

**BYLAWS OF Friends of the Brewster Elders Corporation
(a Massachusetts nonprofit corporation)**

ARTICLE I – NAME AND PURPOSES

The name and purposes of the Corporation shall be those set forth in the Articles of Organization on file in the office of the Secretary of the Commonwealth of Massachusetts pursuant to Chapter 180 of the Massachusetts General Laws.

ARTICLE II – OFFICES

The Corporation’s principal office shall be located in the Commonwealth of Massachusetts, provided that the Corporation may establish and maintain any other offices in any such places within or without the Commonwealth of Massachusetts as the Board of Directors (the “Board”) may from time to time determine. The Corporation shall maintain within the Commonwealth of Massachusetts a registered office at such place, which may be the principal office, as the Board may from time to time determine.

ARTICLE III - MEMBERS

The Corporation shall have no members, and the directors shall, for the purposes of any statute or rule of law relating to corporations, be taken to be the members of the Corporation, and they shall have all the rights and privileges of members, as provided in Chapter 180 of the Massachusetts General Laws.

ARTICLE IV – DIRECTORS

Section 1. Powers – The Corporation shall act by and through its Board. The Board may delegate its powers as it sees fit, subject to restrictions imposed by the Articles of Organization, this Bylaws, the Massachusetts General Laws and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the “Code”) (or the corresponding provision of any future federal tax code).

Section 2. Service on the Board of Directors –

2.1 Number of Directors – There shall be no less than three (3) or more than seventeen (17) voting members on the Board. There may also be additional non-voting directors.

2.2 Nomination and Election of Directors – Nominations for directors to replace directors whose terms expire (or to add new directors, subject to Section 2.1 above) may be submitted at the Annual Meeting at which the election is made or may be circulated in advance. Nominations may be made by any director or by a nominating committee appointed by the Board. Incumbent directors are assumed to have nominated themselves to stand for reelection unless they have provided notice in writing of an intent not to serve. Directors of the Corporation shall be elected by a vote of a majority of the directors present and voting.

2.3 Terms – The Board of Directors shall serve a three-year term, starting with

their election at the Annual Meeting. Directors shall hold office until their successors are elected and qualified.

2.4 Ex Officio Directors – The Board may also include directors serving ex officio but with the power to vote, “ex officio” meaning that such person as from time to time may hold the specified office, rather than a particular individual, is chosen to serve on the Board, such that the individual holding the specified office continues to serve as director for so long as (s)he holds such office but automatically ceases to serve upon ceasing to hold the specified office. The provisions of Section 2.3 above shall not apply to ex officio directors, if any, each of whom shall continue in office so long as, but no longer than, (s)he holds the office from which ex officio status derives.

2.5 Resignation – A director may resign at any time upon delivery of written notice to the Board, the President or the Secretary. Any such resignation shall be irrevocable upon delivery of such notice.

2.6 Removal – A director may be removed as a director at any time, with or without cause, by the affirmative vote of a majority of directors then in office at any meeting provided that notice has been given that a purpose of the meeting is to consider such removal.

2.7 Vacancies – Whenever a vacancy exists on the Board, whether by death, resignation, removal, or otherwise, the vacancy will be filled by appointment of a new director by the President of the Corporation, and if that power is not exercised within thirty (30) days after the President receives notice of the vacancy, by appointment by a majority of the remaining directors at a regular or special meeting of the Board. Any person appointed or elected to fill the vacancy of a director will hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated in Section 2.6 above.

Section 3. Meetings –

3.1 Location – Meetings of the Board may be held within or without the Commonwealth of Massachusetts, in any physical place or solely by means of communications equipment, as set forth in any notice of meeting.

3.2 Annual and Regular Meetings – Regular meetings of the Board shall be held during the year at such times and places as the Board may determine, and one of such meetings shall be designated by the Board as the Annual Meeting. Reasonable notice of the date, time, and place of each such meeting shall be given to each director, provided that written notice shall be given to each director at least five (5) days before the Annual Meeting.

3.3 Special Meetings – Special meetings of the Board may be called by the President or by a majority of the directors then serving. Notice of the date, time, place, and purpose of each Special Meeting shall be given to each director at least two (2) days prior to such meeting.

3.4 Notice and Waiver of Notice – Unless otherwise specified in this Bylaws or required by law, notice may be given by any reasonable means. Notice of any meeting of the Board may be waived by any or all of the persons entitled to notice. A director may waive notice

by filing a written waiver filed with the Secretary before, at, or after such meeting. A director is also deemed to have waived notice of a meeting that the director attends or in which the director participates, unless the director at the beginning of the meeting, or promptly upon arrival, objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4. Transaction of Business –

4.1 Quorum – Unless otherwise required by law or by these Bylaws, the quorum necessary for the transaction of business shall consist of a majority of the directors in office who are entitled to vote. A director may participate in a meeting of the Board by means of a conference telephone or other means of communication enabling all participating directors to hear one another simultaneously and such participation shall constitute presence in person.

4.2 Voting – Unless otherwise provided in the Articles of Organization, this Bylaws, or by law, the affirmative vote of a majority of the directors entitled to vote and present at a meeting duly held at which a quorum is present shall be the act of the Board. Non-voting directors shall not be counted in determining a majority or any other fraction of the Board.

4.3 Action Without a Meeting – The Board may act without a meeting by the unanimous written consent of all directors. Unanimous written consents shall be filed in the minute book of the Corporation.

Section 5. Compensation – All decisions concerning compensation to directors shall be governed also by any conflict-of-interest policy adopted by the Board and currently in effect.

5.1 Fixing Compensation – The Board may, at its option, provide compensation to any one or more of the directors in accordance with Massachusetts General Laws Chapter 180, Section 6.

5.2 Compensation for Non-Director Services – Upon approval of the Board, directors may also be compensated for services provided to the Corporation in a capacity other than as director.

5.3 Amount of Compensation – The Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes.

ARTICLE V – COMMITTEES

Section 1. Authority – The Corporation may act through Committees of the Board, subject to Section 3 of this Article entitled “Limitations on Powers.” Committees may be standing or *ad hoc* committees. Each committee shall have such powers and authorities as may be

provided in this Bylaws, in the resolution creating such committee, or in resolutions of the Board adopted from time to time.

Section 2. Appointment – Committees shall be created and Committee members appointed by the Board, and vacancies on Committees shall be filled by the Board. Each Committee with power to act for the Board shall be comprised exclusively of directors.

Section 3. Limitations on Powers – Notwithstanding any provision of this Article or this Bylaws to the contrary, no Committee shall have any power to:

- a) Fill vacancies on the Board or any of its Committees;
- b) Amend the Articles of Organization;
- c) Adopt, amend or repeal the Regulations;
- d) Approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the Corporation’s property, other than in the usual and regular course of business; or
- e) Approve a proposal to dissolve the Corporation.

Section 4. Meetings, Notices and Quorum – All Committees other than advisory committees shall have the same requirements for Meetings and the Transaction of Business as those set forth in the articles of this Bylaws entitled “Directors” with respect to the conduct of business by the Board, except that Committees shall not be required to hold annual meetings.

Section 5. Advisory Committees – The Board or the President may appoint one or more persons as advisory committees that shall have no power to exercise any power of the Board, and the provisions of the preceding Sections of this Article need not apply to such advisory committees.

ARTICLE VI – OFFICERS

Section 1. Titles, Election and Duties – The directors shall appoint, to serve for such terms as the Board may specify upon appointment, a President, a Treasurer and a Secretary. Any two or more offices may be held by the same person, except the offices of President and Secretary. The directors may, in addition to the foregoing, at the annual or any other Board meeting, appoint any other officers the appointment of which they deem expedient or necessary. The officers need not be residents of Massachusetts. The duties of the officers shall be such as are imposed by this Bylaws and from time to time prescribed by the directors. All officers shall serve in such capacity at the pleasure of the Board without prejudice to any other contractual relationship they may have with the Corporation.

Section 2. Resignation – An officer may resign at any time upon delivery of written notice to the Board, the President or the Secretary. Any such resignation shall be irrevocable upon delivery of such notice.

Section 3. Removal – An officer may be removed as an officer at any time, with or without cause, by the affirmative vote of the Board.

Section 4. Vacancies – A vacancy in any office, whether due to death,

resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President – The President shall be responsible for the administration of the affairs of the Corporation and shall be its Chief Executive Officer. The President shall make such recommendations to the Board, or any committees thereof, as he or she thinks proper, and shall bring before the Board such information as may be required to conduct the business of the Corporation. The President shall have the general management of the day-to-day business and affairs of the Corporation and shall see that all orders and resolutions of the Board are carried out. The President shall execute bonds, mortgages, and other contracts, and shall manage the money and assets of the Corporation, all in accordance with the direction of and subject to the approval of the Board.

Section 6. Treasurer – The Treasurer shall have charge of the funds and accounts of the Corporation. He or she shall keep proper books of account showing all receipts, expenditures and disbursements of the Corporation, with vouchers in support thereof. He or she shall also from time to time, as required, make reports and statements to the Board as to the financial condition of the Corporation, and submit detailed statements of receipts and disbursements; he or she shall perform such other duties as shall be assigned to him or her from time to time by the Board or the President.

Section 7. Clerk – The Clerk shall keep a record of all proceedings of the Board and shall perform such other duties as may be assigned to him or her by the Board or the President. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation shall have a duly appointed registered agent.

Section 8. Agents and Attorneys – The Board may appoint such other agents and attorneys, with such powers and to perform such acts and duties on behalf of the Corporation, as the Board may determine.

ARTICLE VII – MISCELLANEOUS

Section 1. Corporate Seal – The Board may provide for a corporate seal if it so elects, but such seal shall not be required.

Section 2. Books and Records – The Corporation will prepare and maintain correct and complete books and records of account and keep minutes of the meetings of its Board and committees. All books and records of the Corporation may be inspected by any director, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section 3. Fiscal Year – The fiscal year of the Corporation shall begin on the first day of July in each year.

Section 4. Waiver of Notice – Whenever notice is required under the provisions of the Massachusetts General Laws Chapter 180 or the Articles of Organization or Regulations of the Corporation, a waiver in writing signed by the person or persons entitled to

notice, whether before or after the time stated there, will be deemed equivalent to the giving of notice.

ARTICLE VIII – AMENDMENTS

This Bylaws may be altered, amended or repealed at any meeting of the Board called for such purpose or purposes by the affirmative vote of a majority of the Board; provided, however, that to the extent that any provision of this Bylaws is inconsistent with the Articles of Organization, the provisions of the Articles of Organization shall prevail.

ARTICLE IX – NO PERSONAL LIABILITY

For purposes of Article IX, the term “Person” shall mean a director, officer (including each enumerated officer and any other officer of the Corporation), committee member, and any heir, executor, and administrator of any of the foregoing. No Person shall be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, shall look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE X – INDEMNIFICATION

Section 1. Indemnification – The Corporation shall, to the fullest extent permitted by law and only to the extent that the status of the Corporation as exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is not affected thereby, indemnify each of its directors, officers, employees and other agents, and each person who serves at its request as a trustee or director, officer employee or other agent of another organization in which it has an interest (“Indemnitees”), against all Expenses (as defined below) incurred by any such Indemnitee in connection with the defense or disposition of any action, suit, hearing, or other proceeding, whether civil or criminal, investigative or administrative, in which any such Indemnitee may be involved or with which such Indemnitee may be threatened, while in office or thereafter, by reason of being or having been a trustee, director, officer, employee or other agent. Any such Indemnitee shall be entitled to an advance by the Corporation of Expenses incurred in defending any civil, criminal, administrative or investigative proceeding, or with which such Indemnitee may be threatened, prior to the final disposition thereof, subject to receipt by the Corporation of an agreement to repay any advance payment or payments of Expenses if the Indemnitee shall be adjudicated not to be acting in good faith as contemplated by Massachusetts General Laws Chapter 180, Section 6C. A director, officer or incorporator of the Corporation shall not be liable for the performance of his or her duties if he or she acts in compliance with Massachusetts General Laws Chapter 180, Section 6C.

The right of indemnification shall not be exclusive of or affect any other rights to which any such Indemnitee may be entitled. Nothing in this Article X shall affect any rights to indemnification to which other corporate personnel may be entitled by contract or otherwise under law. In no event shall the Corporation make any payment contemplated hereby if such payment would constitute a taxable expenditure under Section 4945 of the Internal Revenue Code.

This Article X shall be binding upon the Corporation and its successors and assigns (including any transferee of all or a substantial portion of the business and/or assets of the Corporation, any direct or indirect successor by merger or consolidation or otherwise by operation of law) and shall inure to the benefit of Indemnitee and Indemnitee's heirs, executors, personal representatives and administrators. The rights conferred by this Article X shall continue for the benefit of Indemnitee and such heirs, personal representatives, executors and administrators after Indemnitee has ceased his or her service to the Corporation.

This Article X may be amended or repealed by the Board; *provided, however*, that no amendment or repeal which adversely affects the rights of any Indemnitee under this Article X with respect to such Indemnitee's acts or omissions prior to such amendment or repeal shall apply to such Indemnitee without his or her consent.

For purposes of this Article X, "Expenses" shall include, without limitation, any fines, penalties, liabilities fixed by a judgment, order, decree or award, any amount paid as a reasonable settlement, reasonable attorneys' fees, fees of expert witnesses (including, without limitation, accountants and investment bankers), and all other disbursements, costs or expenses of the type customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, being or preparing to be a witness in, or otherwise participating in, a hearing, proceeding, or investigation or in resisting or preparing to resist any claims or litigation, by whomsoever asserted, arising out of or in connection with any action taken or omitted in good faith as such officer, director, employee or agent. As used herein, the term "reasonable settlement" shall include settlements or compromises approved by the Corporation or by counsel for the Corporation in a written opinion to the Board that the settlement or compromise is in the interests of the Corporation and falls within these provisions of the Bylaws.

Section 2. Insurance – The Corporation shall have the power to purchase and maintain insurance on behalf of any agent, employee, volunteer, director or officer against any liability or cost incurred by that person in any such capacity or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability or cost as set forth in Article X, Section 1 above, in such amounts and with such coverages as the Board reasonably determines.

ARTICLE XI – HONORARY DESIGNATIONS

The Board may designate certain persons, institutions, organizations, societies or corporations as sponsors, benefactors, contributors, honorary directors, advisors or friends of the Corporation or such other title as the Board shall deem appropriate. Such persons, institutions, organizations, societies or corporations shall serve in an honorary capacity, shall have no membership rights in or fiduciary duties to the Corporation, and may attend meetings of the Board at the invitation of the Board.

ARTICLE XII – DISSOLUTION

The Corporation may be dissolved by a vote of the directors in the manner provided by the Corporation's Articles of Organization and Chapter 180 of the Massachusetts General Laws. Upon the dissolution of the Corporation, the Board, after making provision for the payment of all

the liabilities of the Corporation, shall arrange for the distribution of all assets of the Corporation exclusively for the tax-exempt purposes of the Corporation either by direct distribution or by distribution to one or more organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any successor federal internal revenue law), to the federal government or to a state or local government, for a public purpose, as the Board may determine, and, if required by state law, subject to an order of an appropriate court of the Commonwealth of Massachusetts. Any assets not so distributed within a reasonable time after the dissolution of the Corporation shall be disposed of in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation last was located, exclusively in such manner as in the judgment of such court will best accomplish the purposes for which the Corporation was organized.

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3/8/23 – the name of the organization was officially changed to the Friends of Brewster Seniors via a vote of the membership.