

BY-LAWS of HIGH SPIRIT COMMUNITY FARM, INC.
Adopted March 14, 2005; Amended November 19, 2010; May 27, 2018

ARTICLE I.
DEFINITIONS

Section 1.01. Corporation.

The “Corporation” shall mean High Spirit Community Farm, Inc., whose principal office of business is in Cambridge, Massachusetts, and its successors and assigns.

Section 1.02. Board.

The “Board” shall mean the Board of Directors of the Corporation.

ARTICLE II.
CORPORATE PURPOSE AND POWERS

Section 2.01. Purpose.

The Corporation is a non-profit Corporation that shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or may be amended. As further stated in its Articles of Organization, the Corporation’s purpose is to develop and administer a residential therapeutic community for adults with developmental disabilities and to train the caregivers who live and work with such adults on how to integrate adults with disabilities into every aspect of the community.

Section 2.02 Powers.

The Corporation shall have the power, directly or indirectly, by itself or in conjunction with others, to do any and all lawful acts that may be necessary or convenient to fulfill its charitable and educational purposes, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but are not limited to, the acceptance of financial and in-kind contributions from the private and public sectors.

**ARTICLE III.
MEMBERS OF THE CORPORATION**

Section 3.01 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 3.02 Meetings

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 IV. BOARD OF DIRECTORS

Section 4.01. Purpose.

All corporate powers shall be exercised by or under the authority of the Corporation's Board and the affairs of the Corporation shall be managed under the direction of the Board, except as otherwise provided by law.

Section 4.02. Directors.

The number of Directors, exclusive of ex-officio members of the Board, shall be fixed by the Board, but shall not be less than five (5) or more than fifteen (15).

Section 4.03. Election.

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. The nominated candidates shall be elected by a majority of the Directors then in office.

Section 4.04. Ex Officio Members

Householders, Program and Agency Directors shall serve on the Board as non-voting members to report on the health of the program and to provide guidance on strategic initiatives and best practices.

Section 4.05. Terms.

(a) All Directors shall be elected to a three-year term that shall begin on July 1 and end on June 30 of the third year in office unless the Director is removed or resigns as set forth below.

(b) At the Board's discretion and with the consent of the Director in question, a Director's term may be extended beyond June 30 of his or her third year in office until the Board elects his or her successor.

(c) A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 4.06. Removal.

A Director may be removed from the Board prior to the end of his or her three-year term by a vote of the majority of all remaining Directors.

Section 4.07. Resignation.

A 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 4.08. Quorum.

The presence of a majority of the total number of Directors then in office, participating in person or by telephone or video conference, allowing all persons in the meeting to hear each other at the same time, shall constitute a quorum for the transaction of business. Each Director shall be entitled to cast one (1) vote on any matter.

Section 4.09. Meetings.

(a) The Board shall hold an Annual Meeting toward the end of each fiscal year at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors and Officers, reviewing the Corporation's finances for the preceding fiscal year, adopting a budget for the upcoming fiscal year, and transacting any other business.

(b) In addition to the Annual Meeting, the Board shall hold at least three other meetings each year at such times as the Board may determine. The President or a majority of the Directors may call additional meetings of the Board at any time as deemed appropriate.

Section 4.10. Action Without a Meeting.

Any action required or permitted to be taken by the Board or any Board committee may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.11. Compensation.

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

Section 4.12. Limits of Liability.

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

Section 4.13. Committees.

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

Section 4.14. Board Member Emeritus.

The Board may, at its discretion, designate a retiring or resigning Director as a “Board Member Emeritus” in recognition of his or her continued interest in and support of the Corporation’s purposes. Emeritus Directors may attend and participate in board meetings, but cannot vote and their presence shall not be counted toward a quorum.

**ARTICLE V.
OFFICERS**

Section 5.01. Number.

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

Section 5.02. Election of Officers.

All Officers shall be elected by a majority vote of the Directors at the Corporation’s Annual Meeting. Each Officer shall hold office for a three-year term beginning on July 1 and ending on June 30 of the third year in office unless the Officer resigns or is removed by as provided for below. The three-year term, however, may be extended

until the Board has elected a successor for the Officer in question. The same person may hold more than one office, except that the same person may not be both President and Treasurer. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

Section 5.03. 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 Board meetings and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. As directed by the Board, the President shall enter into contracts, sign correspondence, and sign checks on behalf of the Corporation.

Section 5.04. Treasurer.

The Treasurer shall be the chief financial officer of the Corporation, shall have the care and custody of all funds and securities of the Corporation, shall deposit all such monies in the name of the Corporation in such depositories as designated by the Board, and 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. If the President is unavailable or incapacitated, the Treasurer may sign checks on behalf of the Corporation as directed by the Board.

Section 5.05. Clerk.

The Clerk shall keep a record of all meetings of the Board and shall provide all Directors with timely notice 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 may direct. If the President is unavailable or incapacitated, the Clerk may sign contracts, applications, forms and official correspondence approved by the Board.

Section 5.06. Removal or Vacancies of Officers

Any Officer chosen by the Board may be removed by a vote of the majority of the Board. If the office of any Officer becomes vacant, the Directors may appoint any qualified member of the Board to fill such a vacancy.

ARTICLE VI.
FISCAL YEAR, BANK ACCOUNTS, CHECKS,
CONTRACTS AND INVESTMENTS.

Section 6.01. Fiscal Year.

The fiscal year of the Corporation shall end on the 30th day of June in each calendar year.

Section 6.02. Financial Statements.

The Board 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 6.03. Bank Accounts, Checks and Notes.

The Board is authorized to select the banks or depositories that it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 6.04. Contracts.

The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 6.05. 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 or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE VII. INDEMNIFICATION

Section 7.01. 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.

**ARTICLE VIII.
MISCELLANEOUS PROVISIONS.**

Section 8.01. Additional Counsel.

The Board 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 professional.

Section 8.02. Non-Discrimination.

The Corporation does not discriminate on the basis of race, age, color, creed, gender, sexual orientation, national or ethnic origin, or disability.

Section 8.03. Amendment and Repeal.

These by-laws may be amended, repealed or adopted by a vote of two-thirds of the Board 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.

Section 8.04. Dissolution.

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Articles of Organization and the laws of the Commonwealth.

A true copy.

Attest:



Robert Swain, President of the Board of Directors

Date: May 27, 2018