

**BY-LAWS  
OF  
NONPROFIT CENTER OF THE BERKSHIRES, INC.**

Article 1  
Definitions

Section 1.01 Name. The “Corporation” shall mean: Nonprofit Center of the Berkshires, its successors and assigns.

Section 1.02 Board. The “Board” shall mean the Board of Directors of the Corporation.

Article 2  
Purposes, Objectives and Governing Instruments

Section 2.01 Charitable, Educational, and Scientific Purposes and Powers. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to facilitate growth for charitable organizations through shared resources, affordable products and services, and creative collaborations.

Section 2.02 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.03 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law. The Board affirms its commitment to diversity, equity, and inclusion in its practices, policies, and programs.

Section 2.04 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 3  
Membership

The Corporation shall have no members.

## Article 4 Directors

Section 4.01 Annual Meeting. A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Section 4.02 Number. The number of Directors constituting the entire Board shall be fixed by the Board.

Section 4.03 Election and Term of Office. The Directors shall elect members of the Board at the annual meeting. The newly elected Directors shall take office immediately following the close of the meeting at which they are elected. Directors shall serve a term of three (3) years. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. No director shall serve more than two consecutive three-year terms.

Section 4.04 Powers and Duties. The Board of Directors (the "Board") shall (1) determine the Corporation's policies and principles and approve strategic plans; (2) have the powers usually belonging to directors of a corporation; and, (3) have all of the powers of members of a corporation organized under Massachusetts General Laws Chapter 180.

Section 4.05 Additional Meetings. The frequency and dates of regular meetings of the Board shall be fixed by the Directors, normally at its annual meeting. The date, time and place of each meeting shall be stated in the notice of meeting. The Board shall also meet at any other time to transact special business (a "Special Meeting") on the call of the Secretary, or in the case of death, absence, incapacity or refusal of the Secretary, by any other officer, or by two Directors. Prior to holding a Special Meeting, the Directors must receive written notice of the Special Meeting pursuant to Section 4.06. Meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

Section 4.06 Notice of Meetings. A written notice of each meeting of the Directors, stating the place, date and time thereof and the purposes for which the meeting is called, shall be delivered to each Director by (a) delivering the notice by hand; (b) mailing it, postage prepaid, to each Director at said Director's address as it appears upon the records of the Corporation; or (c) by e-mail to an e-mail address provided to the Secretary by the Director.

Written notice for annual and regular meetings shall be received not less than seven (7) days prior to the date of such meetings. Written notice of Special Meetings shall be sent to each Director to be received not less than three (3) days prior to the date of such meeting, which notice shall state the specific reason for holding the special meeting.

Notice of any meeting may be waived by any Director before or after the date and time of the meeting. Such waiver must be in writing, must be signed by the Director, and must be delivered to the Corporation for inclusion in the minutes or filing with the Corporate records.

Section 4.07 Quorum. At any meeting of the Board, a majority of the Directors currently serving shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be

present, a majority of the Directors present may adjourn the meeting to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 4.08 Voting. At all meetings of the Board, each Director shall have one vote.

Section 4.09 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof 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 by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.10 Removal. Any Director may be removed by a two-thirds vote of the members of the Board Directors serving at the time of said vote.

Section 4.11 Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the President or Secretary, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.12 Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor. No quorum is necessary at a meeting where the Board of Directors is to vote to fill any vacancy in the Board, but no other business may be conducted until the vacancy is filled.

Section 4.13 Participation by Telephone or Video Conferencing. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conferencing, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## Article 5 Officers

Section 5.01 Election and Qualifications; Term of Office. The Officers of the Corporation shall be a President, at least one Vice President, a Secretary, and a Treasurer. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of one year and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of this Article 5. The same person may hold more than one office, except that the same person may not be both President and Secretary. The Board may appoint such other Officers as may be deemed desirable, including additional 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 5.02 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 5.03 Powers and Duties of the President. The President shall preside at all meetings of the Board and of the Executive Committee and generally do and perform all acts incident to the office of President,

and shall have such additional powers and duties as may from time to time be assigned to the President by the Board.

Section 5.04 Powers and Duties of the Vice-Presidents. The Vice-President shall have such powers and shall perform such duties as may from time to time be assigned by the Board. In the absence of the President the Vice President shall have the powers and perform the duties of the President.

Section 5.05 Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 5.06 Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 5.07 Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 5.08 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 5.09 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

## Article 6 Standing and Non-Standing Committees

Section 6.01 Executive Committee. There shall be an Executive Committee chaired by the President, consisting of the Officers and such other members of the Board as shall be appointed by the President.

The Executive Committee shall: (a) serve at the pleasure of the Board; and (b) have the authority of the Board to (1) pass upon matters which may require immediate action before the next regular meeting of the Board, provided that any such action taken shall not conflict with the policies and expressed wishes of the Board, and (2) pass on those matters delegated to the Executive Committee by vote of the Board.

A simple majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at every meeting of the Committee.

Vacancies in the Executive Committee shall be filled by the President.

The Executive Committee shall keep minutes of its meetings, and all action of the Committee taken shall be reported to the Board at its next meeting succeeding such action.

Section 6.02 Finance Committee. There shall be a Finance Committee chaired by the Treasurer, consisting of the Treasurer, President, and such other Directors who shall be appointed by the Treasurer, subject to the control of the Board. They shall have general charge of the moneys and securities of the endowment and other funds of the Corporation. The Finance Committee shall keep minutes of its meetings, and all action of the Committee taken shall be reported to the Board at its next meeting succeeding such action.

The Finance Committee may, in compliance with law and under the general supervision of the Directors, devise an Investment Policy for approval by the Board and invest the funds of the Corporation in accordance with the said Investment Policy. When the interests of the Corporation demand, they may sell or collect the stocks or securities on hand or any of them and reinvest the proceeds. Any investment, reinvestment or transfer of the funds or securities of the Corporation may be signed and executed by the President and Treasurer, or by any three members of the Finance Committee.

The Finance Committee may, in its discretion and in accordance with any and all legal requirements, hire an Auditor to make a full and thorough examination of the Corporation's books and vouchers, and of the moneys, funds, and securities of the Corporation, and report the condition of the same at a meeting of the Board of Directors.

A simple majority of the members of the Finance Committee shall constitute a quorum for the transaction of business at every meeting of the Committee. Vacancies in the Finance Committee shall be filled by the Treasurer.

Section 6.03 Governance Committee. There shall be a Governance Committee consisting of a Chair appointed by the President, and of such other Directors who shall be appointed by the chair, subject to the control of the Board. They shall be responsible for proposing to the Board for its approval, any amendments or revisions to the Corporation's By-laws and organizational structure of the Corporation and the Board, including policies, handbooks, forms, or other documents or publications advisable for the best function of the Center in accordance with its mission and purpose.

The Governance Committee shall develop and implement orientation and leadership development programs for the Directors and shall bring to the Board any matters related to best practices regarding governance, as well as compliance with local, state, and federal laws, regulations, and standards.

A simple majority of the members of the Governance Committee shall constitute a quorum for the transaction of business at every meeting of the Committee. Vacancies in the Governance Committee shall be filled by the Committee Chair.

Section 6.04 Non-Standing Committees. In addition to the standing committees set forth above, the President may, subject to the control of the Board, designate such other committees as the Board deems appropriate. Each such committee shall be comprised of such number of Trustees and other individuals as shall be determined by the President, subject to the control of the Board; provided, however, that at least one member of the Board shall serve on each committee.

Article 7  
Fiscal Oversight, Banking, Contracts and Investments

Section 7.01 Fiscal Oversight. The Board and each Director retains the oversight of and responsibility for the finances of the NPC. The Board regularly reviews the budget, operating statements, revenue and expense statements, and reviews required financial reports or audits of the organization. The Board formally approves the annual budget.

Section 7.02 Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories 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 7.03 Contracts. The Board may authorize any Officer or Officers, agent or agents, such as an Executive Director, 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 7.04 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 8  
Indemnification

Section 8.01 Indemnity Under Law. The Corporation shall indemnify and advance the expenses of each person to the full extent permitted by law.

Section 8.02 Additional Indemnification.

- a) The Corporation hereby agrees to hold harmless and indemnify each of its Directors, Officers, employees and agents (the "Indemnitee") from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnitee served in any capacity at the request of the Corporation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a Director or Officer of the Corporation, or is or was serving or at any time serves such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitee's fiduciary duty as a Director, Officer, employee or agent of such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise under any state or federal law or

otherwise; provided, however, that no indemnity pursuant to this Section 2 shall be paid by the Corporation (i) if a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitee's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled; or (ii) if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith and/or was dishonest.

- b) The obligation of the Corporation to indemnify contained herein shall continue during the period the Indemnitee serves as a Director, Officer, employee or agent of the Corporation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a Director or Officer of the Corporation or served at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.
- c) Promptly after receipt by the Indemnitee of notice of the commencement of any action, suit or proceeding, the Indemnitee will, if a claim in respect thereof is to be made against the Corporation under this Section 8.02, notify the Corporation of the commencement thereof; but the omission so to notify the Corporation will not relieve it from any liability which it may have to the Indemnitee otherwise than under this Section 8.02. With respect to any such action, suit or proceeding as to which the Indemnitee notifies the Corporation of the commencement thereof:
  - 1. The Corporation will be entitled to participate therein at its own expense; and,
  - 2. Except as otherwise provided in the last sentence of this subpart 2., to the extent that it may wish, the Corporation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel satisfactory to the Indemnitee. After notice from the Corporation to the Indemnitee of its election so to assume the defense thereof, the Corporation will not be liable to the Indemnitee under this Section 8.02 for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided in the last sentence of this subpart 2. The Indemnitee shall have the right to employ his or her own counsel in such action, suit or proceeding but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the Indemnitee unless (A) the employment of counsel by the Indemnitee has been authorized by the Corporation in connection with the defense of such action, (B) the Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Corporation and the Indemnitee in the conduct of the defense of such action, or (C) the Corporation shall not in fact have employed counsel to assume the defense of such action, in each of which cases the fees and expenses of counsel for the Indemnitee shall be borne by the Corporation (it being understood, however, that the Corporation shall not be liable for the expenses of more than one counsel for the Indemnitee in connection with any action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or

circumstances). The Corporation shall not be entitled to assume the defense of any action, suit or proceeding brought by or on behalf of the Corporation or as to which the Indemnatee shall have made the conclusion provided for in clause (B) of the preceding sentence of this subpart (2).

3. Anything in this Section to the contrary notwithstanding, the Corporation shall not be liable to indemnify the Indemnatee under this Section for any amounts paid in settlement of any action or claim effected without its written consent. The Corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnatee without the Indemnatee's written consent. Neither the Corporation nor any such person will unreasonably withhold their consent to any proposed settlement.
- d) In the event of any threatened or pending action, suit or proceeding which may give rise to a right of indemnification from the Corporation to the Indemnatee pursuant to this Section 8.02, the Corporation shall pay, on demand, in advance of the final disposition thereof, expenses incurred by the Indemnatee in defending such action, suit or proceeding, other than those expenses for which the Indemnatee is not entitled to indemnification pursuant to clause (ii) of the proviso to part (a) of this Section 2 or part (b) of this Section 8.02. The Corporation shall make such payments upon receipt of (i) a written request made by the Indemnatee for payment of such expenses, (ii) an undertaking by or on behalf of the Indemnatee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation hereunder, and (iii) evidence satisfactory to the Corporation as to the amount of such expenses. The Indemnatee's written certification together with a copy of the statement paid or to be paid by the Indemnatee shall constitute satisfactory evidence as to the amount of such expenses.
- e) The rights to indemnification and advancement of expenses granted to the Indemnatee under this Section shall not be deemed exclusive, or in limitation of any other rights to which the Indemnatee may now or hereafter be entitled under the Corporation's Articles of Organization or otherwise under the Corporation's By-Laws, as now in effect or as hereafter amended, any agreement, any vote of members or Directors, any applicable law, or otherwise.

Section 8.03 Limitation. No amendment, modification or rescission of this Article VII shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

## Article 9 Rules of Order

The rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Corporation, except where they may be in conflict with the Articles of Incorporation, these Bylaws, or other policies adopted by the Board of Directors.

Article 10  
Amendments

These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of two-thirds of the Directors then in office.

Article 11  
Construction

In the case of any conflict between the Articles of Organization of the Corporation and these By-Laws, the Articles of Organization of the Corporation shall control.

Adopted April 12, 2016, revised [ ].

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President

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Treasurer

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Secretary