

BYLAWS of NATICK COMMUNITY ORGANIC FARM, INC.

Section 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR.

1.1 Name and Purposes The name and purposes of the corporation shall be as set forth in the Articles of Organization.

1.2 Location The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal The Directors may adopt and alter the seal of the corporation.

1.4 Fiscal Year The fiscal year of the corporation shall, unless otherwise decided by the Directors, end on December 31st in each year.

Section 2. MEMBERS

2.1 Number, Election, and Qualification Unless the members otherwise designate, there shall be no qualifications for members other than payment of applicable membership dues. No such designation shall disqualify a member when the designation is made.

2.2 Tenure Each member shall remain a member for so long as they remain current as to payment of annual membership fees or as long as membership is active.

2.3 Powers and Rights Members shall have no benefits or rights other than as provided herein or under applicable law other than such membership privileges as may be made available by the Board of Directors or officers of the Corporation. Each corporate membership constitutes one vote at regular or special meetings.

2.4 Annual Meetings The annual meeting of the members shall be held on the first Wednesday of January in each year, unless a legal holiday, which would then be the next Wednesday, in January of each year. The annual meeting may be held at the principal office of the corporation or at such other place within the Commonwealth of Massachusetts as the President of the Board, members, or Directors shall determine. Notice of the date set for the annual meeting, which date shall be in accordance with the terms of these bylaws, shall be made at least sixty (60) days prior to such designated meeting date. Notice of any change of the date fixed in these bylaws for the annual meeting shall be given to all members at least twenty days before the new date fixed for such meeting. If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these bylaws, except in this Section 2.4, to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 2.6 and 2.7.

2.5 Regular Meetings Regular meetings of the members may be held in any place designated by the President of the Board.

2.6 Special Meetings Special meetings of the members may be held at any time and at any place within the United States. Special meetings of the members may be called by the President of the Board or by the Directors, and notice shall be given by the Clerk or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of three or more members

2.7 Call and Notice

(a) Annual and Regular Meetings No call or notice shall be required for annual or regular meetings of members, provided that reasonable notice:

- (i) of the first regular meeting following the determination by the members of the times and places for regular meetings shall be given to absent members
- (ii) of an annual meeting not held at the principal office of the corporation shall be given to each member
- (iii) specifying the purpose of an annual or regular meeting shall be given to each member if either contracts or transactions of the corporation with interested persons or amendments to these bylaws (as adopted by the Directors or otherwise) are to be considered at the meeting and
- (iv) shall be given as otherwise required by law, the articles of organization or these bylaws

Notice of any meeting given in a publication of general circulation to members shall be deemed to be adequate notice to members as to any meeting.

(b) Special Meetings Reasonable notice of the time and place of special meetings of the members shall be given to each member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these bylaws or unless there is to be considered at the meeting

- (i) contracts or transactions of the corporation with interested persons,
- (ii) amendments to these bylaws (as adopted by the Directors or otherwise),
- (iii) an increase or decrease in the number of members or directors, or
- (iv) removal or suspension of a member or Director.

(c) Reasonable and Sufficient Notice Except as otherwise expressly provided, it shall be reasonable and sufficient notice under this section 2.7 to send notice to members by email addressed to them at least twenty-four hours before the meeting or by publication of general circulation to members.

(d) Waiver of Notice Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by them (or their attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

2.8 Quorum At any meeting of the corporate membership, a minimum of 5% of the total memberships shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than 90 days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice .

2.9 Action by Vote Each corporate membership shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the articles of organization, or these bylaws.

2.10 Action by Writing Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a majority of the members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all

purposes as a vote at a meeting.

2.11 Proxies Members may vote either in person or by written proxy dated not more than six months before the meeting named therein, which proxies shall be filed before being voted with the Clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

Section 3. BOARD OF DIRECTORS

3.1 Number and Election The members at their Annual Meeting shall elect the Directors, which number shall target the range of 10 - 15 including officers. At any Special or regular meeting the members or Directors then in office may increase or decrease the number of Directors and elect new Directors. A Director must maintain a corporate membership. No more than one nonprofit employee, at a time, can serve on the Board of Directors. A nonprofit employee is only eligible to serve as a Director as long as they are not employed by the nonprofit for more than 18 hours per week, or 936 hours per year. A Director is expected to attend not less than 75% of scheduled Board of Directors meetings and participate in not less than one committee and attend a majority of special events held during the calendar year.

3.2 Tenure Each Director shall hold office until the next annual meeting of members and until their successor is elected and qualified, or until they sooner die, resign, are removed or become disqualified.

3.3 Powers The affairs of the corporation shall be managed by the Directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the articles of organization or these bylaws.

3.4 Committees and Executive Board The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the Directors are delegated shall consist solely of Directors and the Executive Director of the farm. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these bylaws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors. The Directors may appoint an Executive Board, which shall include the President, Vice President, Treasurer and Clerk of the Board of Directors, to carry on such functions and engage in such activities as to which the Directors may designate. Employees of the nonprofit and members of the

public may be asked to join a committee to serve in an advisory role, but will not be granted delegated powers or the right to vote on behalf of the committee on which they serve.

3.5 Suspension or Removal A Director may be suspended or removed (a) with or without cause by vote of a majority of the total membership or (b) with cause by vote of a majority of the Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

3.6 Resignation A Director may resign by submitting their resignation in writing to an officer of the corporation, to a meeting of the members or Directors or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

3.7 Vacancies Any vacancy in the Board of Directors, except a vacancy resulting from enlargement which must be filled in accordance with Section 3.1, may be filled by the members or Directors. Each successor shall hold office for the unexpired term or until they sooner die, resign, are removed or become disqualified. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

3.8 Regular Meetings Regular meetings of the Directors may be held at such times and places as determined by the Board.

3.9 Special Meetings Special meetings of the Directors may be held at any time and at any place when called by the Chairperson of the Board of Directors (or if there be no such Chairperson, the President) or by two or more Directors.

3.10 Call and Notice

(a) Regular Meetings No call or notice shall be required for regular meetings of Directors, provided that reasonable notice

- (i) of the first regular meeting following the determination by the Directors of the times and places for regular meetings shall be given to absent members,
- (ii) specifying the purpose of a regular meeting shall be given to each Director if either contracts or transactions of the corporation with interested persons or amendments to these bylaws are to be considered at the meeting and
- (iii) shall be given as otherwise required by law, the articles of organization or these bylaws.

(b) Special Meetings Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these bylaws or unless there is to be considered at the meeting

- (i) contracts or transactions of the corporation with interested persons,
- (ii) amendments to these bylaws,
- (iii) an increase or decrease in the number of Directors, or
- (iv) removal or suspension of a Director.

(c) Reasonable and Sufficient Notice Except as otherwise expressly provided, an email sent twenty-four hours before the meeting shall be considered reasonable and sufficient notice.

(d) Waiver of Notice Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by them (or their attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to them. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of the meeting.

3.11 Quorum At any meeting of the Board of Directors, 50% of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.12 Action by Vote When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization, or these bylaws, except for votes on the corporation's investment accounts, which shall require a supermajority in specific cases as dictated by the Natick Community Organic Farm Investment Policy. A supermajority is defined as at least two-thirds of the Board of Directors, serving, whether such directors are present, or not, at the time of any meeting or vote. A Director must recuse themselves from a vote that could result in a conflict of interest or that stands to benefit them financially or otherwise.

3.13 Action by Writing Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if a majority of the Directors then in office consent to the action in writing and

the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

3.14 Compensation Directors shall not be entitled to receive compensation for their services as the Directors. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any other such services.

Section 4. OFFICERS AND AGENTS

4.1 Number and Qualification The officers of the corporation shall be a President, Treasurer, Clerk and may include one or more Vice-Presidents, such other officers, if any, as the Directors may determine from time-to-time. Unless otherwise voted by the Board of Directors, the officers of the Board of Directors shall also act as the equivalent officers and capacities of the corporation. The corporation may also have such agents, if any, as the Directors may appoint. The Clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. A Director that is an employee of the nonprofit may not hold an Officer position of the Board.

4.2 Election The President, Treasurer and Clerk shall be approved annually by the members at the annual meeting of the members. Other officers, if any, may be elected by the Directors at any time.

4.3 Tenure The President, Treasurer and Clerk shall each hold office until the first meeting of the Directors following the next annual meeting of the members and until their successor is chosen and qualified, and each other officer shall hold office until the first meeting of the directors following the next annual meeting of the members unless a shorter period shall have been specified by the terms of their election or appointment, or in each case until they sooner die, resign, are removed or become disqualified. Each agent shall retain their authority at the pleasure of the Directors.

4.4 Chairperson of the Board of Directors If a Chairperson of the Board of Directors is elected, the Chairperson shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors.

4.5 President and Vice President The President shall be

the chief executive officer of the corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the corporation. The President shall preside at all meetings of the members and, if no chairperson of the Board of Directors is elected, at all meetings of the Directors, except as the members or Directors otherwise determine. The Vice President or Vice Presidents, if any, shall have such duties and powers as the Directors shall determine. The Vice President, or first Vice President if there are more than one, shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of their inability to act.

4.6 Treasurer The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The Treasurer shall oversee its financial affairs, funds, securities and valuable papers and the keeping of full and accurate records thereof. The Treasurer shall have such other duties and powers as designated by the Directors or the President. The Treasurer shall also oversee its books of account and accounting records, and its accounting procedures.

4.7 Clerk The Clerk shall record and maintain records of all proceedings of the members and Directors, which shall be kept in a secure location and available to the inspection of any member. Such records shall include all documents associated with meetings of incorporators and the original or attested copies, of the articles of organization and bylaws and names of all members and directors and the address of each. If the Clerk is absent from any meeting of members or directors, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

4.8 Suspension or Removal An officer may be suspended or removed with or without cause by vote of a majority of Directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

4.9 Resignation An officer may resign by delivering written or emailed resignation to the President, Treasurer or Clerk of the corporation, to a meeting of the members or Directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.10 Vacancies If the office of any officer becomes vacant, the Directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the President, Treasurer and Clerk until their successor is elected and qualified, or in each case

until they sooner die, resign, are removed or become disqualified.

Section 5. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS, FRIENDS OF THE CORPORATION

5.1 Designation The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

5.2 Advisory Board The Directors may appoint an Advisory Board to the Board of Directors composed of individuals having special skills and expertise, which the Directors believe could assist with the operation of the corporation. Members of the Advisory Board have the option to attend any Board of Director meetings and shall have no voting power. Advisory Board members will be requested to attend the annual meeting of the members and shall have the option to participate on committees of the Board of Directors and in special events.

Section 6. EXECUTION OF PAPERS

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President, Vice President, Treasurer, or Clerk. The Treasurer may sign checks on behalf of the corporation.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the President and the Treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolutions or votes of the corporation.

Section 7. PERSONAL LIABILITY

The members, Directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such

contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 8. AMENDMENTS

These bylaws may be amended or repealed in whole or in part by vote of a majority of the Directors then in office, except with respect to any provision thereof which by law, the articles of organization or these bylaws requires action by the members. Not later than the time of giving notice of the next meeting of members following the amending, or repealing by the Directors of any bylaws, notice thereof stating the substance of such change shall be given to all members. The members may amend or repeal any bylaws adopted by the Directors or otherwise amend or repeal any provision, which by law, the articles of organization or these bylaws requires action by the majority required, simple or otherwise.