

# **BYLAWS**

## **James Arnold Mansion, Inc.**

### **ARTICLE I**

#### **General Provisions**

1. Name. The name of the Corporation shall be James Arnold Mansion, Inc. (hereafter, “the Mansion”).
2. Location. The principal office of the Corporation shall be located at 427 County Street, New Bedford, Massachusetts. The Directors may establish other offices and places of business in Massachusetts or elsewhere.
3. Fiscal Year. Except as from time to time otherwise determined by the Directors, the fiscal year of the Corporation shall end on the last day of December of each year.
4. Purpose. The purposes of the Corporation shall be as set forth in the Articles of Organization.
5. Seal. The Corporation may have a seal inscribed with the name of the Corporation and the date of incorporation in the Commonwealth of Massachusetts, and such other text or design as the Directors may determine.
6. Definitions. The following terms, as used in these Bylaws, shall have the meanings here assigned to them:
  - (a) “Corporation” means the Corporation named in Article I Section 1 of these Bylaws.
  - (b) “Club” means the parent entity, the Wamsutta Club.
  - (c) “Board of Directors” means the Board of Directors of the Corporation.
  - (d) “Directors” means the Directors of the Corporation.
  - (e) All references in these Bylaws to the Articles of Organization and to these Bylaws shall be deemed to refer, respectively, to the Articles of Organization and the Bylaws of the Corporation as amended and in effect from time to time.

### **ARTICLE II**

#### **Sole Corporate Member**

1. Member. The sole Member of the Corporation shall be the Wamsutta Club, as represented by its duly elected Board of Directors, and which is designated herein as the Corporate Member.

2. Powers. The Corporate Member shall have such powers and rights as are vested in it by law, the Articles of Organization and these Bylaws. In addition, the Corporate Member shall have the following rights to:

(a) Review, adopt, amend and approve the Corporation's Articles of Organization, Bylaws and any proposal or plan for merger, consolidation or dissolution.

(b) Appoint and remove the Directors of the Corporation, including the right to approve or disapprove nominations for appointment and recommendations for removal received from the Board of Directors.

(c) Review, approve or disapprove any unbudgeted capital expenditure in excess of \$100,000.00, any borrowing in excess of \$100,000.00, and any borrowing which is to be secured by a mortgage or other interest in real property owned by the Corporation, regardless of the amount.

(d) Review, approve or disapprove any purchase, sale or transfer of real property or substantially all of the personal property owned by the Corporation.

(e) Review, approve or disapprove acceptance of any charitable contribution which imposes a material obligation on the Corporation or its Corporate Member.

(f) Review, approve or disapprove any creation of a subsidiary corporation or formal affiliation with another entity.

3. Actions by the Member. Rights and powers reserved to the Corporate Member under these Bylaws may be exercised by a duly adopted resolution at the Annual Meeting of the Corporate Member which shall be scheduled and convened each year during the month of October, or at any special meeting of the Corporate Member that may be scheduled and convened from time to time at the discretion of the Corporate Member in accordance with its Bylaws, or at any meeting of the Corporate Member to which the Board of Directors has submitted a proposal. Actions taken by the Corporate Member shall be communicated to the Board of Directors in a written instrument signed by an Officer of the Club or its authorized agent and delivered to the President of the Corporation's Board of Directors. All such instruments shall be made a part of the records of the Corporation.

## **ARTICLE III**

### **Directors**

1. Powers. The business and property of the Corporation shall be managed by a Board of Directors who may exercise all the powers of the Corporation which are not

expressly reserved to the Corporate Member by law, the Articles of Organization or these By-laws.

2. Number and Qualification. The Board of Directors shall be of such number, no less than five (4) nor more than eleven (11) as the Corporate Member shall determine from time to time, upon the advice and recommendation of the Board of Directors. The initial Directors shall be those persons named as Directors in the Articles of Organization. The Board shall be representative of the greater New Bedford community provided such individuals have a demonstrated interest in the purposes of the Corporation. Directors need not be members of the Club. The President of the Club shall be an *ex officio* voting Director.

3. Club Manager. The Club Manager shall be an advisor to the Board of Directors, to provide information and advice regarding Club plans and practices that may impact the Mansion. The Club Manager shall have no vote, nor is any advice or recommendation of the Manager binding on the Mansion. The Club Manager may be appointed to committees as the Board may determine.

4. Appointment and Term of Office. Annually, the Board shall submit a slate of nominees for Directors to the Corporate Member. The slate of nominees shall be the Board's recommendation but shall not be binding upon the Corporate Member. The Directors shall be appointed by the Corporate Member for a one-year term in office, provided that initial terms shall be established such that terms of office are staggered.

5. Resignation and Removal. Any Director may resign from the Board at any time by giving written notice to the President or Secretary of the Corporation. Any *ex-officio* Director shall automatically resign if he or she ceases to hold the position which is the basis for *ex-officio* membership. Any appointed Director may be removed or suspended from the Board with or without cause by the Corporate Member. Directors absent without excuse from regularly scheduled meetings for three consecutive meetings may be removed from the Board by the Corporate Member. Any vacancy on the Board may be filled by the Corporate Member, but in so doing, the Corporate Member shall seek the advice of the Board; notwithstanding, such advice is not binding on the Corporate Member.

6. Annual Meeting. The annual meeting of the Board shall be held in June of each year at the principal office of the Corporation or at such other place and at such time as may be designated by the President of the Board or by resolution of the Board. The purpose of the Annual Meeting shall be the election of Officers, reporting of the financial condition of the Corporation, and transaction of such other business as may come before the Board.

7. Regular Meetings. Regular meetings of the Directors may be held without call or notice at the principal office of the Corporation at such times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice thereof. The Directors shall meet no less than six (6) times per year.

8. Special Meetings. Special Meetings of the Directors may be held at any time and place designated in a call by the President, the Treasurer or two or more Directors, or by the Corporate Member. Notice of all Special Meetings of the Directors shall be given to each Director by the Secretary or, in case of the death, absence, incapacity or refusal of the Secretary, by the Officer or one of the Directors calling the meeting or by the Corporate Member. Such notice shall be given to each Director in person or by telephone, facsimile transmission or email at least twenty-four hours in advance of the meeting, or by postal mail addressed to such Director's business or home address and postmarked at least five days in advance of the meeting. Except as required by law, notice of a Special Meeting need not be given: (1) to any Director who, either before or after the meeting, delivers a written waiver of notice, executed by the Director, which is filed with the records of the meeting; or (2) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any Special Meeting.

9. Quorum and Action at Meetings. A majority of the Directors then in office shall constitute a quorum, but a lesser number may without further notice adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present shall decide any matter unless the Articles of Organization, these Bylaws, or any applicable law requires a different vote.

10. Presence through Communications Technology. Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting of the Board of Directors by any means of communication technology that allows all the Directors to hear each other at the same time during the meeting. Participation by such means shall constitute presence in person at the meeting.

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

12. Non-Voting Directors. The Directors may create boards or classes of non-voting directors such as an Advisory Board or honorary Directors, associate Directors, regional Directors, friends, alumni and the like, and may appoint persons to those classes for such terms and on such conditions as the Directors determine and may assign to such persons such responsibilities, duties and privileges as the Directors determine. Persons elected as

non-voting Directors shall not be Directors for the purposes of these Bylaws and shall have no votes at any meetings of the Directors. The advice of any so-constituted Advisory Board shall not be binding on the Board of Directors nor upon the Corporate Member.

13. Committees. The Directors may elect from their own number an Executive Committee, and may appoint such other committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fundraising, planning, development, building and grounds, investments, finances and budgets and other matters affecting the state of the Corporation, and may delegate such powers and duties thereto as the Board of Directors may deem advisable to the extent permitted by law.

(a) At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee.

(b) If the Directors choose to elect an Executive Committee, said Executive Committee shall not act to overturn or reverse any action of the Board of Directors, and all actions of said Executive Committee shall be ratified by the Board of Directors at its next meeting.

(c) Committee members need not be Directors; however, each committee shall be chaired by a Director.

(d) Notwithstanding the foregoing, any committee authorized by the Board of Directors to act in its behalf shall consist solely of Directors of the Corporation, and shall act subject to the authority and direction of the Board of Directors, and such acts shall be ratified by the Board of Directors, at its next meeting.

14. Policies Generally. The Board of Directors shall develop, adopt, and enforce policies required for the management and operation of a 501(c)(3) tax-exempt public charity. Such policies may include, but are not limited to, personnel, compensation, document retention and destruction, whistleblower, gift acceptance, financial, investment, and fundraising.

15. Conflicts of Interest. The Board of Directors shall adopt and adhere to a policy for the management of conflicts of interest.

## ARTICLE IV

### Officers

1. Officers and Term of Office. The initial Officers shall be those persons named as Officers in the Articles of Organization. The Directors at their annual meeting shall elect from among their number a President, Vice-president, Treasurer and Secretary, who shall hold office for a term of one year until the date fixed for the next annual meeting of Directors and until their respective successors are elected and qualified. The Directors also may at any time elect such other Officers as they shall determine. Vacancies in any office may be filled by the Directors from among the Directors then in office, and any person so appointed shall hold office until the election and qualification of a successor. Any two or more offices may be held by the same person; however, the President and Secretary shall not be the same person. The Secretary shall be a resident of the Commonwealth of Massachusetts unless the Corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. All Officers shall be Directors.

2. Resignation and Removal. Any Officer may resign by delivering a written resignation to the Corporation 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 time. A resignation may be deemed to have been tendered if an Officer fails to attend Board Meetings without excuse for any two regularly scheduled consecutive meetings, or any three regularly scheduled meetings in the Board year. The Directors may remove any Officer with or without cause by the affirmative vote of a two-thirds majority of the Directors then in office.

3. President. The President shall be the Chief Executive Officer of the Corporation, unless an Executive Director has been appointed, and as such shall have charge of the affairs of the Corporation subject to the supervision of the Board of Directors. The President shall, subject to the direction and control of the Board of Directors, preside when present at all meetings of the Directors. The President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the Directors.

4. Vice President. Subject to the direction and control of the Board of Directors, the Vice President shall perform all the duties of the President in the absence, incapacity, or inability of the President. The Vice President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the Directors.

5. Treasurer. The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the Corporation and shall keep full and accurate books of account. The Treasurer shall maintain custody of all funds, securities and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Directors. The Treasurer shall ensure that all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service and other governmental agencies are timely and correctly filed.

6. Secretary. The Secretary shall give such notices of the meetings of the Directors as are required by these Bylaws, and shall keep a record of all the meetings of the Directors. The Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Directors. In the absence of the Secretary from any meeting of Directors, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

7. Assistant Treasurer. The Directors may elect an Assistant Treasurer, who, under the supervision and direction of the Board, shall provide such assistance as the Treasurer may require. The Assistant Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Directors.

## ARTICLE V

### Staff

1. Initial Staff. The Board of Directors, with the approval of the Corporate Member and subject to financial constraints, may hire and supervise such staff as it deems necessary to carry out the plans and activities of the Corporation. Staff so hired serves at the will of the Board and subject to its direction and control.

2. Executive Director. Upon determination that the work of the Corporation so warrants, and subject to the approval of the Corporate Member, the Board of Directors may appoint, supervise, evaluate, and may terminate an Executive Director, who shall be the Chief Executive Officer of the Corporation, and as such, shall have charge of the day-to-day affairs of the Corporation. The Executive Director serves at the will of the Board and subject to its direction and control.

3. Delegation of Power. The Board of Directors shall delegate to the Executive Director such authority as is usually incident to the chief staff position of a nonprofit corporation, including authority to hire, supervise, evaluate, and terminate such additional staff as may be necessary to carry out the purposes of the Corporation and the plans and policies of the Board of Directors. The Executive Director shall have such other powers and duties as the Directors may assign. The Executive Director shall be an *ex-officio*, non-voting member of the Board and all committees.

4. Duties. The Executive Director shall oversee the operations, programming, and all other activities of the Corporation, and shall report at least annually to the Board of Directors on the progress made toward established goals. The Executive Director shall act in harmony and partnership with the Board of Directors and shall be their trusted advisor on

all matters pertaining to the operations of the Corporation. She/he shall make reports and provide information and assistance to the Directors as they may from time to time request.

5. Compensation. Depending upon the availability of funds, and in keeping with any Board-adopted policy on compensation, the Board shall compensate the Executive Director and staff at reasonable rates based on surveys of similar positions in substantially similar nonprofit corporations.

6. Board's Fiduciary Responsibility. Notwithstanding the foregoing, the hiring of staff in no way alters or limits the fiduciary responsibility of the Directors to the Corporation, nor its responsibility to oversee the entirety of the Corporation's operations and activities.

## Article VI

### Miscellaneous Provisions

1. Execution of Instruments. All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the President or the Treasurer, or Executive Director if one has been appointed, except as the Directors may generally or in particular cases otherwise determine.

2. Voting of Securities. Except as the Board of Directors may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for this Corporation at any meeting of stockholders of any other Corporation, the securities of which may be held by this Corporation.

3. Corporate Records. The original or attested copies of the Articles of Organization, Bylaws and records of all meetings of Incorporators and Directors shall be kept in Massachusetts at the principal office of the Corporation or of the Secretary, but such corporate records need not all be kept in the same office. The corporate records shall be open at all reasonable times to the inspection of the Corporate Member or any Director.

## ARTICLE VII

### Amendment of Bylaws

1. Amendment. These Bylaws may at any time be altered, amended or repealed, in whole or in part, by the Corporate Member.

2. Notice of Corporate Member. The Corporate Member shall give notice in writing to the Directors of its intent to alter, amend, or repeal the Bylaws, at least 30 days prior to the

date upon which any such alteration, amendment, or repeal of the bylaws is to be adopted. Notice shall include the proposed language or other changes intended to be made. The Directors may respond to such notice at the next meeting of the Corporate member following delivery of said notice; notwithstanding, the recommendation or advice of the Directors is not binding upon the Corporate Member.

3. Proposal of Directors to Amend. The Board of Directors may, upon the vote of a two-thirds majority of the Directors at any meeting at which a quorum is present, propose alterations, amendments, or revisions to these Bylaws. Any alterations, amendments or revisions so proposed shall be provided to the Corporate Member in writing at least 30 days before any meeting of the Corporate Member at which such proposal may be acted upon, and the Corporate Member shall timely respond to such proposal. Such proposals shall not be binding on the Corporate Member who may approve or deny in its discretion.