

2008 Final Revised Bylaws – Draft Resolution

RESOLVED, that the by-laws of Hilltown Community Development Corporation (“Hilltown CDC”) are revised in their entirety to read as follows, effective upon the effective date of the amendment of section 2 of the articles of organization of Hilltown CDC:

BY-LAWS of HILLTOWN COMMUNITY DEVELOPMENT CORPORATION

ARTICLE I Purposes

Section 1.1. Purposes. Hilltown Community Development Corporation (“Hilltown CDC”) is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) and specifically for the purpose of improving the quality of life for Hilltown residents by addressing economic, educational and social needs while preserving the rural character of the area served by Hilltown CDC. This includes but is not limited to the following objectives:

- A. To expand opportunities for individuals and groups to own and operate business enterprises by furthering the development of business enterprises in the Service Area; to help individuals and groups to develop the entrepreneurial and management skills necessary for the successful operation of business enterprises; to provide financial and technical assistance for the successful operation of such business enterprises.
- B. To reduce unemployment and underemployment by fostering the expansion and emergence of job-producing enterprises in the Service Area.
- C. To improve the availability of safe and affordable housing in the Service Area.
- D. To promote, coordinate, support and, where necessary, provide social and community services to the residents of the Service Area so as to complement economic growth with social stability. Such efforts might include, for example, provision of services such as: day care, health care, education, transportation, and/or information.
- E. To foster and participate in regional planning and development so as to support the efforts of local governmental units in the Service Area.
- F. To protect and preserve the natural resources of the Service Area while promoting their sustainable use.

Section 1.2. Service Area. As used in these by-laws, the term “Service Area” means the area composed of the following Massachusetts Hilltowns: Chester, Chesterfield, Cummington, Goshen, Huntington, Middlefield, Plainfield, Westhampton, Williamsburg and Worthington. Other Hilltowns in Hampshire, Hampden, and/or Franklin counties may be added to and/or removed from the Service Area from time to time by the Board.

ARTICLE II Members

Section 2.1. Voting Members. There are two types of Voting Members of Hilltown CDC: Individual and Organizational/Business.

Upon application to the Board and payment of required annual dues, an individual who is at least 18 years old may become an Individual Member of Hilltown CDC.

Upon application to the Board and payment of required annual dues, a corporation, non-profit organization, or other entity may become an Organizational/ Business Member of Hilltown CDC. On the application form, the entity shall designate one person, who shall be at least 18 years old, to vote on behalf of the Organizational/ Business Member.

The membership application and the annual dues shall be in such form as the Board may from time to time determine. Membership shall be for a one-year period. Persons who are unable to afford dues may pay what they can afford, as determined by the Board.

Section 2.2. Annual Meeting of Voting Members. An annual meeting of the Voting Members of Hilltown CDC shall be held for the purpose of electing directors, receiving the annual reports of Hilltown CDC, and conducting appropriate business. The annual meeting shall be held within the Service Area within nine months of the end of the fiscal year at a time and place determined by the Board.

Section 2.3. Special Meetings of Voting Members. The Board may call special meetings of the Voting Members of Hilltown CDC at any time and at any place within the Service Area.

Section 2.4. Notice of Meetings of Voting Members. Notice of each annual and special meeting of Voting Members of Hilltown CDC shall be published in at least two widely-read local publications not less than twenty days nor more than thirty days before the meeting. Voting Members are not entitled to any other form of notice of such meetings.

Section 2.5. Quorum at Meetings of Voting Members. At any annual or special meeting of the Voting Members of Hilltown CDC, ten Voting Members shall constitute a quorum for the transaction of business. When a quorum is present at any such meeting, the affirmative vote of a majority of the Voting Members in attendance thereat and voting on the matter shall, except where a larger vote is required by law, by the Articles of Organization or by these by-laws, decide any matter brought before such meeting.

Section 2.6. Non-Voting Members. The Board may from time to time designate one or more persons and/or entities as Honorary Members for a stated period of time. Honorary Members shall not have the right to vote at, or the right to notice of, annual or special meetings of Voting Members.

ARTICLE III Board of Directors

Section 3.1. Number and Qualifications. The Board shall consist of up to 15 directors, each of whom shall be a Voting Member of Hilltown CDC. At least one-third of the directors must represent Hilltown CDC's low- and moderate-income constituency, either by having low or moderate incomes or through leadership in organizations serving low and moderate-income individuals. No person who is a Family Member (as that term is defined in Hilltown CDC's conflict of interest policy as in effect from time to time) of a Hilltown CDC staff member may serve as a member of the Board. Whenever any director shall have died, resigned, been removed, or become disqualified, the Board may elect a new member to the Board to fill his or her unexpired term at any regular meeting or at any special meeting called for that purpose. Any director so elected shall take office immediately and shall hold office for the remainder of the unexpired term and until his or her successor is elected and qualified.

Section 3.2. Election of Directors. At each of their annual meetings, the Voting Members of Hilltown CDC shall elect one-third of the directors, each of whom must be qualified under Section 3.1 of these by-laws. Each director so elected shall serve for a term of three years and until his or her successor is elected and qualified. Each new member of the Board shall take office immediately upon election.

Section 3.3. Powers. The Board shall have and may exercise all the powers of the corporation, except those reserved to the Voting Members by law, by the articles of organization or by these by-laws.

Section 3.4. Regular Meetings. Regular meetings of the Board shall be held at such places within the Service Area and at such times as the Board may from time to time determine. No notice shall be required for any regular meeting held at a time and place fixed in advance by the Board.

Section 3.5. Special Meetings. Special meetings of the Board may be held at any time and at any place within the Service Area when called by the President or by two or more directors, reasonable notice thereof being given to each director by the Clerk or, in case of the death, absence, incapacity or refusal of the Clerk, by the President or the directors calling the meeting. In addition, special meetings of the Board may be held at any time without call or formal notice, provided all the directors are present or waive notice thereof by a writing which is filed with the records of the meeting. In any case, it shall be deemed sufficient notice to a director to send notice at least 48 hours before the meeting by personal delivery, or by telefax or email to such telefax number or email address as has been designated by such director, or by mail addressed to that director at his or her usual or last known business or residence address.

Section 3.6. Quorum. At any meeting of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting. When a quorum is present at any meeting, the affirmative vote of a majority of the directors in attendance thereat and voting on the matter shall, except where a larger vote is required by law, by the Articles of Organization or by these by-laws, decide any matter brought before such meeting.

Section 3.7. Action By Written Consent. Any action by the Board may be taken without a meeting if a written consent thereto is signed by all the directors and filed with the records of the meetings of the Board. Such consent shall be treated as a vote of the Board for all purposes.

ARTICLE IV Committees

Section 4.1. Executive Committee. There shall be an Executive Committee of the Board consisting of the President, the Vice President, the Treasurer, and the Clerk. In addition, the Board may designate one other person from among its members to serve on the Executive Committee at the pleasure of the Board. Unless otherwise provided by the Board or by law, the Executive Committee shall have and may exercise all of the powers of the Board in the interim between meetings of the Board. The Executive Committee may make rules consistent herewith for the holding and conduct of its meetings.

Section 4.2. Committees. The Board may from time to time create and abolish such other committees as it deems necessary or desirable for the conduct of the affairs of the corporation, to which may be appointed such persons as the Board may determine. Except as the Board may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the Board, its business shall be conducted in a manner similar to that provided in these by-laws for the Board. No person who is a Family Member (as that term is defined in Hilltown CDC's conflict of interest policy as in effect from time to time) of a Hilltown CDC staff member may serve as a member of any Committee that deals with matters that may affect Hilltown CDC staff member(s).

Section 4.3. Quorum of Committees. At any meeting of any Executive Committee or other committee, a majority of the members of such committee shall constitute a quorum for the transaction of business, but a lesser number of committee members may adjourn any meeting from time to time. When a quorum is present at any meeting, a majority of the members of such committee present thereat shall decide any matter brought before such meeting.

ARTICLE V Officers

Section 5.1. Election. The Board shall elect from among its members the officers of Hilltown CDC, which shall consist of a President, a Vice-President, a Treasurer, a Clerk and such other officers as the Board may determine. All officers shall be elected by the Board at any meeting thereof and shall serve at the pleasure of the Board and for such terms as the Board may determine.

Section 5.2. Qualification and Powers. Subject to law, to the Articles of Organization, and to these by-laws, each officer shall hold office until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified. Each officer shall, subject to these by-laws, have in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his or her office, and such duties and powers as the Board may from time to time designate.

Section 5.3. President. The President shall preside at all meetings of the Board of Directors and any committee created by the Board of which he or she is a member.

Section 5.4. Vice President. The Vice-President shall exercise all the powers and duties of the President in the absence or incapacity of the President.

Section 5.5. Clerk. The Clerk shall be responsible for assuring that records of all meetings of the Board and of the Executive and other committees are kept. The Board may designate a person other than the Clerk to record the proceedings of any such meeting.

Section 5.6. Treasurer. The Treasurer shall, subject to the direction of the Board, be responsible for oversight of the financial condition of Hilltown CDC and for the care and custody of its funds, securities and valuable papers, except his own bond, if any. The Treasurer shall have power to endorse for deposit or collection all notes, checks, drafts and other obligations and orders for the payment of money payable to Hilltown CDC or its order, and to accept drafts on behalf of Hilltown CDC, provided that the Board may designate employees of Hilltown CDC to exercise some or all of such powers. The Treasurer shall be responsible for assuring that accurate books of account are kept by Hilltown CDC. If required by the Board, he or she shall give bond for the faithful performance of his or her duties in such form, in such sum, and with such sureties as the Board shall require.

ARTICLE VI Resignations and Removals

Section 6.1. Resignations and Removals. Any director, officer or agent may resign at any time by delivering his or her resignation in writing to the President or the Clerk or to a meeting of the Board. Any director may be removed from office, with or without cause, by vote of two-thirds of the directors then in office at any meeting called for the purpose.

ARTICLE VII Vacancies

Section 7.1. Vacancies. If the office of any director becomes or remains vacant, by reason of death, resignation, removal or disqualification of an incumbent director or the failure of the Board of Directors or the Members to elect the full number of directors, the vacancy may be filled by the Board at any meeting, which may be the same meeting at which a former holder of such office was removed, with such director to serve the remaining unexpired term. If the office of any officer becomes vacant, the Board of Directors shall fill such vacancy from among its members. The Board shall have and may exercise all its powers notwithstanding the existence of one or more vacancies in its number as fixed by these by-laws, provided there be at least two directors in office.

ARTICLE VIII Fiscal Year

Section 8.1. Fiscal Year. The fiscal year of Hilltown CDC shall end on the last day of June.

ARTICLE IX Indemnification

Section 9.1. Indemnification. In addition to any other rights to which any such person may be entitled by contract or otherwise under law, and subject to any applicable law, Hilltown CDC shall indemnify, defend and save harmless any person and his or her heirs, executors and administrators against any cost, expense (including attorney's fees and amounts paid in settlement), fine, penalty, judgment or liability reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party or with which such person shall be threatened, by reason of such person being or having been a director, officer or employee of the corporation or serving or having served in any such capacity in any other organization at the request of the corporation unless with respect to any matter such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation.

ARTICLE X Amendments

Section 10.1. Amendments. Sections 2.1 through 2.5 and Section 3.1 of these by-laws may be amended only by a majority vote of the Voting Members at an annual or special meeting thereof. The notice of such meeting shall contain a general description of the proposed amendment, and copies of the proposed amendment shall be available at least 15 days before the meeting at Hilltown CDC's office. Any other provision of these by-laws may be amended by a two-thirds vote of the Board at any meeting thereof. A copy of the proposed amendment shall be furnished to each Director at least seven days prior to such meeting.