

**BYLAWS OF  
DORER COMMUNITY SERVICE FOUNDATION INC**

A MASSACHUSETTS CORPORATION

ARTICLE 1

NAME AND PURPOSES

**Section 1.1.** The name and purposes of the Corporation shall be as set forth in the Articles of Organization. These Bylaws, the powers of the Corporation and of its directors and officers, shall be subject to the Articles of Organization as in effect from time to time, and all references in these Bylaws to the Articles of Organization shall be deemed to be to said Articles of Organization.

ARTICLE 2

OFFICES

**Section 2.1.** *Principal and Other Offices.* The principal office of Dorer Community Service Foundation Inc (the “**Corporation**”) is located at 26 Beals Street, Brookline, MA 02446. The Board of Directors (the “**Board**”) may change the location of the principal office of the Corporation in the Commonwealth of Massachusetts and establish such other office or offices, within or without the Commonwealth of Massachusetts, as the Board deems appropriate. Any such change shall be noted by the clerk of the Corporation, but shall not be considered an amendment of these Bylaws.

**Section 2.2.** *Registered Agent.* The name of the Corporation’s registered agent in the Commonwealth of Massachusetts is Christopher Lang. The address of the Corporation’s registered agent is Lang Coakley, LLC, 1842 Centre St, West Roxbury, MA 02132.

ARTICLE 3

NO MEMBERS

**Section 3.1.** *No Members.* The Corporation shall not have any voting members. Any action or vote permitted to be taken by members pursuant to G.L. c. 180 shall be taken by action or vote of the same percentage of the Board of the Corporation.

ARTICLE 4

BOARD

**Section 4.1.** *General Powers.* Except as otherwise required by law or as otherwise specified in the Articles of Organization, the business and affairs of the Corporation shall be managed by or under the direction of the Board.

**Section 4.2.** *Number and Election.* The Board shall consist of not less than three nor more than ten Directors, the exact number of Directors to be determined from time to time by resolution adopted by greater than 50% (a “**majority**”) of the members of the Board then in office. Directors may be elected at any meeting of the Board by a majority of the Board. The Board may establish policies and procedures

for the nomination of Directors and a Board Nomination Committee, pursuant to Section 4.9., for the purpose of identifying the desired experience required of new Directors, potential Directors, and the process for nominating and electing Directors.

**Section 4.3.** *Term of Office.* A Director may be elected for a specific period or term if so determined by the Board at any time before or after such election. Each Director shall hold office until such Director's successor has been duly elected and qualified, or until such Director's earlier death, resignation or removal.

**Section 4.4.** *Quorum.* A majority of the Directors then in office shall constitute a quorum to transact business at any meeting and, except to the extent otherwise provided by Massachusetts law, the Articles of Organization or these Bylaws, an act approved by a majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a meeting may be adjourned by a majority of the Directors present until such time as a quorum may be obtained. Each Director at a meeting is entitled to one vote and no proxies may be exercised at a meeting.

**Section 4.5.** *Place of Meetings; Electronic Meetings.* Meetings of the Board may be held within or without Massachusetts, at such place and at such time as may be determined from time to time by the Board (or the President in the absence of a determination by the Board). Unless otherwise restricted by the Articles of Organization or these Bylaws, Directors, or any committee designated by the Board, may participate in a meeting of the Board, or such committee, as the case may be, by means of conference telephone or other communications equipment by which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting. For the avoidance of doubt, "communications equipment" shall include without limitation computers, laptops, cell phones, tablets or other devices that use applications, including without limitation applications such as Zoom and Google Meet, that allow all persons participating in a meeting to hear each other whether or not they can see each other.

**Section 4.6.** *Annual Meeting.* The annual meeting of the Board shall be held each calendar year on such date and such time as determined by the Board at least one month in advance. If the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

**Section 4.7.** *Other Meetings.* There may be such other meetings of the Board as may be scheduled by the Board. Such other meetings of the Board may be called at any time upon the request in writing or by electronic transmission of any Officer of the Corporation or by four or more Directors. Notice of all such meetings shall be given to the Directors by the Clerk (or in the case of the death, absence, incapacity or refusal of the Clerk in writing or by electronic transmission, by the Director(s) or Officer calling the meeting) at least 48 hours prior to the meeting and shall specify the place, day and hour of the meeting and the purpose or purposes thereof.

**Section 4.8.** *Waiver of Notice.* Notice of a meeting of the Board or any committee of the Board need not be given (i) to any Director if a written waiver of notice, executed by the Director before or after the meeting, is filed with the records of the meeting nor (ii) to any Director who attends the meeting without protesting prior thereto or at its commencement his or her lack of notice. The attendance of a

Director at such meeting shall constitute a waiver of notice of such meeting, except when the Director attends such meeting for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened. A waiver of notice need not specify the purpose of the meeting of the Board or committee of the Board.

**Section 4.9. Committees.** The Board may establish one or more committees of the Board, appoint one or more Directors to any such committee, and delegate to any such committee or committees any or all of its powers, except those which may not be delegated pursuant to G.L. c. 156B, § 55, G.L. c. 180, by any other law, by the Articles of Organization or by these Bylaws. Any committee to which the powers of the Board are delegated may consist of Directors and other persons, except that only Directors shall be entitled to vote on actions of the committee. Each committee shall keep a record of its proceedings. Unless the Board otherwise determines, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Board. The members of any committee shall remain in office at the pleasure of the Board, and all actions of any committee or committees shall be subject to ratification, modification or rescission by the Board.

**Section 4.10. Action Without a Meeting.** Except as may be specifically restricted by the Articles of Organization or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or such committee, as the case may be, consent to the action in writing or by electronic transmission, and the writing(s) or electronic transmission(s), which shall be treated for all purposes as a vote at a meeting, are filed with the records of the meetings of the Board or committee.

**Section 4.11. Resignations.** Any Director may resign at any time by delivering his or her resignation in writing or by electronic transmission to the Board or to an Officer of the Corporation at the Corporation's principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4.12. Vacancies.** Any vacancy on the Board, however occurring, or newly created Director position may be filled by a majority of the Board present at a meeting at which a quorum is present, or a majority of the remaining Directors though less than a quorum. In the event of a vacancy in the Board, the remaining Directors, except as otherwise provided by Massachusetts law, may exercise all powers of the Board until the vacancy is filled.

**Section 4.13. Removals.** Except as the Articles of Organization may otherwise provide, any Director may be removed, with or without cause, by a vote of at least three-fourths of the Board present at a meeting called for that purpose at which a quorum is present, other than the Director or Directors that are the subject of that vote.

**Section 4.14. Corporation's Policies, Including Code of Ethics.** All Directors are required to comply with the Corporation's policies adopted by the Board and in effect from time to time, including without limitation the Corporation's Conflict of Interest Policy.

**Section 4.15. Compensation.** Directors shall not be entitled to receive compensation for their service as Directors.

ARTICLE 5  
OFFICERS AND AGENTS

**Section 5.1.** *Principal Officers.* The Officers of the Corporation shall consist of a President, a Clerk, and a Treasurer and such other Officers as the Board may appoint from time to time. So far as permitted by Massachusetts law, two or more offices may be filled by the same person; *provided* that no Officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required to be executed, acknowledged or verified by two or more persons.

**Section 5.2.** *Election; Term of Office and Remuneration.* Officers may be elected at any meeting of the Board by a majority of the Board and shall be so elected promptly upon any such office becoming vacant for any reason. An Officer may be elected for a specific period or term if so determined by the Board at any time before or after such election. Each Officer shall hold office until such Officer's successor has been duly elected and qualified, or until such Officer's earlier death, resignation or removal or becomes disqualified.

**Section 5.3.** *Resignations.* Any Officer may resign by delivering his or her resignation in writing or by electronic transmission to the Board. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.4.** *Removals.* Any Officer may be removed from the position of Officer, with or without cause, at any time by a vote of at least two-thirds of the Directors then in office.

**Section 5.5.** *Vacancies.* The Directors shall promptly elect a successor if the office of the President, Treasurer or Clerk becomes vacant and, except as otherwise provide in Section 5.01, may elect a successor if any other office becomes vacant. Each such successor shall hold office until his or her successor has been duly elected and qualified, or until such successor's earlier death, resignation or removal or becomes disqualified.

**Section 5.6.** *President.* The President shall perform all duties incident to the office and such other duties as may be required by law, the Articles of Organization or these Bylaws or as may be prescribed from time to time by the Board. The President shall also have such other powers and perform such other duties as the Board may from time to time prescribe. Unless another person is specifically appointed by the Board as Chair or Co-Chair, the President shall preside at all meetings of the Board.

**Section 5.7.** *Clerk.*

(a) The Clerk shall act as the Secretary of the Corporation and: attend all meetings of the Board and committees of the Board, record and preserve true minutes of such meetings in a book or books to be kept therefor; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by Massachusetts law; keep a register of the address of each Director which shall be furnished to the Clerk by such Director; keep, or cause to be kept, original or attested copies of the Articles of Organization, these Bylaws, and other valuable papers and documents of the Corporation at the principal office of the Corporation, or at the

office of the Clerk or resident agent if any is appointed; have general charge of the records of the Corporation; and perform all other duties incident to the office and such other duties as may be required by law, the Articles of Organization or these Bylaws or as may be prescribed from time to time by the Board. The Clerk shall be subject to the supervision and direction of the Board.

(b) If the Clerk is not present at a meeting of the Board or committee of the Board, a temporary Clerk to be designated by the person presiding at the meeting shall perform the duties of the Clerk.

**Section 5.8. Treasurer.** The Treasurer shall have general charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board; receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever; disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board, keeping proper record of such disbursements; keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore; render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and the financial condition of the Corporation; prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and perform all other duties incident to the office and such other duties as may be required by law, the Articles of Organization or these Bylaws or as may be prescribed from time to time by the Board. The Treasurer shall be subject to the supervision and direction of the Board.

**Section 5.9. Signing Authority.** Except as otherwise expressly provided by law, the Articles of Organization or these Bylaws, each of the President, acting alone, and the Treasurer, acting jointly with the President, shall be authorized to execute, in the name of the Corporation, such deeds, mortgages, bonds, contracts, checks or other instruments as the President and the Treasurer may from time to time be authorized, either generally or specifically, by the Board.

## ARTICLE 6 SEAL

**Section 6.1. Seal.** The Board may adopt, use, and alter a corporate seal, all in its discretion. Such seal, if any, shall be kept at the principal office of the Corporation. Failure to affix the seal to Corporate instruments, however, shall not affect the validity of any such instrument.

## ARTICLE 7 FISCAL YEAR

**Section 7.1. Fiscal Year.** The first fiscal year of the Corporation shall begin on the day it is incorporated and end on the next December 31 and each fiscal year thereafter shall begin on the first day of January and end on the last day of December of the following calendar year, except as from time to time otherwise determined by the Board.

ARTICLE 8  
CERTAIN CONTRACTS AND TRANSACTIONS

**Section 8.1.** *Certain Contracts and Transactions.* The Corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with a Director and with Corporations, partnerships, limited liability companies, trusts, firms, associations or other entities in which any Director or Officer is or may be or become interested as a director, officer, shareholder, partner, member, trustee, beneficiary or otherwise as freely as though such adverse interest did not exist even though the vote, action or presence of such Director may be necessary to obligate the Corporation upon such contract or transaction. No such contract or transaction shall be voided, and no such Director shall be held accountable to the Corporation or to any creditor of the Corporation for any profit or benefit realized by the Director or Officer through any such contract or transaction by reason of such adverse interest or by reason of any fiduciary relationship of such Director to the Corporation arising out of such office; *provided* that the nature of the interest of such Director, though not necessarily the details or extent thereof, are known by or disclosed to all of the Directors pursuant to the Conflict of Interest Policy attached hereto as Exhibit A. No contract or transaction shall be voided by reason of any provision of these Bylaws that would be valid but for these provisions.

**Section 8.2.** *Checks, Notes and Contracts.* The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

**Section 8.3.** *Investments.* The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal, intangible or otherwise as the Board may deem desirable.

ARTICLE 9  
INDEMNIFICATION AND INSURANCE

**Section 9.1.** *Indemnification.*

(a) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director or Officer of the Corporation or is or was serving at the written request of the Corporation as a director or officer of another Corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law. The right to indemnification conferred in this Section shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by law upon receipt of an undertaking by said indemnitee to repay such sums if it is subsequently established that said indemnitee is not entitled to indemnification hereunder, which undertaking may be accepted, in the sole discretion of the disinterested directors, without reference to the financial ability of such person to make repayment. The right to indemnification conferred in this Section shall be a contract right. Any amendment, alteration or repeal of this Section

that adversely affects any right of an indemnitee or its successors shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment, alteration or repeal.

(b) The Corporation may, by action of the Board, provide indemnification to such of the employees and agents of the Corporation to such extent and to such effect as the Board shall determine to be appropriate and authorized by law.

**Section 9.2. Insurance.** The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its Directors, Officers, employees and agents to the full extent such indemnification is permitted by law, and to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, Officers and employees pursuant to Section 9.1., or to indemnify such persons in instances in which they may be indemnified pursuant to Section 9.1..

## ARTICLE 10 AMENDMENTS

**Section 10.1. Amendments.** These Bylaws may be altered, amended or repealed, in whole or in part, by vote of at least two-thirds of the Directors then in office, the notice of which vote contains a statement of the proposed alterations or amendments.

## ARTICLE 11 NON-PROFIT CORPORATION

**Section 11.1. Non-Profit Corporation.** The Corporation is a non-profit Corporation organized pursuant to G.L. c. 180. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, employees or other private persons, or any partnership, estate, trust, or Corporation having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation and reimburse reasonable expenses for services rendered to, and to make payments or distributions in furtherance of the purposes of, the Corporation.

## ARTICLE 12 ANTIDISCRIMINATION

**Section 12.1. Antidiscrimination.** No individual otherwise qualified shall be excluded from participation in, or denied the benefits of, or subject to discrimination under any programs or activities of the Corporation solely by reason of race, color, religion, sex, age, national origin, handicap or any other basis prohibited by law.

## ARTICLE 13 ADVISORY BOARD

**Section 13.1. Purpose.** The Advisory Board (the “**Advisory Board**”) is a volunteer group of concerned, dedicated individuals that share a belief in the mission of the Corporation. . The operation of the Advisory Board shall be specified in a manner determined by the Board of Directors.