

STOCKBRIDGE BOWL ASSOCIATION, INC.
(A Massachusetts Charitable Corporation)
(Founded: 1946 - Incorporated: 1947)

BY-LAWS

Amended and restated as of August 6, 2016

ARTICLE I - NAME AND OFFICE

The name of the corporation is the STOCKBRIDGE BOWL ASSOCIATION, INC. (the "SBA"). Its principal office is in Stockbridge, Massachusetts. The Stockbridge Bowl is also known as Lake Mahkeenac.

ARTICLE II – PURPOSES

The purposes of the SBA are to protect and promote the natural beauty, charm and healthfulness of the Stockbridge Bowl area and to promote the common interests of Stockbridge Bowl's property owners and the public, to promote the cooperation for the advancement of high standards for the planning and use of the property, to protect the wildlife in the Stockbridge Bowl region and endeavor to obtain adequate restocking of its waters with bass and other suitable fish, to acquire and own real or personal property as may be necessary or incidental in order to advance these purposes and to maintain and improve the property entrusted to it.

ARTICLE III - MEMBERSHIP AND DUES

Section 1 – Membership. Membership in the SBA is open to any person, family, household or organization, regardless of place of residence or location, that pays annual dues and any homeowner's association that annually transmits dues to the SBA on behalf of the association's members. A registry of members shall be maintained by the SBA and updated from time to time as determined by the board of directors of the SBA (the "board").

Section 2 – Dues. The board shall establish a dues structure that is appropriate to the objectives of the SBA.

Section 3 – Individual Members. Each person, family or household paying dues annually shall be an "individual member." A member of a homeowner's association that annually transmits dues to the SBA on behalf of each of its homeowners shall also be an individual member of the SBA. Each individual member shall be entitled to one vote, notwithstanding the number of people in the family or household.

Section 4 – Organization Members. Each organization that pays dues or makes a contribution annually, and each homeowner's association that transmits dues to the SBA on behalf of each of its members, shall be an "organization member."

ARTICLE IV- MEETINGS OF MEMBERS

Section 1 – Place of Meetings. All regular meetings of members shall be convened in Stockbridge or Lenox, MA.

Section 2 – Annual Meetings. The annual meeting of members for the election of directors and officers and for the transaction of other business shall be convened on a Saturday or Sunday in July or August at a time and place determined by the board.

Section 3 – Special Meetings. A special meeting of members may be called at any time by the President or by one-third of the individuals comprising the Executive Committee or one-third of the directors then in office entitled to vote as director. In addition, any officer shall call a special meeting of the members upon written application of twenty members or as otherwise provided by law.

Section 4 – Notice of Meetings. The Secretary or President shall send by regular mail or electronic mail to the address on file with the SBA a written notice to all members stating the place, date and time of each meeting of members and, if a special meeting, a short description of the business to be considered. The notice shall be mailed or emailed not less than ten nor more than sixty (60) days before the meeting to all current members.

Section 5 – Voting in Person or by Proxy. Each individual member and each organization member shall be entitled to one vote. Members may vote in person or by proxy. A written ballot shall be required in connection with any vote only if requested by one-quarter of the members present. Unless otherwise provided by law, the Articles of Incorporation or these By-Laws, action may be taken by vote of a majority of those members present in person or by proxy so long as there is a quorum.

Section 6 – Quorum. Thirty members shall constitute a quorum for the transaction of business at any meeting of members.

ARTICLE V - DIRECTORS

Section 1 – Powers. The board shall administer the affairs and the property of the SBA and shall exercise all of the powers of the SBA except those which by law or by these By-Laws may not be exercised by the directors alone. The acquisition or disposition of any SBA real property, including creation of easements, shall be approved as provided in Article IX. The directors shall act only as a board and not individually.

Section 2 – Qualification and Election of Directors. Any individual member and any organization member is eligible to be a director. Such directors shall be known as “individual directors” and “organization directors” for purposes of these By-Laws. The nominees for individual and organization directors who are qualified and willing to serve on the board shall be proposed by the board and/or by the members at the Annual Meeting. The nominees receiving the largest number of votes up to the total number of individual and organization directors for the applicable Class, as provided in Article V, Section 3 below, shall be elected as directors. Each organization elected as an organization director shall designate a representative to serve on its

behalf (an “organization representative”) and shall provide notice of the name and contact information of such organization representative to the Secretary not later than thirty days after the organization director’s election. An organization director may change its organization representative at any time immediately upon giving written notice (including by email) to the Secretary. Each organization representative elected will have all of the rights and duties of a member of the board. For purposes of Articles V-X of these By-Laws, reference to directors shall mean individual directors, organization directors, and where appropriate, organization representatives.

Section 3 – Number and Term of Office. Unless changed under Section 4 of this Article V, there shall be not more than 27 organization directors and individual directors in the aggregate. The number of organization directors shall always be less than half of the maximum total number of organization directors and individual directors as contemplated by this Article V, Section 3 and Article V, Section 4. (The maximum number of organization directors for a board of 27 organization directors and individual directors is 13.) There shall be three (3) classes of directors, with one new class elected to a three-year term each year at the annual meeting and other directors elected to fill an unexpired one or two-year term or as otherwise contemplated in Article V, Section 4. Directors shall hold office until their successors have been elected, except that any director may resign as provided in Article V, Section 6 below.

Section 4 – Change in Number of Director. The members may, at any annual meeting, change the total number of organization directors and individual directors, in accordance with these By-Laws, to any number not less than nine. A reduction in the number of directors shall not reduce the term of any incumbent director. The members shall elect at that meeting any directors needed to fill vacancies on the board due to the change in number of directors such that, as nearly as possible without changing the term of any incumbent director, one third of the directors shall have a remaining term of one year, one third shall have a remaining term of two years and one third shall have a remaining term of three years.

Section 5 – Vacancies. If the position of any director becomes vacant for any reason, the remaining directors may fill the vacancy, and the person or organization so appointed shall serve until the next annual meeting. If the term of the director whose position became vacant did not expire at that annual meeting, a director shall be elected at that annual meeting to complete the unexpired term.

Section 6 – Resignation and Removal of Directors. Any director may resign at any time by giving written notice to the President or the Secretary. The acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make it effective. A director may be removed at any time, with or without cause, by a majority of the directors then in office and entitled to vote, or by vote of a majority of all members.

Section 7 – Ex-Officio Directors. The board may identify relevant governmental entities or offices or non-governmental organizations to serve as ex-officio SBA directors and who will appoint their own representatives to serve by reason of their office on the SBA board. An ex-officio director shall have all of the privileges of board membership, including the right to vote and make motions.

Section 8 – Emeritus Directors. The board may designate as emeritus director one or more individuals who has served as an individual director or organization representative who is no longer serving on the board in either capacity. Emeritus directors, who must be SBA individual members, shall have a senior advisory role and shall be entitled to notice of and to attend board meetings, and to participate, but only as non-voting members. Each emeritus director shall serve a 3-year term and be eligible for re-election, and may serve in a voting capacity on committees (other than the Executive Committee) or task forces.

Section 9 – Honorary Directors. The members, at any meeting upon recommendation of the board, may elect as an honorary director any person who has been of great service to the SBA or its mission. An honorary director shall be entitled to notice of and to attend, but not vote, at all meetings of the board.

ARTICLE VI- MEETINGS OF BOARD

Section 1 - Place of Meetings. All meetings of the board in person shall be held in Berkshire County and at a time and place designated in the notice of the meeting.

Section 2 - Meetings. Meetings of the board may be called at any time by the President or by five directors entitled to vote. There shall be a minimum of three meetings of the board each year.

Section 3 - Notice of Meetings. A written notice stating the place, date and time of each regular meeting of the board shall be sent to every director by mail, electronic mail, or by personal delivery, or notice may be given by telephone to every director, by the President or Secretary at least seven days before the meeting. Any director may waive notice of any meeting of the board in writing before or after the meeting.

Section 4 – Presence through Communications Equipment. Unless otherwise provided by law, directors may participate in any board, committee and task force meeting by means of a conference telephone or similar communications equipment by which all participants in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 5 – Quorum. One-third of the total individual directors and organization directors, including at least two officers, shall constitute a quorum for the transaction of business at any meeting of the board. Except as otherwise provided by law, action may be taken by a majority of those directors present and entitled to vote.

Section 6 – Action by Consent. Any action to be taken at any meeting of the board may be taken without a meeting if all of the directors consent thereto in writing, including by electronic transmission. Such written consent or printed copy of any consent by electronic mail must be filed in the SBA’s minute book. Such consents shall be treated for all purposes as a vote at a meeting of the board.

ARTICLE VII - OFFICERS

Section 1 – Officers. The officers of the SBA are President, Vice President, Treasurer, Assistant Treasurer, Secretary and Clerk. All officers must be directors at the time of their election. Officers shall be nominated by the board and elected by the members at an annual meeting and shall hold office for two years commencing upon election and continuing until their successors take office or cease to be directors. The President, Assistant Treasurer and Clerk shall be elected in even years; the Vice President, Treasurer, and Secretary shall be elected in odd years.

Section 2 – Vacancies. The board may elect any director as a successor to any officer whose office has become vacant, to hold office until the next annual meeting of members.

Section 3 – Resignation and Removal of Officers. Any officer may resign at any time by giving written notice to the President or the Secretary to take effect at the time specified therein. The acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make it effective. Any officer may be removed at any time, with or without cause, by vote of a majority of the directors then in office and entitled to vote.

Section 4 – President. The President shall preside at all meetings of the members and at all meetings of the board. The President shall exercise general supervision and direction of the affairs of the SBA and shall have all the powers and duties commonly incident to the office of President, subject to the control of the board. The President shall be an ex-officio member of all committees and task forces. Except as these By-Laws may otherwise provide, the President shall execute deeds, contracts and other instruments on behalf of the SBA as authorized by the Board and shall, in conjunction with the Clerk, cause the seal of the SBA to be affixed to any instrument requiring it.

Section 5 – Vice President. The Vice President shall have all the duties and powers of the President in the absence of the President. In addition, the Vice President shall perform such other duties as may be assigned from time to time by the President or by the board.

Section 6 – Treasurer. The Treasurer shall be the custodian of the funds of the SBA and, with the aid of the Assistant Treasurer, shall keep a record of all fiscal matters. The Treasurer shall obtain appropriate approval for all disbursements, and shall deposit all moneys and other valuables in the name and to the credit of the SBA in such depositories as may be designated from time to time by the board. The Treasurer shall prepare financial statements and report to the board and to the members from time to time and oversee the preparation of all reports required by tax authorities. The Treasurer shall review the budget, and shall make recommendations concerning the budget to the board. If required by the board, the Treasurer shall give the SBA a bond for the faithful discharge of his or her duties, in such amount and with such surety as the board shall prescribe. The expense of such bond shall be paid by the SBA.

Section 7 – Assistant Treasurer. The Assistant Treasurer shall have all the duties and powers of the Treasurer in the absence of the Treasurer, and shall perform such other tasks related to SBA funds and finances as shall be delegated by the Treasurer or assigned by the President or the board. If required by the board, the Assistant Treasurer shall give the SBA a bond for the

faithful discharge of his or her duties, in such amount and with such surety as the board shall prescribe. The expense of such bond shall be paid by the SBA.

Section 8 – Secretary. The Secretary shall record in books kept for the purpose all votes and minutes of the proceedings of meetings of the members and of the board. The Secretary shall keep a separate book of board resolutions. When the Secretary is absent, the presiding officer may designate any other person to act as Secretary. When requested by the President or otherwise in accordance with these bylaws, the Secretary shall give, or cause to be given, notice of all meetings of the members and of the directors. The Secretary shall have such other powers and duties as the board or the President assigns.

Section 9 – Clerk. The Clerk shall be a Massachusetts resident and shall be sworn to the faithful discharge of his or her duties. The Clerk shall have custody of the SBA seal and shall affix it to all instruments requiring a seal, when authorized by the board, and shall attest the same. The Clerk shall have such other duties delegated by the President or the board.

ARTICLE VIII - COMMITTEES

Section 1 – Executive Committee. The Executive Committee of the board shall consist of the officers and up to two directors recommended by the President and designated by the board by majority vote of the directors attending and entitled to vote at the meeting at which such directors are so designated. The non-officer members of the Executive Committee members shall serve for terms expiring annually at the annual meeting of members. The quorum for a meeting of the Executive Committee shall be four, and voting shall be by a majority of those present. The committee shall keep records of all of its meetings, proceedings and transactions. All of the actions by the committee shall be reported to the board at the next board meeting succeeding such action and shall be subject to revision and alteration by the board, provided that no rights of third persons shall be affected by any revision or alteration.

Section 2 – Standing Committees and Task Forces. The President shall, with the approval of the board, appoint a chairman for each of the following standing committees: Finance, Governance, Lake, Publicity, Annual Meeting, Membership and Property and Trails. The President shall, with the approval of the board, from time to time appoint and dissolve such task forces as deemed advisable. Each chairman shall be a board member and may select the members of his or her committee, who need not be members of the board. Each chair of a standing committee or task force shall submit a budget to the Treasurer prior to the beginning of each Fiscal Year and a written report summarizing the activities of the committee or task force during the year prior to the Annual Meeting.

Section 3 – Presence through Communications Equipment. Unless otherwise provided by law, committee (including Executive Committee) or task force members may participate in any meeting of the committee or task force by means of a conference telephone or similar communications equipment by means of which all participants in the meeting can hear each other, and such participation shall constitute presence in person at a meeting.

Section 4 – Meetings. Committee and task force chairs may call meetings, conduct business and vote on matters in person, by telephone conference call, or by electronic mail with all members included on each email.

Section 5 – Action by Consent. Action by a committee (including Executive Committee) or task force may be taken without a meeting if written consent or consent by electronic mail to the action is given by a majority of the members of the committee or task force. Such written consent or printed copy of any consent by electronic mail must be filed with the committee’s minutes.

ARTICLE IX – REAL PROPERTY

Any acquisition or disposition of real property or creation of an easement by the SBA shall be approved by two-thirds of the directors then in office entitled to vote as director and by the vote of two-thirds of the members present at a regular or special meeting of members. Notice of any meeting at which a vote will be taken regarding the acquisition or disposition of real estate or an easement shall describe the proposed transaction, identify the property, state the reason for the transaction, any proposed price and the identity of the opposite party (if known). Each agreement to acquire or dispose of real property or create an easement shall be signed by the President and the Treasurer.

ARTICLE X – PERSONAL LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1 - No Personal Liability. The directors (including ex-officio, emeritus and honorary directors), organization representatives, and officers shall not be personally liable for any debt, liability or obligation of the SBA. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the SBA may look only to the SBA’s funds and property 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 SBA.

Section 2 - Indemnification. Any person made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director (including ex-officio, emeritus and honorary directors), organization representative, officer, employee or other agent of the SBA shall to the maximum extent permitted by applicable law be indemnified by the SBA against the reasonable expenses, including attorneys’ fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director, organization representative, officer, employee or other agent is liable for gross negligence or intentional misconduct in the performance of his or her duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any director, organization representative, officer, employee or other agent may be entitled as a matter of law.

Section 3 - Insurance. The SBA shall, to the extent permitted by law, secure insurance to indemnify its directors, organization representatives, officers, employees or other agents for the

purposes set forth in Section 2 of this Article IX in such amounts deemed appropriate by the board.

ARTICLE XI - CORPORATE SEAL

The SBA corporate seal shall be circular and bear the legend “Stockbridge Bowl Association, Inc. Massachusetts Incorporated 1947.”

ARTICLE XII - DISPOSITION OF ASSETS

In the event of dissolution or liquidation for any cause whatsoever, the net assets of the SBA shall be turned over to the Laurel Hill Association of Stockbridge, if still in existence, and if lawful, or, if it declines or otherwise may not accept such assets, to the Town of Stockbridge, to be used in general keeping with the purposes of any assets involved; and in no event shall any portion of said assets or the proceeds therefrom be distributed among the SBA members.

ARTICLE XIII - AMENDMENT OF BY-LAWS

These by-laws may be amended or repealed at any annual meeting or special meeting of the members, provided that notice of the proposed amendment or repeal is contained in the notice of such meeting and only by a vote of two-thirds of the members present in person or by proxy.