

BY-LAWS  
Montachusett Enterprise Center, Inc.

ARTICLES I

PRINCIPAL OFFICE

The principal office of the Montachusett Enterprise Center, Inc., (hereinafter called the "corporation"), shall be located at 1427R Water Street, Fitchburg, Massachusetts, with such additional offices as may from time to time be designated by the Board of Directors.

ARTICLE II

PURPOSES

The Corporation is organized and will be operated exclusively for the charitable and educational purposes of management and program direction for projects designed to alleviate socioeconomic problems in the Montachusett Region of North Central Massachusetts by (a) promoting, organizing, managing, and operating (including contracting for) programs to improve the economic and social conditions of the Montachusett Area of North Central Massachusetts and its residents, and (b) enlisting the voluntary support and cooperation of private employers and employer groups, public and private service agencies, educators, and governmental bodies for the programs sponsored, so as to enhance the economic and social well-being and conditions of the Montachusett Region of North Central Massachusetts, and assist business development in the Montachusett Region of North Central Massachusetts, and for any and all necessary civic

management purposes and (c) for the provision of decent housing that is affordable to low-and-moderate income people.<sup>1</sup>

Notwithstanding anything else herein provided, the corporation is organized and shall operate exclusively for educational, charitable or civic purposes, as those terms have been and shall be defined pursuant to Section 170 (c) and Section 501 (c)(3) of the Internal Revenue Code. All powers of this corporation shall be exercised only in such manner as will assure the operation of the corporation exclusively for educational, charitable or civic purposes, as so defined, it being the intention that the corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of the Code, and all purposes and powers herein shall be interpreted and exercised consistently with this section.

No part of the assets or net earnings for the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered, and to make payments and distributions in furtherance of the corporation's purposes.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal revenue Code, as amended), and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.<sup>2</sup>

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<sup>1</sup> Amended August 31, 2010.

<sup>2</sup> Amended May 31, 2011. Last three paragraphs added.

## ARTICLE III

### BOARD OF DIRECTORS

Section 1. **General Powers.** The affairs of the corporation shall be managed by its Board of Directors.<sup>3</sup>

Section 2. **Number and Election.** The Board of Directors shall consist of twelve members. Not more than one-third of the Directors may be elected or appointed public officials, or employees of public agencies. At least one-third of the Directors shall be members of the low income community, not including low income public officials or employees. Directors shall be elected at the annual meeting of the corporation and shall serve for one year or until their successors are chosen. If a vacancy occurs during the year prior to the annual meeting it may be filled by action of the remaining Board Members at any regular or special meeting of the Board and any Director so elected shall serve the remainder of that term.<sup>4</sup>

Section 3. **Regular Meetings.** Regular and annual meetings of the Board of Directors shall be held without other notice than this By-Law. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

Section 4. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The place of the meeting shall be specified in the notice of the meeting.

Section 5. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or

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<sup>3</sup> Amended December 28, 2004. Individual names were removed.

<sup>4</sup> Amended May 31, 2011. Proportions added.

sent by mail or telegram or fax or e-mail to each director at his/her address as shown by the records of the Corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. **Quorum and Voting.** A quorum of the Board of Directors shall be comprised of fifty (50%) percent of those board members in office for the transaction of all business. The affirmative vote of a majority of the directors present shall be the act of the Board of Directors on any question, except where the act of a greater number is required by these By-Laws or by statute.

Section 7. **Powers and Duties.** The Board of Directors shall have the control and management of the affairs and property of the corporation. The directors may delegate certain of their duties to the officers of the corporation, but such delegation shall not relieve the Board of Directors of the responsibility for any action so taken.

Section 8. **Resignation and Removal of Directors.** Any director or officer may resign at any time. The resignation of a director shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Clerk. The acceptance of a resignation shall not be necessary to make it effective. The remaining directors may select a replacement director to serve until the next regular meeting at which directors are elected. Directors may be removed for good cause, including repeated failure to attend meetings, by a majority vote of the directors present at a meeting at which a quorum is present. Notice of a proposed removal shall be

given to the affected director at least seven days prior to any vote on such removal.<sup>5</sup>

Section 9. **Advisory Committees.** The Board of Directors shall be authorized to establish one or more committees, comprised both of persons who are and are not members of the Board of Directors, for the purpose of advising the Board of Directors.

Section 10. **Executive Committee.** The Board of Directors shall be authorized by resolution to establish an Executive Committee, consisting of at least two directors, and the Executive Director of the MRPC, which shall exercise such powers and functions of the Board as provided in the resolution.

## ARTICLE IV

### OFFICERS

Section 1. **Officers Specified.** There shall be a President, Vice President, Clerk Treasurer and Assistant Treasurer

Section 2. **Relationship with the Board of Directors.** Officers of the corporation shall be elected for a term of one year by the Board of Directors at its regular election meeting. An officer is eligible to succeed himself or herself in office, or to succeed any other officer, without limitation as to the number of terms in a particular office or as an officer. Officers may, but need not be, members of the Board of Directors.

Section 3. **Duties and Powers.**

(a) President. The President shall be the chief executive officer of the corporation and shall direct the activities of the corporation in a manner prescribed by the Board of Directors for any and all purposes in conducting the business of the corporation.

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<sup>5</sup> Amended May 31, 2011.

(b) Vice President. In the absence of the President, or in the event of his/her death, inability or refusal to act, the Vice President, unless otherwise determined by the Board of Directors of the Corporation, shall perform the duties of the President, and when so acting shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall also serve as Chairman of any such Executive Committee as may be established by the Board of Directors.

(c) Clerk. It shall be the duty of the Clerk to keep the minutes of all meetings of the Board of Directors, to issue proper notices of all meeting, to file reports and statements as required by law, and to perform such other duties as shall from time to time be assigned by the board.

(d) Treasurer. It shall be the duty of the Treasurer to collect all monies whatsoever due to the corporation and to have custody of the funds of the corporation and to place the same in such depositories as may be approved by the board. He or she shall approve the payment of all bills against the corporation, and shall record and submit to the Board of Directors a report of all receipts and disbursements, which the board may cause to be audited by a firm of chartered or certified accountants of its own selection. The Treasurer shall, at the discretion of the Board of Directors, furnish a satisfactory bond in such sum as the said board shall prescribe. The Treasurer shall perform such other duties as may be assigned by the Board of Directors.

ARTICLE V  
CORPORATE FUNDS

No part of its net earnings inure to the benefit of any member, founder, contributor, or individual, as evidenced by the Articles of Incorporation.<sup>6</sup>

All funds of the corporation not otherwise employed shall be deposited in such banks, savings and loan associations or trust companies as the Board of Directors may from time to time determine.

All checks, drafts, notes and evidence of indebtedness of the corporation shall be signed by the President and/or such other officer or officers of the corporation as the Board of Directors from time to time may designate.

ARTICLE VI  
FISCAL YEAR

The fiscal year for the corporation shall be the year, July 1 through June 30.

ARTICLE VII  
ACTION BY CONSENT

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the board.

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<sup>6</sup>Amended May 25, 2010

## ARTICLE VIII

### WAIVER OF NOTICE

Whenever notice is required to be given to any director of the corporation under the provisions of the law or under the provisions of the Articles of Incorporation or by these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection shall also constitute a waiver of notice.

## ARTICLE IX

### AFFIRMATIVE ACTION

The Corporation shall, to the extent possible, pursue the goals of the Affirmative Action and Equal Opportunity in accordance with established policies of the Corporation, which shall be reviewed on a periodic basis.

## ARTICLE X

### AMENDMENTS OF BY-LAWS

These By-Laws may be amended by a two-thirds vote of the directors present and voting at a duly convened regular or annual meeting of the Board of Directors so long as the text of the proposed amendment appears in the notice of the meeting and was presented to the directors at its previous meeting.

As of May 31, 2011