

BY-LAWS OF MERRIMACK VALLEY PEOPLE FOR PEACE, INC.

ARTICLE I. GENERAL PROVISIONS

NAME: The name of the corporation shall be Merrimack Valley People for Peace, Inc.

LOCATION: The principal address of the corporation shall be P.O. Box 573, North Andover, Massachusetts 01845. The directors may establish offices and places of business in Massachusetts or elsewhere.

FISCAL YEAR: Except as from time to time otherwise determined by the directors, the fiscal year of the corporation shall end on the 30th day of June of each year.

PURPOSE: The purpose of Merrimack Valley People for Peace, Inc. is to work for a sustainable future for all life on our planet, with a commitment to the interrelated activities of education for peace and justice, the prevention of war, an end to arms sales, the abolition of nuclear weapons, and protection of the environment; and to engage in related activities not inconsistent with its formation as a non-profit corporation under Massachusetts General Laws Chapter 180, Sections 4(a) and (b) and Section 501(c)(3) of the United States Internal Revenue Code.

ARTICLE II MEMBERS

Section 1. Members Membership in the organization shall be open to all persons who are in support of the purposes of the organization, pay annual dues, and after payment of dues have their names included in the membership roll. There shall be an annual membership fee.

Section 2. Meetings of Members The annual meeting of the membership shall be held on the second Friday in June of each year at such time and place as the members may determine. Periodic regular meetings of the members shall be called as determined by the members. Special meetings of the members may be called at any time by the President or the board of directors and shall be called by the Clerk upon written request of five or more members. Notice of the annual meeting and any special meeting setting forth the date, time and place of any such meeting shall be mailed to all members not less than seven (7) days prior to the date thereof, such notice, in the case of any special meeting, to contain a description of the general nature of the business to be transacted.

Section 3. Action at Meetings At all meetings of the members the vote of each member must be cast (a) in person, or (b) only if voted by the directors at a meeting with advance written notice, by written proxy duly signed by a member in good standing. Eight (8) members present at any meeting of the members shall constitute a quorum, but a lesser number may without further notice adjourn the meeting to any other time. At any meeting of the members at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, by the Articles of Organization or in these By-Laws.

Section 4. Nominating Committee At the April meeting of the members, the President shall appoint a nominating committee, whose task it shall be to present a slate of officers and directors to be elected at the annual meeting.

ARTICLE III. Directors

Section 1. Powers The board of directors shall oversee the mission, purpose, policy and finances of the corporation and may exercise all the powers of the corporation that are not expressly reserved to the members by law, by the Articles of Organization or in these By-Laws.

Section 2. Election A board of directors of not fewer than seven (7) nor more than nineteen (19) directors, including the officers elected pursuant to Article IV of these by-laws, as shall be fixed by the members shall be elected annually by the members at the annual meeting or at a special meeting in lieu of the annual meeting.

Section 3. Term of Office The term of office of a director, other than an officer, shall be three (3) years, or until a successor is elected. The terms of not more than five directors, other than officers, shall expire after June each year. A director may serve consecutive terms. Any vacancy in the board of directors may be filled by a successor elected to fill the remainder of the term at the next regular or annual meeting of the members.

Section 4. Resignation and Removal Any director may resign by delivering his written resignation to the corporation at its principal address or to the President or Clerk and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any director may be removed from office by the affirmative vote of a majority of the members present at any special meeting of the members called for this purpose at which a quorum of the members entitled to vote is present.

Section 5. Meetings A regular meeting of the directors shall be held at the same place as the annual meeting of the members, or the special meeting held in lieu thereof, following such meeting of the members. Special meetings of the directors may be held at any time and place designated by the President, and the Treasurer or two or more directors.

Section 6. Notice of Special Meetings Notice of all special meetings of the directors shall be given to each director by the Clerk at least twenty-four hours in advance of the meeting.

Section 7. Quorum At any meeting of the directors, a majority of the directors shall constitute a quorum for the transaction of business, but a lesser number may without further notice adjourn the meeting to any other time.

Section 8. Action at Meetings At any meeting of the directors at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, by the Articles of Organization or in these By-Laws.

Section 9. Action by Consent Any action by the directors may be taken without a meeting if a written consent thereto is signed by a majority of the directors and filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE IV. Officers

Section 1. Officers .The officers of this corporation shall consist of a President, a Treasurer, a Clerk and such other officers as the members may determine.

Section 2. Election .The President, Treasurer and Clerk shall be elected annually by the members at the annual meeting of the members. Any other officers detednined necessary or desirable by the members may be elected by the members. Any two or more offices may be held by the same person, provided that the President and the Clerk shall not be the same person. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, by the Articles of Organization or in these By-laws, all officers shall hold office until the following the annual meeting and thereafter until their respective successors are chosen and qualified.

Section 3. Resignation and removal: Any officer may resign by delivering his/her written resignation to the corporation at its principal address or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The directors may remove any officer with or without cause by a vote of a majority of the directors then in office, provided that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the directors, and said notice shall contain a statement of the causes assigned for such proposed removal.

Section 4. President - The President shall, subject to the direction and control of the board of directors, preside when present at all meetings of the members and directors. The President shall have such other powers and duties as are usually incident to the office and as may be vested in the office by these By-laws or by the directors.

Section 5. Treasurer - The Treasurer shall, subject to the direction and control of the board of directors, have general charge of the financial affairs of the corporation; shall deposit and expend funds from a bank account of the corporation; and shall keep full and accurate books of accounts. The Treasurer shall have custody of all funds, securities and valuable documents of the corporation, except as the directors may otherwise provide, and shall render a statement of the financial affairs of the corporation at each regular and annual meeting, and to the directors and President upon request. The Treasurer shall file the annual return with the Secretary of the Commonwealth as required by Chapter 180 of the Massachusetts General Laws; and shall have such other powers and duties as are usually incident to the office and as may be vested in it by these By-laws or from time to time designated by the directors.

Section 6. Clerk - The Clerk shall give such notices of meetings of members and directors as are required by these By-laws and shall keep a record of all the meetings of members and directors. The Clerk shall have such other powers and duties as are usually incident to the office and as may be vested in the office by these By-Laws or by the directors. In the absence of the Clerk from any meeting of members or directors, a temporary Clerk designated by the person presiding at the meeting shall perform the duties of the Clerk.

ARTICLE V. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify each director, officer, employee and other agent and each person who formerly served in such capacity and each person who serves or may have served at the request of the corporation as a director, officer, employee or other agent of another organization in which this corporation has an interest against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon the person in connection with any action, suit or proceeding to which the person may be made a party, or in which the person may become involved, by reason of being or having been a director, officer, employee or other agent of the corporation, or, at its request of any such other organization, whether or not the person is still serving in such capacity at the time of incurring such expenses or liabilities, except in respect to matters as to which the person shall be finally adjudged in such action, suit or proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the corporation, or to be liable for gross negligence or willful malfeasance; provided, that in the event of a settlement of any such action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by written opinion of independent legal counsel that the directors, officer, employee or other agent to be indemnified did not commit a breach of duty owed to the corporation and only if a majority of disinterested directors approves the settlement and indemnification as being in the best interests of the corporation. Such indemnification may include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt by the corporation of an undertaking by the person indemnified to repay such payment if that person shall be adjudicated to be not entitled to indemnification hereunder. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to this section may be entitled under any agreement or pursuant to any vote of the board of directors or otherwise.

ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 1. Execution of Instruments All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an officer of the corporation in its behalf shall be signed by the President or the Treasurer except as the directors may generally or in particular cases otherwise determine.

Section 2. Corporate Records The original or attested copies of the Articles of Organization, By-laws and records of all meetings of directors and members shall be kept in Massachusetts by the Clerk or any other officer, but such corporate records need not all be kept in the same place. They shall be available at all reasonable times for inspection by any director for any purpose in the proper interest of the director relative to the affairs of the corporation.

Section 3. Definitions All references in these By-laws to the Articles of Organization and to these By-laws shall be deemed to refer, respectively, to the Articles of Organization and the By-laws of the corporation as amended and in effect from time to time.

ARTICLE VII. AMENDMENT OF BYLAWS

These By-laws may at any time be amended or repealed, in whole or in part, by vote of a majority of the directors, provided that the substance of any proposed change must be stated in the notice of the meeting at which such action is to be taken.

ARTICLE VIII DISSOLUTION

In the event of the dissolution of the corporation, and after payment of all its debts and obligations, all monies of the corporation are to be distributed exclusively for religious, charitable or educational purposes consistent with Section 501(c)(3) of the United States Internal Revenue Code.

ARTICLE IX ADOPTION OF BYLAWS

These By-laws shall be in full force and effect immediately upon their adoption by the majority vote of the directors.

I hereby certify that the foregoing are the by-laws of the MERRIMACK VALLEY PEOPLE FOR PEACE, INC., a Massachusetts non-profit corporation., adopted this _____ day of _____, 2004.

Donald B. Abbott, Clerk