommendation of the Chair. The Executive Committee shall, except as provided by law, perform such duties, and have such powers as may from time to time be designated by the Board. When and as necessary between regularly scheduled meetings of the Board, actions may be taken on behalf of Mass Audubon by the Executive Committee, and such actions shall be reviewed by the Board at its next regularly scheduled meeting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business by the Executive Committee. The Board may fill vacancies within the Executive Committee at any time.

Section 4. Investment Committee – An Investment Committee consisting of three ~~of (3) or~~ more members ~~of Mass Audubon, with no fewer than two (2) members from the Board,~~ shall be ~~appointed~~delected by the Board upon the recommendation of the Chair ~~for three year terms.~~ The Investment Committee shall ~~invest~~oversee the investment of the endowment and other funds of Mass Audubon in accordance with the investment policies of Mass Audubon and shall have such other duties and powers as shall from time to time be designated by the Board.

Section 5. Council or Advisory Committee – The Board may appoint a council or an advisory committee (“Council”) consisting of such number of members of Mass Audubon and the Board as the Board may determine. Members of the Council shall be appointed for three- ~~(3)~~ year terms. They shall provide research and advisory support to Mass Audubon, serve on committees of Mass Audubon, and perform such other duties as the ~~officers~~Officers, or the Board may designate. Members of the Council may, at the discretion of the Chair, be invited to attend meetings of the Board.

Section 6. Other Committees – The Board may establish and abolish such other standing and ad hoc committees as it may from time to time determine necessary or advisable. The Board shall determine the composition of all committees so created, and delegate such powers and duties thereto as it deems advisable and consistent with law, provided, however, that for the purposes of this Section, any ~~committee~~Committee to which the powers of the Board are delegated shall consist solely of Directors.

ARTICLE VI

Execution of Instruments

All contracts, deeds, leases, notes, mortgages, checks, instruments conveying an interest in real property, stock or bond powers, and other documents and instruments authorized to be signed by an ~~officer~~Officer of Mass Audubon in its name and on its behalf shall be signed by the President or the Treasurer or such other ~~officer~~Officer as the Board may from time to time determine.

ARTICLE VII

Disposition of Assets upon Liquidation or Dissolution

Upon a complete liquidation or dissolution of Mass Audubon, all its assets remaining after payment of or provision for its debts or liabilities shall with the approval of the court having jurisdiction, be given to such organization or organizations as the Board determines will best assure the continued, effective use of such assets for educational, scientific and conservation purposes ~~similar~~closely identical to those of Mass Audubon, provided that in no case shall such assets be given to any organization not organized and operated exclusively for, and in furtherance of, one or more educational, charitable, conservation or scientific purposes.

ARTICLE VIII

Amendment of By-laws

These By-laws may at any time be amended or repealed, in whole or in part, at any annual or special meeting of the members of Mass Audubon at which a quorum is present on the matter, by a vote of two-thirds of those members present and voting, provided: (1) that the substance of any proposed change shall ~~be~~have been stated in the notice of such meeting and (2) that said notice of the proposed change shall, not less have been provided no later than thirty (30) days previous~~that said notice of the proposed change shall, not less have been provided no later than thirty (30) days previous~~ prior to said meeting, ~~have been submitted at a~~

~~meeting of the Board for its consideration and recommendation to the members.~~ A majority of the Directors in office may also amend ~~or repeal~~ these By-laws, ~~in whole or in part,~~ provided that no amendment ~~or repeal~~ may be made by the Directors ~~which: (1) that~~ changes the date of the annual meeting of the members of Mass Audubon, ~~or which: (2)~~ that alters the provisions of these By-laws with respect to the removal of Directors, ~~or~~ indemnification of Directors ~~and officers, or amendment of,~~ or (3) that alters any required action by the members with respect to amendments to these By-laws, ~~or which by law~~ or the Articles of Organization ~~requires action by the members.~~ Not later than the time for 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.

ARTICLE IX

Conflict of Interest

Mass Audubon shall adopt policies and procedures for addressing potential or existing conflicts of interests such that they reflect and/or supplement, but not replace, any applicable federal or state laws governing conflict of interests applicable to nonprofit and charitable organizations.

ARTICLE X

Indemnification

Mass Audubon shall, to the extent ~~legally permissible~~ authorized by law, including but not limited to the full scope of indemnification permitted by G.L. c.180 §6, indemnify each person who serves as one of its Directors, ~~officers~~Officers, employees, or volunteers, or who serves at its request as a ~~director, trustee~~Director, Trustee, or ~~officer~~Officer of

another organization or in a capacity with respect to any employee benefit plan (each such person being called in this Article ~~IX~~ a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that ~~his or her~~their action was in the best interests of Mass Audubon or, to the extent that such matter relates to service at the request of Mass Audubon ~~for another organization or an employee benefit plan~~, in the best interests of such organization or of the participants or beneficiaries of such employee benefit plan. Such best interests shall be deemed to be the best interests of Mass Audubon for the purposes of this Article ~~IX~~.

~~—X.~~ Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of Mass Audubon, after notice that it involves such indemnification~~;~~ (a) by a disinterested majority of the Directors ~~then in~~ office; or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that ~~his or her~~their

action was in the best interests of Mass Audubon; or (c) by a majority of the disinterested members entitled to vote, voting as a single class.

Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding ~~may~~shall be paid from time to time by Mass Audubon in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Article ~~IXX~~. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Article ~~IXX~~ shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law.

Mass Audubon is authorized to purchase and maintain insurance on behalf of its Directors and/or Officers.

As used in this Article ~~IXX~~, the term "Person" includes such Person's respective heirs, executors, and administrators, ~~and~~. In addition, as used in this Article X, the term "Person" shall include a "disinterested" Director, ~~officer, Officer or~~ employee ~~or volunteer~~ ~~is one~~ against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is not then pending.

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MASSACHUSETTS AUDUBON SOCIETY, INC.
BY-LAWS

(As amended and restated October 24, 2024)

ARTICLE 1

General Provisions

Section 1. Name – The name of the corporation shall be Massachusetts Audubon Society, Inc. (hereinafter “Mass Audubon”).

Section 2. Location – The principal office of Mass Audubon shall be in Lincoln, Massachusetts. The Board of Directors of Mass Audubon (hereinafter the “Board”) may establish other offices and places of business.

Section 3. Fiscal Year – Except as from time to time otherwise determined by the Board, the fiscal year of Mass Audubon shall begin July 1 of each year and extend through June 30 of the following year.

ARTICLE II

Members

Section 1. Membership – There shall be one class of membership in Mass Audubon and all members shall have the same rights under these By-Laws. The membership shall be unlimited in number. Any person who initially applies for membership and pays an annual membership fee shall be a member of Mass Audubon

without regard to race, color, religion, national origin, sex, sexual orientation, ancestry, age, disability, veteran status, military service, genetic information, and gender identity, or any other category protected under applicable federal or state law. The amount of the annual membership fee shall be determined from time to time by the Board, and there may be more than one level of membership fee. A member shall automatically cease to be a member without any requirement of the giving of notice to the affected member upon failure to pay the appropriate membership fee on or before the date such membership fee is due. Non-dues-paying members may be permitted by the Board.

Section 2. Meetings – The annual meeting of the members of Mass Audubon shall be held in Massachusetts on such day not earlier than October 1, nor later than November 30, in each year as the Board shall from time to time determine. The business of the meeting shall be as contained within a written agenda that shall include, but not be limited to, the election of Directors and the members of the Audit Committee and the amendment or repeal of these By-laws if proper notice of such amendment or repeal shall have been given as herein provided. Special meetings of the members of Mass Audubon may be called at any time by the President or the Board, and shall be called by the Secretary (or in the case of the death, absence, incapacity or refusal of the Secretary, by any other Officer), upon written application of members representing at least one hundred percent (100%) of the smallest quorum of members required for a vote upon any matter at the annual meeting of the members of Mass Audubon. The Secretary shall provide all current members of Mass Audubon no less than ten (10) days' notice of all meetings to which members are entitled to notice, together with a written agenda for said meeting; said notice and agenda may be sent by mail or may be provided by electronic mail or by

printing such notice and agenda in a publication of Mass Audubon sent to all members of Mass Audubon. At all meetings of the members, a member shall be entitled to one (1) vote. Unless otherwise authorized as provided below, the vote of each member shall be cast in person. Notwithstanding the foregoing, at the Chair's discretion, any annual, regular, or special meeting may be called and conducted by means of remote communication and/or with a hybrid model with both a physical location and a means of remote communication. Such meetings shall be subject to compliance with: (1) procedures for conducting remote and hybrid meetings that address verification of meeting attendees; (2) procedures for ensuring that members are provided a reasonable opportunity to participate in the meeting and vote, including an opportunity to read or hear the proceedings substantially concurrently with the meeting; and (3) procedures for maintaining records of votes and actions at a meeting by means of remote communications. There shall be no voting by proxy regardless of the format in which the meeting is held.

A quorum at all meetings of members shall consist of thirty (30) members of Mass Audubon. At any meeting of the members of Mass Audubon at which a quorum is present on the matter, the vote of a majority of those members present and voting shall decide any matter unless a different vote is specified by law, the Articles of Organization, or these By-laws.

ARTICLE III

Officers

Section 1. General – The Officers of Mass Audubon shall consist of a Chair of the Board (hereinafter the “Chair”), one or more Vice Chairs of the Board (hereinafter the “Vice Chairs”), a President, Secretary, and Treasurer and such other Officers, including,

but not limited to, Assistant Secretaries and Assistant Treasurers, as the Board may from time to time determine. The Officer positions of Chair, Vice Chairs and Treasurer shall be members of the Board of Directors. The duties and responsibilities of the Officers beyond those outlined in these By-laws shall be as prescribed by the Board from time to time.

Section 2. Election – The Chair shall be elected by the Board for an initial term of three years and may be re-elected to additional one-year terms. All other Officers, including the positions of Vice Chairs and Treasurer, shall be elected annually by the Board at the first regular meeting of the Board following the annual meeting of the members of Mass Audubon. Except as otherwise provided by law, the Articles of Organization, or these By-laws, all Officers shall hold office until the first regular meeting of the Board following the next annual meeting of the members of Mass Audubon and thereafter until their successor is qualified.

Section 3. Resignation and Removal – Any Officer may resign by delivering a written resignation to Mass Audubon at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later date. The Board may remove any Officer with or without cause by the affirmative vote of two-thirds of those Directors who are present at a meeting at which a quorum is present, provided that an Officer may be removed for cause only after prior written notice of such proposed action has been given to the affected Officer and such Officer has been given an opportunity to be heard by the Board.

Section 4. Chair – The Chair shall preside at meetings of the Board, the members, and the Executive Committee. The Chair shall be an ex-officio member of all

committees of the Board, provided, however, that, except for the Executive Committee and the Investment Committee, the Chair shall be a non-voting member.

Section 5. Vice Chair – A Vice Chair shall preside at meetings of the Board, the members, and the Executive Committee if the Chair is absent or incapacitated.

Section 6. President – The President shall be the chief executive Officer of Mass Audubon and shall report to the Board. Subject to the direction and control of the Board, the President shall have general charge and overall management of the affairs of Mass Audubon and may make decisions within general policy. The President shall have such other powers and duties as are usually incident to the office of president and as may from time to time be designated by the Board.

Section 7. Treasurer – The Treasurer, subject to the direction and control of the Board, shall have general charge of the financial affairs of Mass Audubon and shall cause to be kept full and accurate books of account. The Treasurer shall have such other powers and duties as are usually incident to the office of treasurer and as may from time to time be designated by the Board. The Treasurer shall give a bond for the faithful performance of their duties if and as determined by the Board.

Section 8. Secretary – The Secretary shall give notice of and keep the minutes of all meetings of the members of Mass Audubon, the Board, and the Executive Committee, shall have the duties of a clerk as required by law, and shall have such other powers and duties as are usually incident to the office of secretary and as may from time to time be designated by the Board. The Secretary shall be a resident of Massachusetts unless Mass Audubon shall appoint a resident agent for service of process in the manner prescribed by law.

Section 9. Vacancies -- Vacancies during the term of any Officer shall be filled by the Board in the Board's sole discretion. When an Officer is absent or incapacitated and a temporary replacement is needed, the Board may appoint a temporary replacement in the Board's sole discretion. Such replacement shall have the same responsibilities and duties as the absent or incapacitated Officer unless otherwise stated by the Board.

ARTICLE IV

Board of Directors

Section 1. Powers and Duties – The Board shall determine the policies and objectives of Mass Audubon, all within its discretion, shall oversee the custody of all real and personal property of Mass Audubon, and shall be responsible for the proper conduct of the organization's activities. The Board may exercise all powers of Mass Audubon not expressly reserved to the members. The Board shall elect the Chair, one or more Vice Chairs, President, Secretary, Treasurer, and such other Officers as it shall deem necessary. The Board may exercise any of its powers through committees of the Board, appointed by or at the direction of the Board or otherwise in accordance with these By-laws or as the Board may determine. Each year the Board shall make available to the members an annual report on the work of Mass Audubon.

Section 2. Number and Election – The Board shall consist of the Chair, ex-officio with vote, and not more than thirty (30) Directors to be elected by the members at the annual meeting of members from nominations made pursuant to Article V, Section 1, of these By-laws. Any person who is a member of Mass Audubon in good standing shall be eligible for nomination, and Directors shall be nominated and elected without regard to race, color, religion, national origin, sex, sexual orientation, ancestry, age, disability,

veteran status, military service, genetic information, and gender identity, or any other category protected under applicable federal or state law. Except when elected to fill a vacancy or as otherwise stated in these By-laws, Directors shall be elected for three-year terms, so that, to the extent practicable, the terms of one-third of the Directors shall expire each year. Limits on the number of terms Directors may serve may be set forth in applicable Board policies. Unless otherwise provided by law, the Articles of Organization, or these By-laws, each Director shall hold office until the annual meeting of members at which their term is due to expire and thereafter until their successor is chosen and is qualified. No salaried Officer or other employee of Mass Audubon shall be a Director. Only Directors shall be entitled to vote at meetings of the Board.

Section 3. Honorary Directors – Upon the recommendation of the Chair, the Board may appoint as Honorary Directors those past Directors who have given exceptional service to Mass Audubon. Honorary Directors, who desire to receive notice, shall receive notice of, and may attend meetings of, the Board and may participate in discussions on matters coming before such meetings, except that Honorary Directors may attend an executive session of the Board only at the invitation of the Chair. Honorary Directors are not entitled to vote.

Section 4. Resignation and Removal – Any Director may resign by delivering a written resignation to Mass Audubon at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later date. The Board may remove any Director from office with or without cause by the affirmative vote of two-thirds of those Directors who are present at a meeting at which a quorum is present, provided that a Director may be removed for cause

only after prior written notice of such proposed action has been given to the affected Director and such Director has been given an opportunity to be heard by the Board.

Section 5. Meetings – Meetings of the Board shall be held within or outside of Massachusetts at such places and times as the Board may from time to time determine. Special meetings may be called at any time by the Chair and shall be called at the written request of at least three Directors. Ten (10) Directors shall constitute a quorum. The Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, any other Officer or Director shall provide notice of any meeting of the Board to each Director by mail, email transmission, electronic or facsimile transmission at least forty-eight hours before the meeting, addressed to the Director at their usual business or residence address, electronic address, or facsimile number, as the case may be, or by in person notice or by telephone at least forty-eight hours prior to such meeting. Such notice need not specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization, or these By-laws.

Section 6. Action at Meetings – Except as otherwise provided in these By-Laws or as may be addressed in a Board policy regarding the same, at any meeting of the Board or of a Committee of the Board included within Article V, at which a quorum is present, a majority vote of those Directors present shall decide any matter presented to the Board or a Committee of the Board. The sale, conveyance, or permanent restriction of any interest in real property owned by Mass Audubon shall require the affirmative vote of a number of Directors that is at least ten (10) and no fewer than three-fourths of those Directors present at any meeting where a quorum is present, notice of such proposed action having been inserted in the call of the meeting. Notwithstanding the above, a Board vote

shall not be required for any sale, conveyance or other disposition of a partial interest in real property that is related to the financing or the acquisition by Mass Audubon of the fee or other property interest from which the partial interest has been created (for example, the sale or donation of a conservation restriction pursuant to G.L. c.184, ss31-32 to a conservation partner or governmental entity in Mass Audubon's acquisition transaction).

Section 7. Presence Through Communications Equipment – Unless otherwise provided by law or the Articles of Organization, members of the Board or any committee of the Board may participate in a meeting of the Board or such committee 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.

Section 8. Action by Consent – Any action by the Directors or any committee of the Board may be taken without a meeting if a written consent thereto is signed by all the Directors or all the members of the applicable committee of the Board and filed with the records of the meetings of the Directors or the committee, as the case may be. Such consent shall be treated for all purposes as a vote at a meeting.

Section 9. Ratification - Any transaction of the Board questioned on the ground of lack of authority, defective or irregular procedure or execution, adverse interest of a Director or Officer, non-disclosure, miscomputation or the application of improper principles or practices of accounting, or on any other grounds, may be ratified, by the Board and, if so ratified, shall have the same force and effect as if the questioned transaction had been originally duly authorized, and such ratification shall be binding upon

Mass Audubon and shall constitute a bar to any claim or execution of any such judgment or decision in respect to such questioned transaction.

Section 10. Vacancies- The Board may fill any vacancy on the Board resulting from the death, resignation, or removal of a Director prior to the end of their term by appointment to complete the term of the vacating Director. The Board is further authorized to increase the number of Directors over where it stood as of the completion of the last meeting of members, subject to the limit of thirty (30) Directors not counting the Chair, and to fill any vacancy resulting from such increase by appointment for a three-year term or such lesser term as the Board may establish. Candidates to fill Board vacancies shall be recommended to the Board by the Nominating Committee.

ARTICLE V

Committees

Section 1. Nominating Committee – A Nominating Committee consisting of three (3) or more Directors shall be appointed from, and by, the Board upon the recommendation of the Chair. The Nominating Committee shall have the exclusive authority to propose to the annual meeting of members of Mass Audubon the nominees for the Directors and members of the Audit Committee to be elected by the members of Mass Audubon at the annual meeting. The nominations together with a written agenda for said annual meeting shall be posted by the Secretary in the principal office of Mass Audubon at least ten (10) days prior to the annual meeting of members.

Following the annual meeting of members, the Nominating Committee shall provide the Board with nominees for Chair, Vice Chair or Vice Chairs, President, Treasurer, and Secretary and such other Officers as the Board may determine. The

Nominating Committee's proposals shall be provided to the Board prior to the Board's first regular meeting held after the annual meeting of members.

In the event that there is a vacancy on the Board as defined in Article IV, Section 10, the Nominating Committee shall provide the Board with the name or names of individuals to fill the vacancy.

Section 2. Audit Committee – An Audit Committee consisting of three (3) or more members of Mass Audubon who are also members of the Board shall be elected at the annual meeting of the members of Mass Audubon for a term of one (1) year. In addition, other members of Mass Audubon who are not members of the Board may be elected to the Audit Committee, provided however, that at all times the majority of the Audit Committee shall consist of members of the Board of Directors. The Audit Committee shall periodically examine the reports and accounts of the Treasurer and shall approve the statements of Mass Audubon's independent auditor and report to the Board with respect to the same. The Audit Committee shall be responsible for appointing, evaluating, retaining and, when necessary or advisable, terminating the engagement of, the independent auditor. The Board may fill vacancies within the Audit Committee at any time.

Section 3. Executive Committee – An Executive Committee consisting of three (3) or more Directors shall be elected from, and by, the Board for a term of one (1) year upon the recommendation of the Chair. The Executive Committee shall, except as provided by law, perform such duties, and have such powers as may from time to time be designated by the Board. When and as necessary between regularly scheduled meetings of the Board, actions may be taken on behalf of Mass Audubon by the Executive Committee,

and such actions shall be reviewed by the Board at its next regularly scheduled meeting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business by the Executive Committee. The Board may fill vacancies within the Executive Committee at any time.

Section 4. Investment Committee – An Investment Committee consisting of three (3) or more members, with no fewer than two (2) members from the Board, shall be elected by the Board upon the recommendation of the Chair. The Investment Committee shall oversee the investment of the endowment and other funds of Mass Audubon in accordance with the investment policies of Mass Audubon and shall have such other duties and powers as shall from time to time be designated by the Board.

Section 5. Council or Advisory Committee – The Board may appoint a council or an advisory committee (“Council”) consisting of such number of members of Mass Audubon and the Board as the Board may determine. Members of the Council shall be appointed for three (3) year terms. They shall provide research and advisory support to Mass Audubon, serve on committees of Mass Audubon, and perform such other duties as the Officers, or the Board may designate. Members of the Council may, at the discretion of the Chair, be invited to attend meetings of the Board.

Section 6. Other Committees – The Board may establish and abolish such other standing and ad hoc committees as it may from time to time determine necessary or advisable. The Board shall determine the composition of all committees so created, and delegate such powers and duties thereto as it deems advisable and consistent with law, provided, however, that for the purposes of this Section, any Committee to which the powers of the Board are delegated shall consist solely of Directors.

ARTICLE VI

Execution of Instruments

All contracts, deeds, leases, notes, mortgages, checks, instruments conveying an interest in real property, stock or bond powers, and other documents and instruments authorized to be signed by an Officer of Mass Audubon in its name and on its behalf shall be signed by the President or the Treasurer or such other Officer as the Board may from time to time determine.

ARTICLE VII

Disposition of Assets upon Liquidation or Dissolution

Upon a complete liquidation or dissolution of Mass Audubon, all its assets remaining after payment of or provision for its debts or liabilities shall with the approval of the court having jurisdiction, be given to such organization or organizations as the Board determines will best assure the continued, effective use of such assets for educational, scientific and conservation purposes closely identical to those of Mass Audubon, provided that in no case shall such assets be given to any organization not organized and operated exclusively for, and in furtherance of, one or more educational, charitable, conservation or scientific purposes.

ARTICLE VIII

Amendment of By-laws

These By-laws may at any time be amended or repealed, in whole or in part, at any annual or special meeting of the members of Mass Audubon at which a quorum is present on the matter, by a vote of two-thirds of those members present and voting, provided: (1) that the substance of any proposed change shall have been stated in the notice of such

meeting and (2) that said notice of the proposed change shall have been provided no later than thirty (30) days prior to said meeting. A majority of the Directors in office may also amend these By-laws, provided that no amendment may be made by the Directors: (1) that changes the date of the annual meeting of the members of Mass Audubon; (2) that alters the provisions of these By-laws with respect to the removal of Directors or indemnification of Directors, or (3) that alters any required action by the members with respect to amendments to these By-laws or the Articles of Organization. Not later than the time for 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.

ARTICLE IX

Conflict of Interest

Mass Audubon shall adopt policies and procedures for addressing potential or existing conflicts of interests such that they reflect and/or supplement, but not replace, any applicable federal or state laws governing conflict of interests applicable to nonprofit and charitable organizations.

ARTICLE X

Indemnification

Mass Audubon shall, to the extent authorized by law, including but not limited to the full scope of indemnification permitted by G.L. c.180 §6, indemnify each person who serves as one of its Directors, Officers, employees, or volunteers, or who serves at its request as a Director, Trustee, or Officer of another organization or in a capacity with respect to any employee benefit plan (each such person being called in this Article X a

"Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of Mass Audubon or, to the extent that such matter relates to service at the request of Mass Audubon for another organization or an employee benefit plan, in the best interests of such organization or of the participants or beneficiaries of such employee benefit plan. Such best interests shall be deemed to be the best interests of Mass Audubon for the purposes of this Article X. Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of Mass Audubon, after notice that it involves such indemnification: (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that their action was in the best interests of Mass Audubon; or (c) by a majority of the disinterested members entitled to vote, voting as a single class.

Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding shall be paid from time to time by Mass Audubon in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Article X. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Article X shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law.

Mass Audubon is authorized to purchase and maintain insurance on behalf of its Directors and/or Officers.

As used in this Article X, the term "Person" includes such Person's respective heirs, executors, and administrators. In addition, as used in this Article X, the term "Person" shall include a "disinterested" Director, Officer or employee against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is not then pending.

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