

Articles of Organization

1. Name: The Lake Quinsigamond Watershed Association, Inc.
2. Purposes for which the corporation is formed as follows:

Restoring, preserving and maintaining the environmental water quality and recreational quality of the Lake Quinsigamond Watershed Area.

To carry on such other activity as may be permitted to a corporation organized under Massachusetts General Laws, Chapter 180, but only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby.

The corporation is organized for charitable, scientific and educational purposes.

3. The Corporation shall have the following powers in furtherance of its corporate purposes:
 - a. The corporation shall have perpetual succession in its corporate name,.
 - b. The corporation can sue and be sued.
 - c. The corporation may have a corporate seal which it may alter at pleasure.
 - d. The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations, and indemnify such corporate personnel.
 - e. The corporation may purchase, receive, take by grant, gift, devise, bequest, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, in and unlimited amount.
 - f. The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
 - g. The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, real or personal, or any interest therein, wherever situated.
 - h. The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
 - i. The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, security interest in, all or any of its property, real or personal, or any interest therein, whenever situated.
 - j. The corporation may lend money, invest and reinvest its funds, and take hold real and personal property as security for the payment of funds so loaned or invested.
 - k. The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, as now in force or as

hereafter amended, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

- I. Unless the corporation is entitled to exemption from federal income tax under Section 501(c) (3) of the Internal Revenue Code in which case it shall make no contribution for other than religious, charitable, scientific, literary or educational purposes, the corporation may make donations in such amounts as the directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof.
- m. The corporation may pay pensions, established and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees and provisions for any or all of its directors, officers, and employees of any corporation, fifty percent (50%) or more of the shares of which outstanding and entitled to vote on the election of directors or trustees are owned, directly or indirectly, by it.
- n. The corporation may participate as a subscriber in the exchanging of insurance contracts specified in Massachusetts General Laws, Chapter 175, Section 94B as now in force or as hereafter amended.
- o. The corporation may be an incorporator of other corporations of any type or kind.
- p. The corporation may be a partner in any business enterprises which it would have power to conduct by itself.
- q. The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by –laws requires action by the members.
- r. Meetings of the members may be held anywhere in the United States.
- s. The corporation shall, to the fullest extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501 (c) (3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, trustees, officers, employees or other agents of another organization) against all liabilities, costs and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reasons of his being or having been such a director, trustee, officer, employee or agent, except with respect with to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, trustee, officer, employee or agent, 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 the corporation, 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 director, trustee, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6, which 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 of or affect any other rights to which any director, trustee, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors," "trustees," "officers," "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" director or trustee is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

- t. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer, or member of this corporation individually, or any individual having any interest in any concern in which any such trustees, officers, members, or individuals have interest, may be a party to, or may be pecuniary or otherwise interested in, any contract, transaction, or other act of this corporation, and
 - i. Such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;
 - ii. No such director, officer, member, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act; and
 - iii. Any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, any may vote to authorize the same;

The term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation.

- u. No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer, director or member of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. It is intended the corporation shall be entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.
- v. In the event of the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be disposed of to one or more organizations which have been organized for purposes similar to those of the corporation and are exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code.
- w. In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code then notwithstanding any other provision of the articles of organization or the by-laws of the corporation, the following provisions shall apply:

The directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The directors shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

- x. The corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth of Section 501 (c)(3) of the Internal Revenue Code.
- y. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on either by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- z. All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended.

[Next follows a list of President, Treasurer, Clerk and 16 Directors]

The date initially adopted on which the corporation's fiscal year ends is:

August 31

The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

Third Tuesday in September

The name and business address of the resident agent, if any, of the corporation is:

None

Signed December 5, 1984

Lake Quinsigamond Watershed Association By-Laws

Purpose: An organization for the purpose of restoring, preserving, and maintaining the environmental water quality and recreational quality of the Lake Quinsigamond Watershed area.

Name: The name of the organization shall be: "Lake Quinsigamond Watershed Association."

Type of Organization: The organization shall be a non-profit corporation. 501 (c)(3)

Membership and Dues: Any person may voluntarily join the organization by paying a yearly membership dues in the amount of \$12.00 except that if such a person is 62 years of age or over, retired, handicapped, or a full time student, the yearly membership dues shall be \$6.00. Payment of dues is a prerequisite for voting privileges.

Organizational Structure: There shall be an Executive Board composed of fifteen (15) members, the five elected LQWA officers and ten (10) members elected from the Association, by the general membership. The Executive Board Members (non-officers) shall be elected as follows: the first year, five members shall be elected to a two year term and five members shall be elected to a one year term. The following year and thereafter, all replacements shall be elected to a two year term, which will allow for staggered representation of five new members with five veteran members. Each shall serve no more than three consecutive term.

Vacancies: A vacancy which may occur in the Executive Board shall be filled for the balance of the term by the person having the next highest vote total in the previous election. Any member of the Executive Board who misses three consecutive meetings for unexcused reasons shall be asked to resign from the Board, and the vacancy shall be filled as above stated.

Method of Elections: A nominating Committee consisting of the Chairman and four other elected members from without the Board, shall receive offers of nomination from any eligible member, prior to the third Tuesday in May of each year. The Nominating Committee shall also seek out qualified candidates to be submitted at this meeting. The nominating slate shall be mailed to the general membership no later than July 31st each year, and the election shall be held at the September meeting by secret ballot of the members present. The five candidates receiving the highest vote shall be declared elected.

Executive Board Meetings: The frequency of meetings shall be determined by the Board, but at least ten meetings per year shall be held after the general meeting.

Special Meetings: Special meetings may be called by the Chairperson of the Board or by any three members of the Board. Said notice to state the time of, place of, and business to be conducted at said special meetings. The Board must have 24 hour notice before such meetings.

Officers of the Board: The officers of the Executive Board will be the same individuals that are officers of the general body, the Lake Quinisgamond Watershed Association.

The Chairperson shall preside over the Executive Board meetings and the Vice President, Treasurer, Recording Secretary, and Corresponding Secretary will preside, in that order, in the Chairperson's absence.

In order to have a valid Executive Board meeting a quorum of eight members shall be present.

The Chairperson shall determine the agenda prior to the meeting and so inform the secretary. Roberts Rules of Order Revised shall govern the proceedings of all meetings.

General Membership: The frequency of general meetings shall be determined by the Executive Board, but there shall be at least 10 meetings during a year including the third Tuesday in September for the election of officers and Board Members.

The Chairperson of the Executive Board shall preside over the general meeting. The agenda shall be determined by the Chairperson, which may include committee reports, old business, new business, and general discussion.

IF a quorum (50%) of the general membership is present at a general meeting and a majority vote is taken on any particular issue, the Executive Board shall be required to vote at its Executive Board meeting in accordance with the majority vote of the general members on said issue.

Fiscal Year: The fiscal year for the organization shall begin on October 1.

Committees: The Executive Board shall appoint members from within and without the Board for such committees as they may determine necessary for the promotion of those activities to further the goals of the organization.

Amendment of By-Laws: these By-Laws may be amended by a two-thirds vote of the Executive Board subject to the approval of two-thirds of the membership present and voting at the next general meeting. Any proposed change in the By-Laws shall be sent to all members at least one week prior to the next general meeting.

Dissolution of the Organization: Upon deciding on dissolution of the organization, the funds and materials shall require a vote of the general membership for dispersal.