

## Proposed Amendments to CRWA's Articles of Organization ("Articles of Amendment") to be voted on by Class B Members at the March 25, 2021 Annual Meeting

At CRWA's Annual Meeting, which will be held virtually via Zoom on Thursday, March 25, 2021 at 6:30 pm, Class B Members will be asked to vote on amendments to CRWA's Articles of Organization (hereafter, "Articles of Amendment"). CRWA's Class B Members include the Board of Directors, the Board of Advisors, and current volunteer monthly monitors.

These proposed amendments will update CRWA's Articles of Organization, which were last revised over 50 years ago. If at least two-thirds of Class B Members vote in favor of the Articles of Amendment, they will be filed with the Massachusetts Secretary of State and will become effective upon the Secretary of State's approval.

### CRWA's Purpose Statement

We are proposing to update CRWA's purpose to be consistent with its current mission statement ("CRWA strives to protect, restore and enhance the Charles River and its watershed through science, advocacy and the law. CRWA develops science-based strategies to increase resilience, protect public health, and promote environmental equity as we confront a changing climate.") and include an updated statement of the activities CRWA will engage in to accomplish its purpose.

#### Current:

The Purpose of this Association shall be to protect, improve and expand the recreational opportunities of the natural resources and recreational opportunities of the Charles River Watershed, and to enhance their enjoyment by the inhabitants. For these purposes the Association proposes to study, confer, communicate and report upon the problems of pollution abatement, water supply, sewage and waste disposal, flow and flood control, erosion, nature education, access to the protection of the sources, environs and banks of the Watershed, and to promote and assist cooperation and coordination among individuals, organizations and governmental bodies, at all levels.

#### Proposed:

##### **Article II**

*The purpose of the corporation is to engage in the following activities:*

Charles River Watershed Association, Inc. (the "corporation") is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation's specific

purpose is to protect, restore and enhance the Charles River and its watershed through science, advocacy and the law. To accomplish this purpose, the corporation will study, confer, communicate, educate, advocate and report upon climate change, resilience and adaptation, pollution, ecological integrity, river use and enjoyment, water resources, water infrastructure, conservation, and land use, while promoting and assisting cooperation and coordination among individuals, organizations and governmental bodies, at all levels, in watershed protection.

### Other Lawful Provisions

We are also proposing to update language required by the IRS to protect CRWA's tax-exempt status.

#### Current:

1. In furtherance of the foregoing purposes the corporation may make contributions for the accomplishment of its purpose, in such amounts as the directors determine to be reasonable, to corporations, trusts, funds, foundations or community chests created and organized in the United States or in any territory or possession thereof, and organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which are carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in (including the publishing of [sic] distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the organizations described herein shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended.
2. Notwithstanding any other provisions of this Agreement of the Association, this corporation shall not, in the conduct of its affairs:
  - a. Engage, otherwise than as an insubstantial part of its activities, in activities which are not in furtherance of one or more of the educational and charitable purposes for which it has been formed.
  - b. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
  - c. Participate in, or intervene in, directly or indirectly (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- d. Permit any part of the assets or the net earnings of the corporation to inure to the benefit of any Officer, Director or Member of the corporation, or any private individual, or be appropriated or used for any purposes other than the purposes of the corporation as herein set forth.
  - e. Conduct any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 and contributions to which are deductible under Section 170 (c)(2) of said Code, Each as now in force or hereafter amended.
3. Subject to the applicable provisions of law, the corporation may, at any time, dissolve by the affirmative vote of at least two-thirds of its Members, provided that upon such dissolution all the assets of the corporation (after the payments of all debts and other obligations) shall be contributed to a corporation or entity or corporations or entities, each of the nature referred to in paragraph 1 of these additional provisions.

Proposed:

#### Article IV

*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:*

1. The corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions in such amounts as the directors determine to be reasonable to other organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The property of this corporation is irrevocably dedicated to the purpose stated in Article II hereof, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.
3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in

(including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4. The corporation may be a partner in any lawful activity which the corporation would have the power to conduct by itself, provided that no such power shall be authorized which would not be permitted an organization exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. Subject to the applicable provisions of law, the corporation may, at any time, dissolve by the affirmative vote of at least two-thirds of its eligible members. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
6. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities that are not in furtherance of the purpose stated in Article II hereof.
7. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.