

BY LAWS
WHITE OAK LAND CONSERVATION SOCIETY, INC.

ARTICLE I

General Provisions

Section 1. Name. The name of this organization shall be WHITE OAK LAND CONSERVATION SOCIETY, INC.

Section 2. Office. The principal office of the corporation shall be located in the Town of Holden, County of Worcester, Commonwealth of Massachusetts.

Section 3. Purposes

Said corporation is organized exclusively for charitable, educational and scientific purposes set forth in its Articles of Organization: including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). To accomplish these purposes, the corporation may solicit, receive and borrow, with or without security, real and personal property, including funds, by way of gifts, contributions, and subscriptions and administer, hold, convey, transfer, disburse, lend and sell the same for such charitable, scientific, literary and educational purposes as are permitted by section 501(c)(3) of the Internal Revenue Code of the United States as it now exists and as hereafter amended.

Section 4. Dues. The Board of Directors may by resolution establish rates of annual dues for the various levels of membership.

ARTICLE II

Members

Section 1. The Board of Directors may by resolution establish one or more classes of membership and the dues thereof. All members shall have voting rights.

Section 2. All interested persons may become members upon payment of dues.

Section 3. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause. Any member may resign by filing a written resignation with the Secretary.

Section 5. Committees. Committees may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

ARTICLE III

Board of Directors

Section 1. The property, business and affairs of the corporation shall be managed by a Board of Directors. Directors shall be Members of the Corporation. The President, Vice President, Treasurer and Secretary shall, upon election, automatically be members of the Board of Directors.

Section 2. The number of Directors shall be at least seven. Each Director shall hold office until the next Annual Meeting of Members and until his successor shall have been elected and qualified.

Section 3. An Annual Meeting of the Members will be held each November for the purpose of electing officers and directors, and for the transaction of such other business as may come before the meeting. The Board of Directors may select the time and place for the regular monthly meetings of the board. .

Section 4. Special Meetings of the Board of Directors may be called by or at the request of the President or any four (4) Directors by giving notice, of the date, time, place, and purpose of such meeting to all Directors at least two (2) days in advance of such meeting.

Section 5. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular or special Meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

Section 7. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 8. A director may resign by delivering his written resignation to the President, Treasurer or Clerk of the Corporation.

ARTICLE IV

Officers

Section 1. The officers of the corporation shall be President, Vice President, Treasurer and Clerk. Each position is nominated and voted on at the Corporation's Annual Meeting. No one person shall hold more than one office.

Section 2. The officers of the corporation shall be elected annually by the Members at the Annual Meeting. Each officer shall hold office until his successor shall have been elected and qualified. Each board member will serve a two-year term and each officer will hold office for a one-year term. Each member and officer can be re-elected to serve at the Annual Meeting.

Section 3. A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all Meetings of the Members and of the Board of Directors. He may sign, with the Clerk, or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officers or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as the President or the Board of Directors may from time to time assign to him.

Section 6. Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of, and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions set forth in Article IX of these By-Laws; and in general perform all of the duties incident to the office of Treasurer and such others as may from time to time be assigned to him by the President or the Board of Directors.

Section 7. Secretary. The Clerk shall keep the minutes of the Meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provision of these By-Laws; keep a register of the post office address of each member or contributor which shall be furnished to the Secretary by such member and contributor; and in general perform all such duties incident to the office of Clerk and such other duties as may from time to time be assigned to him by the President or by the Board of Directors.

ARTICLE V

Meetings

Section 1. The Annual Meeting of the members shall be held in November of each year at the office of the corporation or such other time and place as the Board of Directors may select, for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings of the Members may be called by the President, and shall be called upon written request of the Board of Directors, or not less than seven (7) members.

Section 3. Written notice stating the place, date, and hour of any meeting of Members shall be sent to the members not less than ten (1) nor more than forty-five (45) days before the date of such meeting, by or at the direction of the President, or the Secretary, or persons calling the meeting. The purpose or purposes for which the Meeting is called shall be stated in the notice.

Section 4. Ten (10) Members shall constitute a quorum.

Section 5. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of its members, Board of Directors and Committees, and shall keep at the principal office a record giving the names and addresses of the Members entitled to vote and of the contributors. Board will take requests from members for examination of books and records.

ARTICLE VI

Execution of Papers

The Board of Directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these by-laws, to enter into any contract or execute and delivery any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances. The Board will take requests from members for examination of books and records and will accommodate requests by Members to review books and records by making materials available for review at a reasonable time and place of the Boards' selection.

ARTICLE VII

Fiscal Policies

Section 1. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as from time to time be determined by the Board of Directors. In the absence of such determination by the board, such instrument shall be signed by the Treasurer of the corporation.

Section 2. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors shall select.

Section 3. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 4. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year unless otherwise designated by the Board of Directors.

ARTICLE VIII

Indemnification

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted under the Internal Revenue Code as amended, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on activities not permitted to be carried on by a corporation exempt from Federal Income tax under section 501©(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Law).

ARTICLE IX

Amendments of By-Laws

Provided that Article II as originally adopted shall not in any way be contravened, these by-laws may be altered, amended, or repealed and new by-laws may be adopted by a two-thirds majority of the members present at the Annual Meeting or at any special meeting of the members, if at least fourteen days written notice is given of intention to alter, amend or repeal, or to adopt new by-laws at such meeting, and such notice shall specify the language of the proposed change.

ARTICLE X

Dissolution of the Corporation

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501©(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be distributed in accordance with the statutes of the Commonwealth of Massachusetts by petition to the Supreme Judicial Court requesting distribution to the Towns or Cities in which the lands of the Corporation are located, respectively for similar purposes.