

FARMS-PRIDES COMMUNITY ASSOCIATION, INC.

First Meeting of the Subscribers to
the Agreement of Association

November 15, 1954

Pursuant to the terms of the foregoing Agreement of Association for the purpose of the organization of Farms-Prides Community Association, Inc., the subscribers thereto held their first meeting on November 15, 1954 at 8 P.M. in Legion Hall, West Street, Beverly Farms, Massachusetts.

The following, being all of the Subscribers to the Agreement of Association, were present:

Samuel H. Hallowell	Ralph L. Townsend
Elise S. Wigglesworth	John F. Fitzpatrick
Nettie Baum	Eleanor Presson
Barbara O. Carleton	Helen B. Clark
Frank J. McMahon	Eleanor L. Clark
Elizabeth Richardson	Frank W. Clark
Bertha L. Hendrickson	Parker E. Noyes
Anna Belle Day	Edwina Warren Wise
Jean Gomez	Dorothy M. Nugent
Madeline B. Post	Lila M. Brady
Carolyn F. Standley	D. Thomas Deering
Isabel DeC. Porter	Brinley M. Hall
C. Burnham Porter	Robert W. Morris
	Constance S. Hodges

Mr. Morris called the meeting to order, and, upon motion duly made and seconded, he was unanimously chosen Chairman.

Upon motion duly made and seconded, it was unanimously

VOTED: To proceed by ballot to the election of a temporary Secretary.

The number of ballots cast was twenty-seven, all of which were in favor of Brinley M. Hall, who was thereupon declared duly

elected temporary Secretary and entered upon the discharge of his duties as such after having been duly sworn as appears from the following original certificate:

COMMONWEALTH OF MASSACHUSETTS

Essex, ss.

November 15, 1954

Personally appeared the above-named Brinley M. Hall and made oath that he would faithfully and impartially discharge the duties of temporary Secretary of the meeting of the Subscribers of Farms-Prides Community Association, Inc.

Before Me,

(signed) John M. Hall
Notary Public

Upon motion duly made and seconded it was unanimously

VOTED: That the signers of the Agreement of Association, filed with the records of this meeting, organize themselves into a corporation by virtue of and in accordance with the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts and all Acts in amendment thereof and in addition thereto for the purposes set forth in the Agreement of Association under the name of Farms-Prides Community Association, Inc.

The Chairman submitted to the meeting a form of By-Laws of the corporation and, upon motion duly made and seconded, it was unanimously

VOTED: That the following be and they hereby are adopted as the By-Laws of this corporation:

BY-LAWS

ARTICLE I.

Name

The name of the corporation shall be Farms-Prides Community Association, Inc.

ARTICLE II.

Purposes

The Farms-Prides Community Association, Inc. is constituted as a non-political, non-partisan, non-sectarian organization for the following purposes exclusively:

To maintain and operate a community center for children of all ages, their parents and other adults, in the general neighborhood; to provide opportunities of and facilities for rest, recreation, healthful environment and similar social services for such children, their parents and other adults; to establish and maintain suitable places for reading rooms, libraries, association and other group meetings; to foster and promote educational and training programs among all ages in the general neighborhood; to make contributions and gifts for and to religious, charitable, scientific, literary or educational purposes, or to aid in the prevention of cruelty to children or animals, either directly or through religious, charitable, scientific, literary or educational corpora-

tions, trusts, community chests, funds or foundations created or organized in the United States, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, or to aid in the prevention of cruelty to children or animals; no part of the net earnings of which inures to the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.

These purposes shall not include the right to apply for a license to sell alcoholic beverages. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and none of the net earnings of the corporation nor any of its property shall ever accrue to any member or to any individual having a personal and private interest in the activities of the corporation.

ARTICLE III.

Membership and Dues

Section 1. Classes of Membership.

The corporation shall have the following classes of membership:

- A. Regular Membership
- B. Contributing Membership
- C. Life Membership
- D. Benefactor Membership

Section 2. Regular Membership.

(a) Individual Membership. Any individual who resides in or owns real property in, or is employed in that portion of the City of Beverly known as the Beverly Farms-Prides Crossing section (now constituting Precinct 1 of Ward 6 of the City of Beverly) or whose community life is centered there and who is in sympathy with the purposes of this corporation shall be eligible for Regular Membership and shall be entitled to all the privileges and subject to all the obligations and responsibilities of membership in the corporation upon payment of annual dues at such rates as shall from time to time be fixed by the Board of Directors at its annual meeting.

(b) Family Membership. Any family, one of whose adult members shall reside in, own real estate in, or be employed in the said Beverly Farms-Prides Crossing area, or whose community life is centered there and who is in sympathy with the purposes of this corporation, shall be eligible for Regular Membership and shall be entitled to all the privileges and subject to all the obligations and responsibilities of membership in the corporation upon the payment of annual dues at such rates as shall from time to time be fixed by the Board of Directors at its annual meeting. A Regular Family Membership shall entitle the adult members of the family (exclusive of their children 21 years of age and over) and any of their minor, unmarried children residing with them, who have not attained the age of 16, to all of the privileges of membership, and each such adult member shall be entitled to vote.

(c) Junior Membership. Any child who has passed his or her sixteenth birthday but has not reached his or her twenty-first birthday, and who resides in, owns property in, or is employed in the Beverly Farms-Prides Crossing section, or whose community life is centered there, and who is in sympathy with the purposes of this corporation, and irrespective of whether his or her parents or either of them are members of one of the classes of membership of the corporation, shall be eligible for Junior Membership. A Junior Member shall, upon payment of annual dues at such rates as shall from time to time be fixed by the Board of Directors at its annual meeting, be entitled to all the privileges and subject to all the obligations and responsibilities of membership in the corporation, except that the rights of Junior Members to vote shall be limited as hereinafter provided to the election of the members, including the chairman, of the Junior Committee.

Section 3. Contributing Membership.

Any person in sympathy with the purposes of the corporation, irrespective of the place of his or her residence or employment, shall be eligible for a Contributing Membership and shall be entitled to all the privileges and subject to all the obligations and responsibilities of membership in the corporation upon the payment of annual dues at such rates as shall from time to time be fixed by the Board of Directors at its annual meeting.

Section 4. Life Membership.

Any person, whether or not already a member of one of the other classes of membership in the corporation, in sympathy with the purposes of this corporation, shall be eligible for Life Membership upon the payment of the sum of One Hundred Dollars (\$100.00). A Life Member shall be entitled to all the privileges and subject to all the obligations and responsibilities of membership in the corporation except that he shall be exempt from the payment of annual dues.

Section 5. Benefactor Membership.

Any individual or organization, corporate or otherwise, in sympathy with the purposes of this corporation may become eligible for a Benefactor Membership in the corporation upon the payment to or for the use of the corporation of the sum of not less than Five Hundred Dollars (\$500.00), or, upon the contribution to the corporation of property having a fair market value of not less than Five Hundred Dollars (\$500.00). The Benefactor shall be entitled to all the privileges and subject to all the obligations and responsibilities of membership in the corporation except that a Benefactor shall be exempt from the payment of annual dues.

Section 6. Voting.

At every meeting of the corporation each member of every class of membership therein shall be entitled to one (1) vote either in person or by proxy, filed with the Secretary,

provided that if a Benefactor by an organization or group, such organization or group shall be entitled to cast its vote by its duly authorized representative; and provided further, that Junior Members shall be entitled to vote only as hereinabove and hereinafter provided.

Section 7. Termination of Membership.

Failure to pay dues for two successive years shall constitute forfeiture of membership, provided, however, that any former member whose membership has thus been forfeited shall be entitled to be reinstated as a member in good standing upon the payment of any unpaid dues for former years and dues for the current year. A member in good standing of any of the classes of membership may resign at any time, but no resignation shall be effective until received in writing by the Secretary. The membership of any individual may be suspended or terminated for cause by action of the Board of Directors if the majority of that Board shall affirmatively vote that a continuation of the membership of such individual in the corporation would be inimical to the purposes for which the corporation was formed and contrary to the best interests thereof.

ARTICLE IV.

Election of Members

Persons or organizations in sympathy with the purposes of the corporation may be invited to become members by the Board

of Directors, may make application for membership to the Board of Directors or may be elected to membership in such manner as shall from time to time be prescribed by the Board. The Board shall have power to accept or reject any application or dues received for membership.

ARTICLE V.

Meetings of Members of the Corporation

Section 1. Annual Meeting.

The corporation shall hold its Annual Meeting of Members for the election of officers and directors and for the transaction of such other business as may come before the meeting on the first Friday in February of each year, at a place in the Beverly Farms-Prides Crossing district and at an hour to be specified in the notice of such meeting. In the event that such day shall be a holiday, the Annual Meeting shall be held on the next succeeding Friday not a holiday. If in any year the Annual Meeting shall not be held as hereinabove provided, a special meeting may be held in lieu thereof and any elections held or business transacted at such meeting shall have the same effect as if held or transacted at the Annual Meeting.

Section 2. Regular Meetings.

In addition to the Annual Meeting, regular meetings of the members shall be held on the first Friday of the months of April and October. If either such Friday shall be a holiday, the meeting scheduled for such day shall be held on the next succeeding Friday not a holiday.

Section 3. Special Meetings.

Special meetings of the members shall be called by the Corresponding Secretary upon the request of the President or a majority of the Board of Directors or upon the written request of one-third of all the members, irrespective of the class of membership.

Section 4. Notice.

Written notice for all meetings of the members shall be mailed and delivered to each member by the Corresponding Secretary at least five (5) days before any such meeting.

Section 5. Quorum.

Twenty (20) members of the corporation shall constitute a quorum at any meeting of the membership.

ARTICLE VI.

Officers and their Election

Section 1. Officers. * (See page 19)

The officers of the corporation shall consist of a Board of Directors of not less than seven (7) nor more than eleven (11) members, a President, a Vice-President, a Secretary, a Corresponding Secretary, a Treasurer, an Assistant Treasurer, and such other officers as the Board of Directors shall from time to time choose. The number of Directors for the ensuing year shall be determined by the members at the Regular Meeting in October.

Section 2. Qualifications of Directors and Officers.

The Directors shall be members of one of the classes of membership in the corporation. The President and Vice-President shall be Directors. The Chairman of the Junior Committee shall be a Director. The same person may hold one or more offices unless otherwise provided by law. The Secretary and the Corresponding Secretary shall be residents of Massachusetts.

Section 3. Nominating Committee. * (See page 19)

At the Regular Meeting of the corporation in October, the members present shall choose a Nominating Committee of five (5) to consist of the President, two Directors, and two other members, provided that neither of such other two members shall be a director or officer of the corporation. It shall be the duty of the Nominating Committee to nominate a slate of Directors to the number fixed for the ensuing year by action of such October meeting, a President, a Vice-President, a Secretary, a Corresponding Secretary, a Treasurer and an Assistant Treasurer. The Nominating Committee shall nominate as a Director the Chairman of the Junior Committee.

The Nominating Committee for the first Annual Meeting of the corporation shall be chosen by the Board of Directors and shall consist of the President, two other Directors and four charter members of the corporation. This Committee shall nominate a slate of directors and officers to be presented to the first Annual Meeting in the same manner as hereinabove provided for the

Nominating Committee which will function after such first Annual Meeting.

Section 4. Election of Officers and Directors.

The slate of officers and directors nominated by the Nominating Committee shall be presented to the Annual Meeting and voted upon by ballot as a slate. If the slate does not receive the affirmative vote of two-thirds of the members present and voting, a new slate shall be chosen by all the members present and voted upon in the same manner.

Section 5. Term of Office.

Unless otherwise provided by law, by the Agreement of Association, or by these By-Laws, each officer and director shall take office immediately upon election and shall hold office until the next Annual Meeting and until his successor shall be chosen and qualified.

Section 6. Vacancies.

Vacancies in the Board of Directors or in any office shall be filled by the Board of Directors by the election of a successor to hold office for the unexpired term of the director or officer whose place is vacant and until the choosing and qualification of his successor.

ARTICLE VII.

Duties of the Officers and DirectorsSection 1. Board of Directors

The affairs of the corporation shall be carried on according to the purposes of the corporation as set forth in Article II by the Board of Directors who shall have and exercise full power in the management and control of the business and affairs of the corporation. The Board of Directors may appoint to membership on Advisory Committees or on other committees persons who are not members of the corporation, and said Board may delegate from time to time to any committee, officer or agent such power and authority as the laws in Massachusetts permit.

Section 2. President.

It shall be the duty of the President to preside at all meetings of the corporation and to serve as Chairman of the Board of Directors and to perform all other duties usually pertaining to that office or as may from time to time be prescribed by the Board of Directors.

Section 3. Vice-President.

It shall be the duty of the Vice-President to perform such duties as may from time to time be assigned by the President or prescribed by the Board of Directors; and, in the absence of the President, it shall be the duty of the Vice-President to preside at meetings of the corporation and to serve as Chairman of the Board of Directors.

Section 4. Secretary.

It shall be the duty of the Secretary to keep a record of meetings of the corporation and of the Board of Directors, to be custodian of the seal and records of the corporation, and to keep a list of the names and addresses of all members.

Section 5. Corresponding Secretary.

It shall be the duty of the Corresponding Secretary to assist the Secretary, to notify new members of election, and to give notice of all meetings of the members of the corporation as prescribed in Article V and of meetings of the Board of Directors as prescribed in Article VIII.

Section 6. Treasurer.

It shall be the duty of the Treasurer to receive all monies, notes or securities belonging to the corporation, to keep a strict account thereof and of all accounts of the corporation in such books and in such manner as the Board of Directors shall prescribe, to make deposits in the name of the corporation as instructed by said Board and to pay the bills of the corporation approved by the President or said Board. The Treasurer shall render a full report of the financial condition of the corporation at each meeting of the membership and of the Board of Directors. Prior to the Annual Meeting the Treasurer shall arrange for an audit of the corporation's accounts by a certified public accountant and the results of such audit shall be presented to said Annual Meeting.

Section 7. Assistant Treasurer.

It shall be the duty of the Assistant Treasurer to assist the Treasurer in the performance of his duties.

Section 8. Junior Committee.

The Junior Members shall in such manner as they shall see fit, at or before the Regular Meeting of the corporation in October elect from their number a Junior Committee of not less than five (5) nor more than nine (9) members, one of whom shall be designated as Chairman, such Committee to be elected to serve for the ensuing year, beginning at the date of the next Annual Meeting.

The Junior Committee shall prescribe its own rules for meetings, notices of meetings, appointment of sub-committees and generally for the carrying out of its responsibilities; shall consult with and make recommendations to the Board of Directors on matters relating to the activities of the Junior Members; and shall assist in carrying out programs and other activities in which Junior Members participate, and shall perform such duties as shall from time to time be assigned to it by the Board of Directors.

A vacancy occurring in the Junior Committee shall be filled by the Junior Members in such manner as they shall see fit.

ARTICLE VIII.

Meetings of the Board of DirectorsSection 1. Annual Organizational Meeting.

The Annual Organizational Meeting of the Board of Directors shall take place at such time and at such place as shall be designated in the notice of the Annual Meeting of the Members or Special Meetings in lieu thereof. At such meeting, other officers or committees may be elected and appointed and such other business may be transacted as occasion demands.

Section 2. Special Meetings.

Upon the request of the President, Vice-President, Treasurer, or any three Directors, the Corresponding Secretary shall call a Special Meeting of the Board of Directors.

Section 3. Notice.

Notice of the Annual Meeting of Members shall also give notice of the time and place of the Annual Organizational Meeting of the Board of Directors and no other notice shall be necessary for such Annual Organizational Meeting. Written notice of every Special Meeting of the Board shall be sent by the Corresponding Secretary to each Director at least three (3) days prior to such meeting.

A meeting of the Board of Directors may be held at any time without notice if all members of the Board shall sign a waiver of the notice prescribed by this Article.

Section 4. Quorum.

Five (5) members shall constitute a quorum at any meeting of the Board of Directors.

ARTICLE IX.

Fiscal Year

The fiscal year of the corporation shall end with the last day of December in each year.

ARTICLE X.

Dissolution

In the event of the dissolution of this corporation by the process of law or in the event of a vote of two-thirds of all members entitled to vote, declaring that the work of this corporation shall be discontinued and the corporation dissolved, no member of the corporation nor any other person shall have any right to have the property of the corporation divided and distributed to them or any of them, or to institute any proceedings in any court for the purpose of compelling a sale of the said property or a partition thereof and the recovery of any distributive share or contributed portion thereof.

On the dissolution of this corporation the debts and obligations thereof, including the obligation to restore to the rightful owners thereof property loaned to the corporation, shall first be paid and satisfied but thereafter the property shall be conveyed and set over to the Beverly Farms Improvement Society, Inc.

a charitable corporation organized and existing under the laws of Massachusetts, or to some other religious, charitable, scientific, literary or educational corporation, trust, community chest fund or foundation, or similar organization which is qualified to carry on the purposes for which the corporation was organized, provided that such successor organization shall affirmatively vote to accept such conveyance and to hold said property in accordance with the purposes set forth in Article II of these By-Laws; otherwise, such conveyance shall be made to the City of Beverly or to the municipality then providing government for the Beverly Farms-Prides Crossing district, as the case may be, to be held in accordance with said purposes.

ARTICLE XI.

Amendments

At any meeting of the members of this corporation, these By-Laws may be amended by a vote of two-thirds of the members present and voting, the amendment having first been approved by a majority vote of the Board of Directors and written notice thereof having been given by the Secretary to all members at least five (5) days prior to such meeting. This Article notwithstanding, no amendment may be made which shall permit any earnings which may ever accrue to the corporation or any property of the corporation to inure to the benefit of any member, and no amendment to Article II shall become effective until and unless the Articles of Organization as filed with the Secretary of the Commonwealth shall have been amended in conformity therewith.

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ARTICLE VI, Officers and their Election, Section 1. Officers.

change to read -

"The officers of the corporation shall consist of a Board of Directors of not less than seven (7) nor more than eighteen (18) members," etc.

COMMENT

The change in the By-Laws to provide for a maximum of 18 Directors instead of a maximum of 11 is for the obvious purpose of enabling the corporation to have as directors a more representative group of persons.

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ARTICLE VI, Officers and their Election, Section 3.

Nominating Committee, - beginning with second line of first paragraph, - change to read -

" a Nominating Committee of five (5) to consist of two Directors and three other members, provided that none of such other three members shall be a director or officer of the corporation."

COMMENT

The purpose in changing the by-law pertaining to the Nominating Committee and taking the President off of that Committee is to enable the President to serve two terms, or more if he is willing without going through the embarrassment of having to nominate himself for any term beyond the first.