

**BY-LAWS
OF
CLIMATE CHANGE ACTION BROOKLINE, INC.**

I. IDENTIFICATION

1. **Name.** The name of the corporation is Climate Change Action Brookline, Inc. (the “Corporation”).

2. **Seal.** The seal of the Corporation shall, subject to alteration by the Directors, bear its name, the word “Massachusetts,” and the year of its incorporation.

3. **Offices.** The principal office of the Corporation shall be located in Brookline, Massachusetts. The Corporation may also have other offices at such other places, either within or without the Commonwealth of Massachusetts, as the Board of Directors may determine or as the activities of the Corporation may require.

4. **Purpose.** The nature of the activities to be conducted, and the purposes to be promoted or carried out by the Corporation shall be exclusively religious, charitable, scientific, literary and/or educational within the meaning of Section 501(c)(3) and Section 509(a)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the “Code”), which shall include, but shall not be limited to:

A. To educate the members of the Brookline community about the causes and impact of global climate change and about methods of reducing both the community's and individuals' contribution to climate change.

B. To acquire, improve, hold and lease any real or personal property useful to the accomplishment of the purposes of this Corporation.

C. To receive and accept public and private gifts, trusts, donations, grants, loans and other sources of funding to promote the purposes of this Corporation; and generally to do and perform such other acts and to exercise such other powers as may be authorized or permitted under the laws of the Commonwealth of Massachusetts, and consistent with Section 501(c)(3) of the Code to promote and attain the purposes set forth herein.

D. To engage in any lawful act or activity for which a corporation may be organized under the Act so long as such act is charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Code.

E. To possess and exercise all the powers and privileges granted by the Act or by the Articles of Organization of the Corporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or aims of the Corporation, which shall in all cases be limited exclusively to charitable, educational and scientific purposes,

including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

II. MEMBERS

The Corporation shall have no members.

III. BOARD OF DIRECTORS

1. **General Powers.** The direction and management of the Corporation's business and affairs and the control and disposal of its properties and funds shall be vested in a self-perpetuating Board of Directors. Subject to the provisions of the Articles of Organization of the Corporation and these By-Laws, the Board of Directors shall have all the authority and powers conferred upon a board of directors by chapter 180 of the General Laws.

2. **Number and Qualification.** The Board of Directors shall be composed of not less than three (3) nor more than twenty one (21) individuals. The number of directorships at any time shall be that number most recently fixed by action of the Board of Directors or, absent such action, shall be that number of directors elected at the preceding regular annual meeting of the Board of Directors or the meeting of the Board of Directors held in lieu thereof, plus the number elected since such meeting to fill a vacancy created by an increase in the size of the Board of Directors. A vacancy on the Board of Directors for any reason may be filled by the action of the remaining directors in office, even if less than a quorum. Directors elected to fill vacancies shall hold office for the unexpired term of their respective predecessors where applicable and until their respective successors shall have been duly elected and qualified.

3. **Election.** Members of the initial Board of Directors as elected at the organization meeting shall hold office until the first regular meeting of the Board of Directors and until their respective successors shall have been duly elected and qualified. Each director shall be elected by the majority vote of the directors then in office, even if less than a quorum, at the regular annual meeting of the Board of Directors. The terms of directors shall be staggered. Initial Board members shall serve staggered terms of one, two and three years. Thereafter, Board members shall serve three (3) year terms with approximately one-third of the directors elected at each annual meeting. Each director shall hold office until the regular annual meeting when their term expires and until such directors' successors shall have been duly elected and qualified.

4. **Co-Chairs of the Board.** At each regular annual meeting of the Board of Directors, the Board shall elect one director to serve as one of the two Co-Chairs of the Board, as provided in Article IV, Section 2 below. The Co-Chairs of the Board shall preside at all regular and special meetings of the Board of Directors. If only one Co-Chair is able to attend a meeting of the Board of Directors, that Co-Chair shall preside.

5. **Nominations.** At least two weeks in advance of any regular annual meeting or any other meeting of the Board of Directors called for the purpose of electing directors, directors may submit to the Board of Directors, in care of the President of the Corporation, proposed nominees for those directorships to be filled at the meeting. These nominees shall then be presented to the Board of Directors for consideration at the applicable meeting. Nothing in the foregoing, however, shall be deemed to prevent any director from presenting nominations from the floor at any meetings at which directors are to be elected.

6. **Meetings.** A regular annual meeting of the Board of Directors shall be held on the second Monday of October of each year at the principal office of the Corporation or at such other time and place as the Board may direct and no notice of a regular meeting shall be required. Other regular meetings of the Board of Directors may be held at such time or times, and upon such notice, as the Board shall specify. The Chair of the Board or, in his or her absence, the President may call a special meeting of the Board of Directors whenever deemed necessary, and shall call a special meeting whenever requested to do so in writing by two (2) or more directors.

7. **Notice.** Written or oral notice of a special meeting stating the purpose or purposes for which the meeting is called shall be given not less than five (5) days prior to the meeting to each director, either personally or by mail, telephone, facsimile, electronic mail or other form of recorded communication. Any director may waive notice of any meeting of the Board of Directors by submitting a written waiver signed before or after the date of the meeting. Attendance at a meeting by any director, without protesting the lack of receipt of proper notice prior to or at the commencement of the meeting, shall constitute a waiver of notice of such meeting by such director.

8. **Quorum.** A majority of the then authorized directorships shall constitute a quorum for the transaction of business. The act of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is otherwise specially required by these By-Laws, by the Articles of Organization of the Corporation or by statute. A director or a member of a committee of the Board of Directors may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communications equipment enabling all directors in attendance at the meeting to hear one another.

9. **Consent in Writing.** Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all the directors, or members of such committee, consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

10. **Resignation and Removal.** Any director may resign or be removed at any time. A director who intends to resign shall give written notice thereof to the Board of Directors in care of the President. Such resignation shall become effective immediately,

unless otherwise specified therein. Removal of a director, with or without cause, may only be effected by the affirmative vote of a majority of the entire membership of the Board of Directors at a meeting called expressly for the purpose of considering such removal.

11. **Exercise of Powers.** The Board of Directors may employ investment counsel or investment advisers on behalf of the Corporation and/or may authorize any officer or officers to exercise the investment powers of the Corporation, in each case to such extent and in such manner as the Board of Directors may determine. The Board of Directors may employ any bank or other financial institution as the depository of the cash and/or as custodian of the securities of the Corporation and may employ such other agents and employees as it deems necessary. The Board may authorize any officer or officers to make contributions in accordance with the purposes of the Corporation in such amounts and to such charities as may be specified by the Board or as may be determined by the officer or officers so authorized to act, and such contributions may be from capital or from income.

IV. OFFICERS

1. **Number.** The officers of the Corporation shall include the two Co-Chairs (who shall fulfill the statutory role of President), a Treasurer and a Clerk and, when deemed necessary by the Board of Directors, one or more Vice Presidents and other officers and assistant officers as may be elected. Any two or more offices may be held by the same person.

2. **Election.** The Co-Chairs shall be elected by the directors at the regular annual meeting of the Board of Directors and shall serve for a term of two (2) years on a staggered basis, i.e., one Co-Chair shall be elected at each regular annual meeting of the Board of Directors. The other officers of the Corporation shall be elected by the directors at a regular annual meeting of the Board of Directors and shall serve for a term of two (2) years and until their respective successors shall have been duly elected and qualified, or until their earlier death, resignation or removal. Vacancies, however caused, shall be filled by the Board of Directors at any regular meeting or special meeting called for that purpose.

3. **Powers and Duties.** The powers and duties of the officers shall be as follows:

Co-Chairs. The Co-Chairs shall be the chief executive officers of the Corporation, and in such capacity shall carry out and supervise the operation of the Corporation's business and programs. The Co-Chairs shall preside at all regular and special meetings of the Board of Directors and shall see that all resolutions and actions adopted by the Board are carried into effect. The Co-Chairs shall also perform such other duties as may be required by these By-Laws or as may hereafter be delegated by the Board of Directors.

Clerk. The Clerk shall attend the meetings of the Board of Directors and shall record upon the books and records of the Corporation the proceedings of the Board of

Directors at their meetings. The Clerk shall also provide for the notification of the directors of their meetings in accordance with these By-Laws and shall perform such other duties as may be required by these By-Laws or as may be delegated by the Board of Directors or the Co-Chairs.

Treasurer. The Treasurer shall be the financial officer of the Corporation and shall receive and deposit in a bank or banks to be approved by the Board of Directors, all the monies of the Corporation, maintaining an accurate account thereof. The Treasurer shall make disbursements subject to such regulations as may be promulgated from time to time by the Board of Directors and shall make reports of the financial condition of the Corporation whenever requested by the Board. The Treasurer shall perform such other duties as may be required by these By-Laws or as may be designated from time to time by the Board of Directors. The Board of Directors may require the Treasurer to give such security as it may direct for the faithful performance of the duties of this office.

4. **Resignation and Removal.** Unless otherwise provided in any contract with the Corporation, any officer may resign or be removed at any time. An officer who intends to resign shall give written notice to the Board of Directors in care of the Co-Chairs. Removal of an officer, with or without cause, may be effected by the Board of Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

5. **Other Officers.** Such other officers as are elected shall exercise such duties and have such powers as the Board of Directors may assign.

6. **Transfer of Authority.** In case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that officer to any other officer or to any director or employee of the Corporation, provided that a majority of the entire Board of Directors approves.

V. COMMITTEES OF THE BOARD

1. **Designation of Committees.** The Board of Directors may, by resolution adopted by a majority of the entire Board, designate an Executive Committee and one or more other standing or special committees, each such committee to consist of two or more directors. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of any such committee. In the absence or disqualification of a member, and the alternates, if any, designated for such committee member, the member or members thereof present at a meeting and entitled to vote, whether or not they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Any such committee shall have and may exercise all authority of the Board of Directors to the extent provided in these By-Laws and by any Board resolution constituting such committee, or otherwise dealing with the scope of its powers.

2. **Committee Meetings.** Meetings of the committees of the Board of Directors may be called by the respective chairmen thereof or by any two (2) members of the committee on at least one (1) day's written or oral notice. At all meetings of the committee, a majority of the members of the committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting thereof shall be the act of the committee, except as may otherwise be set forth in these By-Laws or provided by Board resolution.

3. **Nominating Committee.** At least thirty (30) days before the regular annual meeting of the Board of Directors, the Co-Chairs shall appoint a committee of three or more members, one of whom may be a Co-Chair, to bring nominations for officers to the annual meeting. The nominating committee shall report its nominations to the Clerk at least fifteen (15) days before the annual meeting. Additional nominations may be made by any director either by submission to a Co-Chair or the Clerk at any time before the annual meeting is called to order or from the floor during the annual meeting, in either case, subject only to a second from the floor during the annual meeting.

VI. RECORDS AND REPORTS

1. **Minutes of the Meetings.** The Corporation shall keep at its principal office, or at such other place as the Board of Directors may order, a Corporate Record Book of minutes of all meetings of Directors, with the time and place convened, whether regular or special, and, if special, how authorized, the notice given, the names of those present thereat, and the proceedings thereat.

2. **Records of Account.** The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, equities, receipts, disbursements, gains and losses.

3. **Inspection of Records.** The records of account shall at all reasonable times be open for inspection by any Director. Every Director shall have the absolute right at any reasonable business time to inspect all books, records, documents of every kind, and all physical properties of the Corporation. Such inspection may be made in person or by agent or attorney and the right of inspection includes the right to make extracts.

4. **Financial Statement.** The Board of Directors shall require the preparation of a financial statement, for presentation at the annual meetings of the Board of Directors.

VII. CORPORATE FINANCE

1. **Contributions.** The Board of Directors is authorized to accept gifts, legacies or other contributions to the Corporation. Such gifts, legacies or other contributions may be accepted upon any terms or conditions, and for such special uses, as the donor or testator thereof shall prescribe and as shall be acceptable to the Board of Directors. When so acceptable, the Board of Directors is authorized to cause the execution and delivery of any agreement that shall be necessary or desirable in connection with the acceptance of any

such gift, legacy or other contribution. Unless the terms and conditions, or special uses of such funds are prescribed by the donor, or by some written agreement, the funds shall be administered as the Board of Directors shall deem expedient and, unless otherwise provided, both the principal and income of such funds may be utilized and expended.

2. **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, including, but not limited to, mutual funds, or stocks, bonds or other securities, as the Board of Directors in its uncontrolled discretion may deem desirable.

VIII. CHECKS, BANK ACCOUNTS, NOTES

The Board of Directors is authorized to select such banks, depositories or mutual funds as it shall deem proper for the funds of the Corporation. The Board of Directors shall determine by resolution that 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 evidence of indebtedness issued in the name of the Corporation.

IX. MISCELLANEOUS

1. **Agreements.** Unless the Board of Directors shall otherwise direct, the signature of one of the Co-Chairs alone shall be sufficient on all agreements, contracts and other arrangements executed for or on behalf of the Corporation; provided, however, that agreements in the ordinary course of the Corporation's business may be executed for and on behalf of the Corporation's officer charged with the supervision of such business.

2. **Accounting Period.** The Corporation's accounting period shall be the calendar year unless another accounting period is designated by a resolution adopted by the Board of Directors.

3. **Construction.** Whenever used in these By-Laws, the masculine pronoun shall include the feminine, and the singular shall include the plural, unless a different meaning is otherwise required by the context.

X. INDEMNIFICATION

1. **Indemnification.** The Corporation shall indemnify any person, or the legal representative thereof, made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or an eligible outside party, to the full extent required or permitted by Chapter 180 of the Massachusetts General Laws, including any amendments thereto or substitutions therefor that may be made from time to time. The Corporation may indemnify any person, or the legal representative thereof, made a party to any proceeding by reason of the fact that she is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another enterprise, against all judgments, fines, penalties, amounts

paid in settlement and reasonable expenses actually incurred by such person in connection with such proceeding to the same extent as if such person had been made a party to such proceeding by reason of the fact that she is or was a director, officer, employee or agent of the Corporation.

Notwithstanding any other provision hereof, the intent of these By-Laws is to provide, and they shall be interpreted as providing, the fullest possible indemnification of directors, officers, employees and agents of the Corporation permitted by law, as the relevant law may change or be amended from time to time.

2. **Insurance.**

A. The Corporation shall have the power to purchase and maintain insurance:

(1) to indemnify the Corporation for any obligation that it incurs as a result of the indemnification of directors and officers under the provisions of this Article, and

(2) to indemnify directors and officers in instances in which they may be indemnified by the Corporation under the provisions of this Article.

B. No insurance may provide for any payments other than the cost of defense, to or on behalf of any director or officer:

(1) if a judgment or other final adjudication adverse to the insured director or officer establishes that his acts or active and deliberate dishonesty were material to the cause of action so adjudicated, or that she personally gained, in fact, a financial profit or other advantage to which she was not legally entitled, or

(2) in relation to any risk, the insurance of which is prohibited under Chapters 175 and 180 of the Massachusetts General Laws.

3. **Right Not Exclusive.** The foregoing right of indemnification shall not be deemed exclusive of any other right to which such director or officer may be entitled apart from this Article X.

XI. INTERESTED DIRECTORS

1. **Contracts or Transactions.** No contract or other transaction between the Corporation and one (1) or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one (1) or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such director's or officer's interest in such

contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith, or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote of such interested director or officer, or, if the votes of the disinterested directors are insufficient to constitute an act of the Board, by unanimous vote of the disinterested directors.

2. **When Avoidable.** If there was no such bona fide disclosure to, or knowledge of, the Board of Directors, or committee thereof, which authorized such contract or transaction, as set forth in Section 1, or if the vote of such interested director or officer was necessary for the authorization of such contract or transaction at a meeting of the Board or committee at which it was authorized, the Corporation may avoid the contract or transaction unless the party or parties thereto shall establish affirmatively that the contract or transaction was fair and reasonable as to the Corporation at the time it was authorized by the Board or a committee thereof.

3. **Quorum.** Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee that authorizes such contract or transactions.

XII. IMMUNITY

Notwithstanding any other provision of these By-Laws, the directors and officers of the Corporation shall be immune from civil liability for any act or omission resulting in damage or injury to the full extent allowed under the Massachusetts General Laws, as they may be amended from time to time.

XIII. DISSOLUTION

In the event of dissolution, termination or liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation to the extent assets of the Corporation permit, dispose of all the assets of the Corporation pursuant to Chapter 180, Section 11A of the Massachusetts General Laws to one or more exempt organizations, within the meaning of Section 501(c)(3) of the Code, in such manner and in such proportions as shall be approved by Board of Directors at the time such dissolution, termination or liquidation is approved thereby, or otherwise in accordance with the Articles of Organization of the Corporation

XIV. AMENDMENTS TO BY-LAWS

These By-Laws may be amended, repealed or modified or new By-Laws may be adopted by the affirmative vote of the directors holding at least a majority of the directorships. Any notice of a meeting of the Board of Directors at which By-Laws are to be adopted, repealed or amended shall include notice of such proposed action, and shall be sent at least ten (10) days prior to such meeting.