BYLAWS
OF
FRIENDS OF ESSEX TECH, INC.

ARTICLE 1

Name, Purposes and Fiscal Year

1.1 Name and Purposes.

The name and purposes of Friends of Essex Tech, Inc. (the "Corporation") shall be as set forth in the Articles of Organization. All references in these Bylaws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as from time to time amended.

1.2 Fiscal Year.

Except as from time to time otherwise determined by the Board of Directors of the Corporation (the "Board"), the fiscal year of the Corporation shall be the twelve months ending on December 31st.

1.3 Location.

The principal office of the Corporation shall be located within or without the Commonwealth of Massachusetts at such place as the Board shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board may designate. The Corporation shall continuously maintain within the Commonwealth of Massachusetts a registered office at such place as may be designated by the Board.

ARTICLE 2
Board of Directors

2.1 Powers.

The Board shall have the general management and control of all the property, affairs, and funds of the Corporation and shall exercise all the powers of the Corporation. All officers of the Corporation shall act under the direction of the Board.

2.2 Composition.

The Board shall be composed of not less than three (3) Directors, as designated from time to time by the Board. Directors shall not receive compensation for services rendered solely as a Director.

2.3 Election and Tenure.

The Directors shall initially be those Directors named in the Articles of Organization, and thereafter election shall be conducted by ballot by the Board. Directors shall serve three (3) year terms. Each Director shall hold office until the Annual Meeting for the year in which his or her term expires and until his or her successor is elected and qualifies, unless he or she shall sooner die, resign, be removed or become disqualified. A Director may be re-elected to fill one or more additional terms.

2.4 Vacancies.

In the event of a vacancy for any reason among the Directors, the vacancy shall be filled as soon as is reasonably possible by the remaining Directors voting at any regular or special meeting of the Board. The remaining Directors may exercise the powers of the Board until a vacancy is filled. A Director elected to fill a vacancy shall serve for the unexpired term of the predecessor Director.

2.5 Regular Meetings.

Regular meetings of the Board may be held at such places, within the Commonwealth of Massachusetts, and at such times as the Board may from time to time determine by vote. No notice shall be required for any regular meeting held at a time and place fixed in advance by the Board, provided that reasonable notice of the first regular meeting following the determination by the Board of times and places for regular meetings shall be given to absent Directors and provided further that reasonable notice specifying the purpose of a regular meeting shall be given to each Director if either contracts or transactions of the Corporation with interested persons or amendments to these Bylaws are to be considered at the meeting.

2.6 Special Meetings.

Special meetings of the Board may be held at any time and at any place within the Commonwealth of Massachusetts when called by a President or by any two (2) or more Directors, reasonable notice thereof being given to each Director by the Clerk, or by the Directors calling the meeting. Any notice to a Director shall be sufficient if given in person, or by facsimile or email transmission (with confirmation receipts or acknowledgement by recipient) at least 48 hours, or by mail at least 96 hours, before the meeting. Such notice in the case of facsimile transmission or mail must be directed to him or her at his or her address as last recorded on the records of the Corporation. Notice of a meeting need not be given to any Director if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior to the meeting or at its commencement the lack of notice to him or her. A notice or waiver of notice need not specify the purpose of the meeting unless the matters to be considered at such meeting are contracts or transactions between the Corporation and interested parties or amendments to these Bylaws.

2.7 Annual Meeting.

The Annual Meeting of the Board of the Corporation shall be held on such date and at such time as the Board shall determine. In the event that no date for the Annual Meeting is established or such meeting has not been held on the date so determined, a special meeting in lieu of the Annual Meeting may be held with all of the force and effect of an Annual Meeting.

2.8 Quorum.

Except as otherwise provided in these Bylaws, a quorum for any election or for the consideration of any question shall consist of a majority of the Directors then in office. Less than a quorum may adjourn a meeting from time to time to a future date or dissolve a meeting which has been called. If a meeting is adjourned to a future date, it may be held as so adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of Directors present at the meeting shall be sufficient for election to any office and shall decide any question brought before such meeting, except in a case where a larger vote is required by law, by the Articles of Organization, or by these Bylaws.

Notwithstanding the preceding paragraph, the quorum for any vote of the Board to permanently invade any endowment fund, or any similar fund established by the Board, shall consist of two-thirds (2/3) of the Directors then in office. When such a quorum is present, the votes of two-thirds (2/3) of the Directors present for such vote shall decide the question.

2.9 Action by Unanimous Written Consent; Telephone Conference Meetings.

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

Members of the Board of the Corporation, or any committee designated thereby, may participate in a meeting of such board or committee by means of video conference, telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. Action by a vote taken by means of e-mail or facsimile transmission shall be considered an action by written consent.

2.10 Vote of Interested Directors.

A Director who is a member, stockholder, trustee, director, officer or employee of any firm, Corporation or association with which the Corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other Directors acting upon or in reference to such contract or transaction. No Director so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the Corporation may enter into such contract or transaction. In case the Corporation enters into a contract or transacts business with any firm, corporation, or association of which one or more of its Directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interests therein that are or might be adverse to the interests of the Corporation provided such interest is disclosed. No Director or Directors having disclosed such adverse interest shall be liable to the Corporation or to any creditor of the Corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits to be realized thereon. The Directors shall adhere to the Corporation’s Conflict of Interest Policy, as amended from time to time.

2.11 Absence.

Each Board member is expected to communicate with the President in advance of all Board meetings stating whether or not he/she is able to attend or participate by video conference or other agreed-upon means of communication. Any Board member who is absent from three (3) successive Board meetings or fails to attend at least fifty percent (50%) of the Board Meetings shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as member of the Board.

ARTICLE 3
Committees of the Board of Directors

3.1 Committees of Directors.

The Board may, by resolution adopted by a majority of the Directors then in office, designate and appoint one or more committees, each consisting of two (2) or more Directors, which committees shall have and exercise the authority of the Board in the governance of the Corporation. Notwithstanding the foregoing, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

3.2 Executive Committee.

Between meetings of the Board, ongoing oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the Officers of the Corporation as defined in Article 4.

3.3 Advisory Committee.

The Board may establish an advisory committee, to assist and advise on the development and operation of the Corporation. The members of the advisory committee may be appointed by the Board in any number and for such term as the Board may from time to time deem desirable. The advisory committee shall have no vote in the Corporation's matters, no authority to affect the Corporation's policies and may not act on behalf of the Corporation or bind it to any action. The advisory committee shall act in an advisory capacity and may make recommendations and suggestions to the Board for consideration. Members of the advisory committee may be invited by the President from time to time to attend meetings of the Board and may serve on committees of the Corporation.

3.4 Other Committees and Task Forces.

The Board may act by and through such other committees as the Board deems necessary or advisable, including, without limitation, committees to deal with matters affecting governance such as fundraising, planning, development, investments, finances and budgets, and the Corporation's mission such as land and easement acquisition, stewardship, education. The Board may delegate to such committees such powers and duties thereto as the Board deems advisable to the extent permitted by law and as may be specified in resolutions adopted by a majority of the Directors. Each such committee shall include a member of the Board and may also include individuals who are not members of the Board. Each such committee may make rules for the conduct of its business, but in the absence of such rules its business shall be conducted as nearly as may be practicable in the same manner as is provided by these Bylaws for the business of the Board. Each such committee shall at all times be subject to the direction of the Board. Any member of a committee created pursuant to this Section, or any member of an advisory committee may be removed by the person or persons authorized to appoint such member whenever the best interests of the Corporation shall be served by such removal.

3.5 Term of Office.

Each member of a committee shall serve for one (1) year until the next annual meeting of the Board and until a successor is appointed, unless the committee is sooner dissolved.

3.6 Vacancies.

Vacancies in the membership of committees may be filled by the President.

3.7 Rules.

Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board.

3.8 Quorum and Voting.

The presence of a majority of the members of a committee shall constitute a quorum. When a quorum is present, the affirmative vote of a majority of the members present shall be required to take any action.

3.9 Term and Qualifications.

Except as otherwise provided herein, members of committees need not be Directors, but shall hold office subject to the pleasure of the Board.

3.10 Meetings.

Each committee shall have an agent who shall keep minutes of all committee meetings. Committee meeting minutes shall be kept on file at the Corporation's principal place of business. Unless otherwise provided in these Bylaws or by the Board, meetings of a committee may be called by the committee's Chair, the President or any two (2) of the committee's members.

3.11 Special or Ad Hoc Committees.

The Board may delegate such of their powers as they consider advisable, except those powers which by law, the Articles, or these Bylaws may not be so delegated, to such special or ad hoc committees as the Board may from time to time establish. With the Board's approval, the President shall designate the members of all special and ad hoc committees and designate a chairperson of each as soon as practicable after the meeting at which such committee is established.

ARTICLE 4
Officers of the Corporation

4.1 Officers.

The officers of the Corporation shall be one President, Treasurer, and Clerk, and such other officers elected or appointed in such manner as the Board may from time to time determine.

4.2 Election and Tenure.

The officers of the Corporation shall be elected annually by the Board at its Annual Meeting. They shall hold office for one (1) year subject to these Bylaws, unless a shorter period shall have been specified by the terms of their election, or until their successors are elected and qualify, unless they shall sooner die, resign, be removed or become disqualified.

4.3 President.

The President shall be elected by the Board and perform such duties as the Board may prescribe. The President shall preside at the meetings of the Board and shall be a member of the Board *ex officio;* provided that, the President shall not be entitled to vote on any matter before the Board and shall not be counted for purposes of reaching a quorum. In the absence of paid staff, the President shall ensure the supervision and administration of the business and affairs of the Corporation. The President shall play a major role in resource development and in representing the organization within and outside the community. The President, as well as any other proper officer or staff person of the Corporation authorized by the Board, may sign any deeds, bond mortgages, or other instruments and enter into agreements necessary to carry out the missions and programs of the Corporation except where these Bylaws or policies adopted by the Board require the signature of some other officer or agent to the Corporation. The President shall communicate to other officers or to the Board such matters and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation. The President shall perform all duties customary to that office, and shall have such further duties and powers as the Board shall from time to time determine.

4.4 Treasurer.

The Treasurer shall report to the Board the financial condition of the Corporation at regular intervals, and shall ensure that a true and accurate accounting of the financial transactions of the

Corporation is made. The Treasurer shall perform all duties customary to that office, and shall have such further duties and powers as the Board shall from time to time determine.

4.5 Clerk and Assistant Clerk.

The Clerk shall have general charge of the records of the Corporation and shall keep minutes of all meetings of the Membership of the Corporation and of the Board. He or she shall ensure that notice is given as is required of meetings of the Board and shall perform all duties commonly incident to his or her office. If the Clerk is absent or unavailable, an Assistant Clerk, if one shall have been elected, shall have the duties and powers of the Clerk and shall have such further duties and powers as the Board shall from time to time determine. In the event of the absence of the Clerk and Assistant Clerk from any meeting of the Board or of any committee thereof, a person appointed by individuals present at the meeting to be Clerk pro tem, shall keep the records of such meeting and perform such other duties in connection with the office of Clerk as the meeting may prescribe.

4.6 Powers and Duties of Officers.

Each officer shall, subject to these Bylaws and to the control and direction of the Board, have in addition to the duties and powers specifically set forth in these Bylaws, such duties and powers as are customarily incident to such office and such additional duties and powers as the Board may from time to time determine.

4.7 Bonds.

The Board may from time to time require from any one or more of the officers or agents of the Corporation that he, she or they shall give bonds for the faithful performance of duties in such form, in such sum and with such sureties as the Board may determine. The premium for all such bonds shall be paid by the Corporation.

4.8 Agents and Employees

The Board may choose to appoint an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall hire, direct, and discharge all other agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Corporation. Any employee or agent may be removed at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

4.9 Compensation.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered. The Board shall determine the level of compensation of the Executive Director and shall approve the compensation guidelines for other categories of employees. The Board may require officers, agents, or employees to give security for the faithful performance of their duties.

4.10 No Right to Compensation.

Unless the Board in its discretion provides for Director compensation, no Director or officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the Corporation) no director or officer removed, shall have any right to any compensation as such Director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise.

ARTICLE 5
Resignations, Removals and Vacancies

5.1 Resignations.

Any Director or officer may resign at any time by delivering his or her resignation in writing to the President or the Clerk or to a meeting of the Board. Such resignations shall take effect at such time as is specified therein, or if no such time is so specified, then upon delivery thereof to the President or the Clerk or to a meeting of the Board.

5.2 Removals.

Directors, including Directors elected by the Board to fill vacancies in the Board, may be removed with or without cause by vote of a majority of the Directors then in office. The Board may remove any officer from office with or without cause by vote of a majority of the Directors then in office.

5.3 Vacancies.

Any vacancy in the Board may be filled by vote of a majority of the Directors then in office at a meeting called for such purpose. If the office of any officer becomes vacant, the Board may choose or appoint a successor by vote of a majority of the Directors present at the meeting at which such choice or appointment is made. Each such successor shall hold office for the unexpired term of his or her predecessor and until his or her successor shall be chosen or appointed and qualifies, or until he or she sooner dies, resigns, is removed or becomes disqualified.

5.4 Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation.

Persons or groups of persons designated by the Board as sponsors, benefactors, honorary directors, contributors, advisors or friends of the Corporation or such other title as the Board deems appropriate shall, except as the Board shall otherwise determine, serve in an honorary capacity. The Board may assign to such persons such terms of office, responsibilities, duties and privileges as the Board so determines. In such capacity, they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

5.5 Non-Voting Directors and Advisors

The Board may create classes of non-voting directors and outside advisors, including honorary directors, associate directors, regional directors, friends, alumni and the like and may elect persons to such class or classes on such terms and on such conditions as the Board so determines. The Board may assign to such persons such terms of office, responsibilities, duties and privileges as the Board so determines. Persons elected to such classes of membership shall serve in an honorary capacity and shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE 6
Indemnification of Directors and Others

To the extent permitted by law, the Corporation shall indemnify any person serving or who has served as a Director, officer, employee or other agent of the Corporation, or at its request as a Director, officer, employee or other agent of any other organization in which the Corporation has an interest, or at its request in a capacity with respect to any employee benefit plan of the Corporation or of any other organization in which the Corporation has an interest, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties other than punitive damages, and counsel fees, reasonably incurred by such person in connection with the defense or disposition of any action, suit or other proceeding whether civil or criminal, in which such person may be involved or with which he or she may be threatened, while serving or thereafter, by reason of his or her being or having been such a Director, officer, employee or agent; except with respect to any matter as to which he or she shall have been 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 Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment, or for any other expenses shall be provided unless:

(1) such Director, officer, employee or agent shall be found to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, after notice that the matter involves such indemnification:

(a) by a majority of the votes cast by disinterested Directors then in office and entitled to vote; or

(b) in the absence of any disinterested Directors or at the request of a majority of disinterested Directors; or

(2) in the absence of action by disinterested Directors, there has been obtained, at the request of a majority of the Directors then in office and entitled to vote, an opinion in writing of independent legal counsel, other than counsel to the Corporation, to the effect that such Director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation.

Expenses, including counsel fees, reasonably incurred by any such Director, officer, employee or agent in connection with any such action may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated to be not entitled to indemnification under the laws of the Commonwealth of Massachusetts, which undertaking may be accepted without reference to the financial ability of such individual to make repayment. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director, officer, employee or agent may be entitled. Nothing contained in this Article shall limit any rights of indemnification existing independently of this Article. As used in this Article, the terms “Director,” “officer,” “employee” and “agent” include their respective heirs, executors, administrators, and an “interested” Director, officer, employee or agent is one against whom, in such capacity, the proceedings in question or other proceedings on the same or similar grounds are then pending.

This Article shall not limit the power of the Board or its Executive Committee to authorize the purchase and maintenance of insurance on behalf of any person who is or has been a Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or other agent of another organization in which it has an interest against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under this Article.

ARTICLE 7
Miscellaneous

7.1 Voting Stock in Other Corporations.

Whenever the Corporation shall own stock of another Corporation, either the President or the Treasurer may, on behalf of the Corporation (i) waive notice of any meeting of stockholders or shareholders of any other Corporation, or of any association, trust or firm, of which any securities are held by this Corporation; (ii) appoint any person or persons to act as proxy or attorney-in-fact for the Corporation, with or without substitution, at any such meeting; and (iii) execute instruments of Consent to stockholder or shareholder action taken without a meeting.

7.2 Directors' Liability.

The Board shall have no power to bind the Directors personally or to call upon any of them for the payment of any sum of money or any assessment whatsoever other than for such sums as any Director may at any time voluntarily agree in writing to pay by way of donation to the Corporation. All persons or Corporations extending credit to, contracting with, or having any claim against the Corporation shall look only to the funds and property of the Corporation for the payment of any debt, the performance of any contract, the satisfaction of any claim, or the payment of any debt, damage, judgment or decree of any money that may otherwise become due to payable from the Corporation, and neither the Directors nor officers, present or future, shall be personally liable therefor.

7.3 Execution of Certifications.

Any action taken by the Board or any committee thereof may be certified by the officer whose duty it is to keep the minutes of such meeting or by the officer or Director keeping the records thereof or presiding thereat; and any such certificate shall be conclusive evidence for all purposes that the action so certified was taken.

7.4 Corporate Seal.

The Board may adopt and alter the seal of the Corporation.

7.5 Adherence to Whistleblower Policy.

The Directors and Officers shall adhere to the Whistleblower Policy of the Corporation.

ARTICLE 8
Amendments

These Bylaws may at any time be amended or repealed as proposed by the Board by vote of two-thirds (2/3) of the Directors then in office. Notice of the substance of any proposed amendment or repeal shall be stated in the notice of any meeting of the Board called for the purpose of approving such amendment or repeal, notice of such meeting shall be given to the Directors not less than fourteen (14) days prior to the date of such meeting.

Date Adopted: June 20, 2025

Signed by:

Kristin McMahon

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Kristin McMahon, Clerk