

**Proposed Amendments to CRWA Bylaws  
to be voted on by Class B Members at the March 25, 2021 Annual Meeting**

**AMENDED AND RESTATED BY-LAWS  
OF THE  
CHARLES RIVER WATERSHED ASSOCIATION, INC.**

**Article I.  
General Provisions**

The name and purposes of the Charles River Watershed Association, Inc. (the “Association”) shall be as set forth in these By-laws and ~~its~~ ~~the~~ Articles of Organization of the Association. These By-laws, the powers of the Association and of its members, directors and officers shall be subject to the Articles of Organization as from time to time amended.

*[typo correction]*

**Article II.  
Purpose**

The purpose of this Association shall be to protect, ~~restore and enhance the Charles River and its watershed through science, advocacy and the law~~ ~~improve, and expand the natural resources and recreational opportunities of the Charles River Watershed (the “Watershed”), and to enhance their enjoyment by the inhabitants.~~ ~~To accomplish this purpose~~ For these purposes, the Association ~~will propose to~~ 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 the problems of~~ ~~pollution abatement, water supply, sewage and waste disposal, flow and flood control, erosion, nature education, access to and 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, ~~in watershed protection.~~

*[proposed changes to make this section consistent with the updated purpose statement in the amendments to the Articles of Organization that will also be voted on at the Annual Meeting]*

**Article III.  
Membership**

**Section 3.01 Qualification and Tenure.** Membership in the Association shall be open to any individual or organization having interests in the purpose of the Association. Membership shall become effective upon (i) payment of annual dues or (ii) participation as a volunteer monthly water quality monitor, and shall be effective for a term of one fiscal year. The Board of Directors of the Association (the “Board of Directors”) shall determine annual dues or other appropriate criteria for membership and may, by vote of the majority of the Board of Directors, approve from time to time additional classes of members of the Association. The members of the Board of Directors and

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the Board of Advisors of the Association (the “Board of Advisors”) shall also be considered members of the Association.

**Section 3.02 Classes of Membership.** There shall be two classes of members: Class A Members and Class B Members (together, the “Members”). For purposes of voting at any meeting of the Association, Class A Members shall consist of any person who, since the **beginning of the current fiscal year** ~~date of the last Annual Meeting~~, (a) paid annual membership dues, (b) volunteered as a monthly water quality monitor or (c) was a member of the Board of Directors or ~~t~~The Board of Advisors. Class B Members shall consist of (i) the then-current members of the Board of Directors and the Board of Advisors and (ii) the Association’s then-current monthly water quality monitoring volunteers.

*[typo corrections; proposed change of language to fiscal year is necessary to be consistent with section 3.01, which states that a member is someone who has paid annual dues or volunteered as a monthly monitor during the fiscal year]*

**Section 3.03 Rights of Voting Members.** Class A Members and Class B Members are entitled to vote at each Annual Meeting of the Association (each, an “Annual Meeting”) for the election of the Officers and the Directors of the Association **where Officers and/or Directors are up for election or re-election**. Class B Members, voting as a separate class, are entitled to take any other action or vote by members of the Association required by the General Laws of the Commonwealth of Massachusetts.

*[proposed change to make this section consistent with the change of electing Officers bi-annually (see section 5.01)]*

**Article IV.  
Board of Directors**

**Section 4.01 Powers.** The affairs of the Association shall be managed by the Board of Directors, who shall have and may exercise all the powers of the Association, except those powers reserved for the Members by law, the Articles of Organization or these By-laws.

**Section 4.02 Number and Election.** The Board of Directors shall consist of not more than twenty-five (25) directors (each, a “Director”), elected by the Members of the Association as provided in these By-laws. Such Board of Directors shall include each elected Officer of the Association, other than the Executive Director. All members of the Board of Directors shall be dues-paying Members of the Association.

**Section 4.03 Term of Office.** Each Director shall serve for an initial three-year term and may be elected to additional terms upon the expiration of such initial term.

**Section 4.04 Vacancies.** The Board of Directors shall fill any vacancy on the Board of Directors or any Officer position provided for in these By-laws until the next Annual Meeting, if such vacancies occur between Annual Meetings.

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**Section 4.05 Action by Vote.** When a quorum is present at any meeting of the Board of Directors, a majority of the Directors present (in person, via telephone, or by proxy dated not more than six (6) months before the meeting named in the proxy) and voting shall decide any question unless otherwise provided by law or these By-laws.

*[proposed change to clarify that this provision applies to meetings of the Board of Directors, not all meetings]*

**Section 4.06 Action by Written Consent.** Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a written consent to the action is signed by all the Directors or all the members of the applicable committee and filed with the records of the meetings of the Board of Directors. Any such written consent shall be treated for all purposes as a vote taken at a meeting.

**Section 4.07 Removal and Resignation.** A Director may be removed with or without cause by the affirmative vote of a majority of the Directors. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors. Any Director may resign by delivering a written resignation to the Executive Director or to the Board of Directors at principal office.

**Section 4.08 Executive Director.** The Board of Directors shall have the power to appoint or remove the Executive Director on such terms and conditions, including terms related to compensation and performance, as it may deem advisable.

**Article V.  
Officers**

**Section 5.01 Number and Qualification; Tenure.** The Officers of the Association shall be the Executive Director, a President, a Vice President, a Treasurer, a Clerk and such other officers as the Board of Directors may determine from time to time (collectively, the “Officers”). Each Officer, other than the Executive Director, shall be elected by the Class A and Class B Members, voting together as a single class, at each every other Annual Meeting for terms of ~~one~~ two years. Each Officer shall hold office until the next Annual Meeting at which Officers are elected and until his or her successor is chosen and qualified, provided, for the avoidance of doubt, that they may succeed themselves, or until he or she sooner dies, resigns, is removed or becomes disqualified. The Board of Directors shall develop a process for nominating Officers for election at the Annual Meeting. In the event of a vacancy in any of the officer positions, the Board of Directors may appoint a successor until the next Annual Meeting.

*[proposed change to Officers' terms – terms will be two years rather than one; also authorizes the Board to develop an Officer nomination process, and clarifies that in the event of a vacancy, the Board may appoint a successor until the next Annual Meeting (consistent with Section 4.04)]*

**Section 5.02 Duties.** The duties of the Officers shall be those normally associated with these offices, unless otherwise modified by the Board of Directors.

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**Section 5.03 President.** The President, or in his or her absence, the Vice President, shall preside at all meetings of the Board of Directors and of the Association. He or she shall serve ex-officio on all committees of this Association. In the event of a vacancy in the Presidency, the Board may elect a new President until the next Annual Meeting.

*[typo corrections]*

**Section 5.04 Executive Director.** The Executive Director shall be the Chief Executive Officer of the Association. Subject to the direction of the Board of Directors, he or she shall have all the duties and responsibilities necessary and appropriate to managing the affairs of the Association as are usually incident to that office and as may be vested in that office by these By-laws or by the Directors. As an agent of the Board of Directors, the Executive Director shall be responsible for the on-going management of the Association and its staff, including the hiring and firing of employees. He or she, or the Treasurer, may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Association. The records of the Executive Director and the Association shall at all times be open to the inspection of any member of the Board of Directors. He or she shall be the keeper of the seal of the Association. He or she shall carry out the objectives, policies, and programs of the Association as directed by the Board of Directors, and shall be allowed such salary and sum of money for staff assistance as the Board of Directors may determine.

*[typo corrections]*

**Section 5.05 No Personal Liability.** The Members, Directors and Officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Association, may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Association.

**Article VI.  
Committees and Appointments**

**Section 6.01 Committees.** The Board of Directors may appoint or reappoint any committees, study groups, representatives or investigators, with such mandates, terms, and subject to such criteria and procedures, that it considers necessary to the proper conduct of the business of the Association. Committees may be dissolved by the Board of Directors at any time.

**Section 6.02 Board of Advisors.** The Board of Directors shall have the power to appoint a Board of Advisors to provide advice and to serve as ambassadors for the Association, with such powers and duties as these By-Laws provide or as the Board of Directors shall delegate. The Executive Director shall recommend individuals with perspective, commitment and diverse skills to serve on

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the Board of Advisors and assist the Association in achieving its mission, and the Board of Directors shall, in its discretion, approve and appoint such individuals, or other qualified individuals, to the Board of Advisors. Advisors shall serve until they resign or are sooner removed by a majority vote of the Board of Directors, which removal may be with or without cause.

**Section 6.03 Nominating and Governance Committee.** The Nominating Committee shall be composed of not less than three (3) members appointed by the Board of Directors. The chairperson of the committee shall be designated by the Board of Directors. The committee shall supply the Clerk at least one month before the next Annual Meeting with a list of nominees for the positions of Officers and Directors. The Clerk shall publish this list in the call for the Annual Meeting. The Nominating Committee shall also serve jointly as the Governance Committee.

**Section 6.04 Executive Committee.** The Executive Committee shall be composed of the Officers of the Association and such other members of the Board of Directors as may be designated by the President from time to time. It shall have the authority to act for the Board of Directors at times other than regular or special meetings of the Board of Directors, to the full extent of the authority of the Board, except for the powers specified in Section 8.25 of Chapter 156D of the General Laws of Massachusetts.

**Article VII.  
Elections**

**Section 7.01 Election of Directors.** Election of Directors for the next ensuing terms shall be held at the Annual Meeting of the Association. Class A and Class B Members, voting together as a single class, shall be entitled to vote for as many Directors as there are places to be filled.

**Section 7.02 Terms.** The Board of Directors shall be elected for three-year terms, except that each Director who is also an Officer shall remain as Director for so long as he or she continues to hold such Officer position. Directors can be elected to successive terms. Terms shall run from the date of election at the Annual Meeting.

*[typo correction]*

**Section 7.03 Additional Nominations.** In all elections of Directors of the Association, opportunities shall be given to the Members for additional nominations from the floor, provided that written consent for any such nomination has been secured prior to the Annual Meeting.

**Article VIII.  
Meetings**

**Section 8.01 Annual Meetings of the Association.** Annual Meetings of the Association shall be held in March of each year, or as otherwise determined by the Board of Directors, with at least two weeks prior notice of any such meeting provided to the Members. Notice must be provided in writing but may be delivered by mail or electronic means to all Members. In the absence of the

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President and Vice President, the Clerk shall call the Annual Meeting to order and preside over the meeting.

**Section 8.02 Regular Meetings of the Directors.** Regular meetings of the Board of Directors shall be held at least bimonthly. The specific dates of such meetings shall be determined by the Board of Directors.

**Section 8.03 Special Meetings.**

- (a) Special Meeting of the Board of Directors. Special meetings of the Board of Directors may be called by the President, or by the Clerk on the request of three (3) Directors, with notice to indicate the nature of the business to be considered.
- (b) Special Meeting of the Association. Special meetings of the Association may be called by the Board of Directors, by the President or by the Clerk upon the petition in writing of fifteen (15) Members submitted to the Board of Directors.

**Section 8.04 Quorum.**

- (a) Board of Directors. A quorum of the Board of Directors for purposes of transacting business shall be five (5) Directors, none of whom is also an Officer of the Association.
- (b) Association. A quorum of the Association for purposes of transacting business shall be fifteen (15) Class A Members.
- (c) Special Meeting of Class B Members: Fifteen (15) Class B Members present in person, by telephone, or by proxy shall constitute a quorum for any special meeting of the Class B Members. A vote of the majority of the Class B Members represented at any such meeting shall decide any questions brought before the meeting, except when a larger vote is required by law.

**Article IX.  
Fiscal Year**

Except as otherwise determined by the Board of Directors from time to time, the fiscal year of the Association shall end on September 30 of each year.

**Article X.  
Indemnification**

The Association shall, to the extent legally permissible, indemnify any Director or Officer, of the Association, or who may have served at its request as a Director or Officer for another

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organization, against all expenses and liabilities (including attorney's fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the Association or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided, however, that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally 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 Association; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof shall have been approved by the Association, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Association of reasonable expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of the Board of Directors or the Members or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any repeal or modification of the foregoing provisions of this Article X shall not adversely affect any right or protection of a Director or Officer of the Association with respect to any acts or omissions of such Director or Officer occurring prior to such repeal or modification.

**Article XI.  
Amendments**

These By-laws may be amended by a two-thirds (2/3) vote of the Class B Members voting, a quorum being established, except with respect to any provision thereof which by law, the Articles of Organization or these By-laws requires action by all of the Members. Notice stating the substance of any change to these By-Laws shall be given to all Members no later than the notice given for the Annual Meeting or special meeting following any such amendment. Any by-law altered, amended or repealed by the Class B Members may be further altered or amended or reinstated by the Class B Members in the above manner.

Adopted: At the Annual Meeting held on March 25, 2021 by **unanimous vote**.

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Larry Yu, Clerk