

# BY-LAWS OF CONWAY SCHOOL OF LANDSCAPE DESIGN, INC.

*Effective November 10, 1990, as amended March 2003, May 2004, May 2007, October 2010, May 2012, October 2015, April 2018*

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## Section 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR

- 1.1 **Name and Purposes.** The name and purposes of the corporation shall be as set forth in the Articles of Organization.
- 1.2 **Location.** The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The Board of Trustees may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.
- 1.3 **Corporate Seal.** The Board of Trustees may adopt and alter the seal of the corporation.
- 1.4 **Fiscal Year.** The fiscal year of the corporation shall, unless otherwise decided by the Board of Trustees, end on June 30 in each year.

## Section 2. BOARD OF TRUSTEES

- 2.1 **Number and Election.** The Board of Trustees shall have a minimum of seven (7) trustees. At least two of the trustees shall be graduates of the school.
- 2.2 **Tenure.** The term of office for the Trustees shall be three (3) years or until they sooner die, resign, are removed or become disqualified.
- 2.3 **Term Limits.** As of October 2011, Trustees shall rotate off the Board after serving two consecutive terms of three years. Under certain circumstances, and with consultation between the Board President and Board Committee Chairs, a Trustee may be invited to serve a third consecutive term, or to serve an additional term at another time.
- 2.4 **Powers.** The affairs of the corporation shall be managed by the Trustees who shall have and may exercise all the powers of the corporation.
- 2.5 **Committees.** The Trustees may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Unless the Trustees otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the Trustees. The members of any committee shall remain in office at the pleasure of the Trustees.
  - a) **Executive Committee.** There shall be an Executive Committee composed of the Chair of the Board of Trustees, the Vice-Chair of the Board of Trustees, the President and any other Trustees designated by the Chair of the Board of Trustees. The Executive Committee shall meet or confer between scheduled meetings of the Board of Trustees and may act on specific matters delegated by the full Board and for the Board in the event of an emergency requiring action before the next Board meeting. Minutes of Executive Committee meetings shall be made available to the Board of Trustees.
- 2.5 **Suspension or Removal.** A Trustee may be suspended or removed with cause by a vote of a majority of the Trustees then in office. A Trustee may be removed with cause only after reasonable notice and opportunity to be heard.
- 2.6 **Resignation.** Trustees may resign by delivering their written resignations to the president, treasurer, or clerk of the corporation, to a meeting of the Trustees or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.
- 2.7 **Vacancies.** Any vacancy in the Board of Trustees shall be filled by the Board of Trustees of the organization as outlined above. A successor trustee shall hold office for the unexpired term of the trustee he or she replaces. The Trustees shall have and may exercise all their powers notwithstanding the

existence of one or more vacancies in their number.

2.8 **Place.** Meetings of the Board of Trustees shall be held at such place within or without Massachusetts as may be named in the notice of such meeting or, if notice is not required, at the principal office of the corporation.

## 2.9 Call and Notice

- a) **Annual and Regular Meetings.** There shall be a minimum of two (2) meetings of the Board of Trustees each year. The annual meeting shall take place in October or November of each year. Notice of the annual meeting shall be given to all trustees by mail or by email by the secretary of the corporation at least ten (10) days before the date fixed for the meeting. No call or notice shall be required for regular meetings of Trustees.
- b) **Special Meetings.** The clerk shall have the responsibility for calling a special meeting and shall give reasonable notice of the time and place of special meeting to each Trustee. Such notice shall specify the purposes of a meeting.
- c) **Reasonable and Sufficient Notice.** Except as otherwise expressly provided, it shall be reasonable and sufficient notice to the Trustees to send notice by mail, email or other electronic means at least forty-eight (48) hours before the meeting. Notice may also be given in person or by telephone at least twenty-four (24) hours before the meeting.

2.10 **Quorum.** At any meeting of the Trustees a majority of the Trustees then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question whether a quorum is present.

2.11 **Presence Through Communications Equipment.** Unless otherwise provided by law or the articles of organization, Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone, videoconferencing or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

2.12 **Action by Vote.** A majority of the trustees shall decide any question, including election of officers, budget and personnel matters. There must be a quorum of trustees present to vote on any matter before the board.

2.13 **Action by Writing.** Any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if four-fifths (4/5) of the Trustees consent to the action in writing and the written or emailed consents are filed with the records of the meetings of the Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

2.14 **Vote of Interested Trustees.** A trustee 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 trustees acting upon or in reference to such contract or transaction. No trustee so interested shall vote on such contract or transaction, but he or she may be counted for the purpose of determining a quorum. The affirmative vote of a majority of the disinterested trustees 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 trustees 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 trustee or trustees have or may have interests therein which are or might be averse to the interests of the corporation. No trustee or trustees 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 trustee or trustees be accountable for any gains or profits to be realized thereon.

## Section 3. OFFICERS AND AGENTS

3.1 **Number and Qualification.** The officers of the corporation shall be the Chairman of the Board of

Trustees, the Vice-Chairman of the Board of Trustees, Treasurer, Clerk and such other officers, if any, as the Trustees may determine. The corporation may also have such agents, if any, as the Trustees may appoint. The Clerk need not be a resident of Massachusetts so long as the corporation has appointed a resident agent for the purpose of service of process. A person may hold more than one office at the same time. If required by the Trustees, any officer shall give the corporation a bond for the faithful performance of duties in such amount and with such surety or sureties as shall be satisfactory to the Trustees.

- 3.2 **Election.** The Chairman, Vice-Chairman, Treasurer and Clerk shall be elected annually by the Trustees at their annual meeting. Other officers, if any, may be elected by the Trustees at any time.
- 3.3 **Tenure.** The Chairman, Vice-Chairman, Treasurer and Clerk shall hold office starting upon the adjournment of the annual meeting at which they are elected and will serve until the adjournment of the annual meeting at which their successors are chosen and qualified.
- 3.4 **President.** The Board of Trustees shall appoint the President, and hire three co-directors, who, subject to the control of the Trustees, shall have general charge and supervision of the affairs of the corporation. The three co-directors shall be an ex-officio and non-voting member of the Board of Trustees and the Executive Committee of the Board of Trustees.
  - a) **Leadership Succession.** In the event of an extended absence of the President, in the event the Trustees do not appoint a replacement or interim President, an officer of the corporation designated by the trustees will have appropriate authority to make decisions on behalf of the corporation and to delegate as needed.
- 3.4 **Treasurer.** The Treasurer shall have oversight of the financial affairs of the corporation and shall be responsible for the corporation's audit.
- 3.5 **Clerk.** The Clerk shall maintain records of all proceedings of the Trustees in a book or series of books kept for that purpose, which book or books shall be kept within Massachusetts at the principal office of the corporation or at the office of its Clerk or of its resident agent and shall be open at all reasonable times to the inspection of any Trustee. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies of the Articles of Organization and by-laws and names of all members and Trustees and the address of each.
- 3.6 **Suspension or Removal.** An officer may be suspended or removed with or without cause by vote of a majority of Trustees then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.
- 3.7 **Resignation.** An officer may resign by delivering a written resignation to the president, treasurer or clerk of the corporation, to a meeting of the Trustees, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- 3.8 **Vacancies.** If the office of any officer becomes vacant, the Trustees may elect or appoint a successor (as the case may be). Each such successor shall hold office for the unexpired term of the officer he or she replaces.
- 3.9 **Leave of Absence:** Any Trustee may request a leave of absence for a period of up to one year. During this period the Trustee shall receive any written and emailed material supplied to the Trustees. A request for a Leave of Absence shall be submitted to the Chair of the Board by mail or email and kept with the records of the Board.

#### **Section 4. EXECUTION OF PAPERS**

Any recordable instrument purporting to affect an interest in real estate shall be executed by two of its officers, of whom one is the president or a vice president and the other is the treasurer or an assistant treasurer, or shall be executed by such other officers as shall be designated by a vote of the trustee.

## **Section 5. INDEMNIFICATION OF TRUSTEES AND OFFICERS**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a trustee of the corporation against any and all claims and liabilities to which they have or shall become subject by reason of serving or having served as trustee, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as trustee, and the corporation shall reimburse such persons for all legal expenses reasonably incurred by them in connection with any such claim or liability. Notwithstanding the foregoing, no trustee of the corporation shall be indemnified or be reimbursed for any expense incurred in connection with any claim or liability arising out of their own willful misconduct or gross negligence and 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 corporation.

The amount paid to Trustees by way of indemnification shall not exceed their actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by a committee of not less than three (3) nor more than seven (7) persons selected by the Board of Trustees, who shall not be officers or trustees; and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed.

The right of indemnification contained herein shall not exclude any rights to which any Trustee of the corporation may otherwise be entitled by law.

## **Section 6. AMENDMENTS**

These By-Laws may be altered, amended or repealed in whole or in part by a two-thirds vote of the Board of Trustees then in office.

Prior to an amendment to the By-Laws, each member of the Board of Trustees shall be given thirty (30) day notice in writing of the proposed amendment.

Any vote to change the By-Laws shall not become effective until thirty (30) days after its passage.