

BY-LAWS of HIGH SPIRIT COMMUNITY FARM, INC.
Adopted March 14, 2005 Amended November 19, 2010

ARTICLE 1—OFFICE

Section 1. Office

The office of the Corporation shall be located in Cambridge, Massachusetts.

ARTICLE II—MEMBERS OF THE CORPORATION and MEETINGS OF MEMBERS

Section 1. Members

The Corporation may have members, to be appointed by the Nominating Committee of the Board to serve year-to-year, promoting the mission of High Spirit Community Farm and facilitating its work.

Section 2. Meetings of the Members of the Corporation

The members of the Corporation shall be invited as guests with no voting privileges to at least one meeting of the Board of Directors annually.

ARTICLE III—BOARD OF DIRECTORS

Section 1. Management of the Corporation

The general management of the affairs of this Corporation shall be vested in the Board of Directors. The Board of Directors shall fix its policies, have power to employ and discharge necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this corporation and promote its best interests.

Section 2. Directors

The Directors of the Corporation shall number at least six (6) and not more than fifteen (15). The Directors shall be chosen in the following manner:

- 2.1 Up to thirteen (13) Directors shall be chosen by the Board, nominated and elected as follows:
 - (a) There shall be a Directors Nominating Committee that shall identify the needs of the Board and propose as many suitable candidates as there may be vacancies in the Board to be filled.
 - (b) The nominated candidates shall be elected by the Board.
- 2.2 Two (2) Directors shall serve by virtue of their office at High Spirit Community Farm: the Director; the Program Director; or any successor position.
- 2.3 Each Director shall hold office until his or her successor is chosen by vote of a majority of the Directors. Election shall be for a term of three years, ending on June 30.

Section 3. Removal of Directors

Any of the Directors may be removed for cause by a vote of a majority of the Directors.

Section 4. Resignation of Directors

Any Director may resign at any time by giving written notice to the President or Clerk of the Corporation. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 5. Quorum of Directors

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a majority is present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. Meetings of the Board of Directors

There shall be at least two regular meetings of the Board of Directors yearly.

Section 7. Compensation of Directors

Directors shall not receive any salary for their services as Directors.

Section 8. Limits of Liability for Directors

No Director shall be personally liable for any debt, liability or obligation of the Corporation.

Section 9. Committees

The Board of Directors shall appoint such committees for such purposes as it may determine. Subject to these by-laws, each committee of the Board of Directors shall make such rules for the conduct of its affairs as it may deem appropriate.

ARTICLE IV—OFFICERS

Section 1. Number

The Officers of the Corporation shall be a President, a Treasurer, and a Clerk.

Section 2. Election of Officers

All officers shall be chosen by a majority of the Board of Directors then in office. Each officer shall hold office until that officer's successor shall have been duly chosen by the Board of Directors.

Section 3. 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. The President shall preside at all meetings of the Board of Directors. The President, together with such other officers as may be chosen by resolution of the Board of Directors for that purpose, shall have authority to sign checks. The President, in general, 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 4. Treasurer

The Treasurer shall have the care and custody of all funds and securities of the Corporation and deposit all such monies in the name of the Corporation in such depositories as may be designated by the Board of Directors. In the President's absence or unavailability, the Treasurer shall perform the functions of the office of the President, including signing all documents in the name of the Corporation when authorized to do so by the Board of Directors. Together with such other officials as may be appointed by resolution of the Board of Directors for that purpose, the Treasurer shall have authority to sign checks. The Treasurer, in general, shall perform all of the duties incident to the office of Treasurer and such other duties from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required, the Treasurer shall provide such security for the faithful discharge of such duties as the Board of Directors may determine.

Section 5. Clerk

The Clerk shall keep a record of all meetings of the Board of Directors and shall attend to the mailing, posting and publication of notices of such meetings. The Clerk shall have charge of the seal of the Corporation, if any, and of such books, records and other papers as the Board of Directors may direct.

Section 6. Removal or Vacancies of Officers

Any officer chosen by the Board of Directors may be removed by the Board of Directors with or without cause. If the office of any Officer becomes vacant, the Directors may appoint any qualified member of the Board of Directors to fill such a vacancy, who shall hold the office until his or her successor is chosen and qualified.

ARTICLE V—MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

The fiscal year of the Corporation shall end on the thirtieth day of June in each calendar year.

Section 2. Financial Statements

The Board of Directors shall at least annually authorize and direct a review or audit of the books and accounts of the Corporation by an independent certified public accountant, as required by the Commonwealth Of Massachusetts.

Section 3. Additional Counsel

The Board of Directors may in its discretion retain such outside professionals, including, without limitation, legal counsel, investment advisors, architects, engineers, appraisers, accountants and other consultants, and may rely on the advice of such professionals.

Section 4. Indemnification

The corporation shall, to the 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 and officers (including persons who serve at its request as directors, officers or trustees of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or officer, except with respect to any matter as to which he or she 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; provided, however, that as to any matter disposed of by a compromise payment by such Director or officer, 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 or officer appears to have acted in good faith in the reasonable belief that his or her 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 counsel fees, reasonably incurred by any such Director or officer in connection with the defense or disposition of any such action, suit or other proceeding may be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such Director or officer to repay the amounts so paid to the corporation if it is ultimately determined that indemnification is not authorized hereunder. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than Directors or officers may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Directors" and "officers" include their respective heirs, executors and administrators, and an "interested" Director or member is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

Section 5. Non-Discrimination

High Spirit Community Farm does not discriminate on the basis of race, age, color, creed, gender, sexual orientation, national or ethnic origin, or disability.

Section 6. Amendment and Repeal

These by-laws may be amended, repealed or adopted by a vote of two-thirds of the entire Board of Directors in person or by electronic ballot provided that written notice of the amendment, repeal or adoption has been given to each of the Board of Directors at least seven (7) days prior to the meeting at which the proposed action is taken.

A true copy.

Attest:

Robert Swain, President of the Board of Directors

Date: