

BY-LAWS OF
COMMUNITY FOUNDATION OF NORTH CENTRAL
MASSACHUSETTS, INC.

ARTICLE I
NAME; PRINCIPAL OFFICE

- 1) ***Name:*** This corporation shall be known as the: Community Foundation of North Central Massachusetts, Inc. (hereinafter referred to in these by-laws as the “corporation”).
- 2) ***Alias:*** The corporation is authorized to conduct its business under the name and style of “The Community Foundation of North Central Massachusetts”.
- 3) ***Principal Office:*** The principal office of the corporation shall be located at 649 John Fitch Highway, Fitchburg, Massachusetts. The board of directors may change the location of the principal office in Massachusetts and establish other such offices as it deems appropriate.

ARTICLE II
CORPORATE PURPOSES

Corporate Purposes: The corporation shall have among its primary purposes the following:

- (1) to service the charitable and philanthropic interests of donors by providing a comprehensive program to permanently endow charitable gifts that will meet community needs and improve the quality of life in North Central Massachusetts. The board shall have the power to modify or eliminate any restriction or condition on the distribution of funds for any specified charitable purpose or to any specified organization if, in the sole judgment of the board and without the

approval of any trustee, custodian or agent, such restriction or condition becomes impossible, impracticable or inconsistent with the charitable needs of the community or area served. Upon such determination the board shall have the power to designate alternate restrictions or conditions or an alternate charitable beneficiary as recipient of such gift.

- (2) to exercise all other powers granted to a non-profit corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the provisions of Section 501 of the Internal Revenue Code as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III NOT FOR PROFIT STATUS; DISSOLUTION

- 1) ***Not-for-Profit Status:*** No part of the net earnings of the corporation shall inure to the benefit or be distributable to its directors, officers or any other private person; but the corporation shall be authorized and empowered to pay reasonable compensation for goods purchased and services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including by the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation described in sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code, as amended (or the corresponding provisions of any future internal revenue law).
- 2) ***Dissolution:*** Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities

of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner and to such organization or organizations which are operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as exempt under Section 501c(3) of the Internal Revenue Code as amended (or the corresponding provisions of any future internal revenue law), as the board of directors may determine.

ARTICLE IV NO CORPORATE MEMBERS

No Corporate Members: The corporation shall have no corporate members. Any action or vote required or permitted by law to be taken by members of the corporation shall be taken by action or vote of the same percentage of directors.

ARTICLE V FISCAL YEAR

Fiscal Year: The fiscal year of the corporation shall end on the last day of June in each year.

ARTICLE VI MEETINGS

- 1) ***Annual Meeting:*** The annual meeting of the board of directors of the corporation shall be held on such specific date, and at such place and times as the board of directors shall determine, but in any event no later than **one hundred twenty (120) days** after close of the corporation's fiscal year. The directors shall elect the officers of the corporation at this annual meeting.
- 2) ***Regular Meetings:*** Regular meetings of the board of directors shall be held no less often than quarter-annually on such specific dates, and at such places

and times, as the board of directors shall determine.

- 3) ***Special Meetings:*** Special meetings of the board of directors may be called by either the chairperson of the board of directors or the clerk of the corporation at their discretion, and must be called by either of them on the written request of any three (3) members of the board of directors. In the event that no regular meeting has been held on the date determined, a special meeting in lieu of such meeting may be held with all of the force and effect of such meeting.
- 4) ***Notice of Meetings:*** Ten (10) days notice by regular mail, electronic mail, by facsimile transmission, telephone or word-of-mouth to all directors shall be given for any annual, regular or special meetings. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such director. Such notice or waiver of notice shall specify the purposes of the meeting and shall conform to other requirements of law, the articles of organization of the corporation, or by these by-laws.
- 5) ***Quorum at Meetings:*** At the annual meeting, or any regular or special meeting, a majority of the directors then in office shall constitute a quorum. If at any meeting there is less than a quorum present a majority of those directors present may adjourn the meeting, and the meeting may be held as adjourned without further notice.
- 6) ***Action by Vote:*** When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, unless otherwise provided by law, the articles of organization or these by-laws.
- 7) ***Action by Writing:*** Any action required or permitted to be taken at any

meeting of the board of directors 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 of directors. Such consents shall be treated for all purposes as a vote at a meeting.

- 8) ***Presence through Communications Equipment:*** Unless otherwise provided by law or the articles of organization, any director may participate at a meeting of the board of directors by means of a conference telephone call, video conference 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.

ARTICLE VII DIRECTORS

- 1) ***Powers:*** Except as otherwise expressly provided in these by-laws, the affairs of the corporation shall be managed by the board of directors who may exercise all the powers of the corporation.
- 2) ***Numbers and Elections; Rules of Order:***
 - (a) The initial directors shall be those persons named in the articles of organization and thereafter the directors shall be elected at the annual meeting of the corporation. The directors shall be divided into three (3) classes in respect of terms of office, each class to contain as near as may be one-third of the whole number of the board. Of the first board of directors elected under these by-laws, the members of one class shall serve until the annual meeting held in the year following their election, and members of the second class shall serve until the annual meeting held two (2) years following their election, and members of the third class shall serve until the annual meeting held three (3) years following their election. At each annual meeting following the election of the first

board of directors, each class of directors which comes up for election shall be elected to serve until the annual meeting held three (3) years next following and thereafter until their respective successors are chosen and qualified. The number of directors for the next ensuing year after the annual meeting shall be fixed by the board not later than its meeting next prior to the annual meeting, the number of directors so fixed always being an odd number of not fewer than seven (7) nor more than twenty-five (25.) If more than the proscribed number of candidates for the office of director receive a majority vote, the proper number of candidates receiving the largest number of votes shall be elected. If less than the proper number of candidates receive a majority vote, those candidates who receive a majority vote shall be elected and all other candidates shall remain on the ballot for subsequent balloting until the proper number of candidates receive a majority vote. If some candidates receive a majority vote but are tied for the lowest position that would elect, all of those candidates shall also remain on the ballot for subsequent balloting until only the proper number of candidates receive a majority vote greater than the votes received by the other candidates.

- (b) Individuals to serve on the board of directors shall be nominated by a nominating committee of no fewer than three (3) directors appointed by the chairperson of the board of directors. No director nominated for election shall serve on the nominating committee.
- (c) The permissible number of directors and the corresponding number of nominees necessary to maintain staggered terms of approximately equal number of directors may be changed by amendment of these by-laws.
- (d) Except as expressly otherwise provided by law, these by-laws, or the articles of organization of the corporation all regular, special and annual meetings of the corporation shall be conducted in accordance with *Robert's Rules of Order*.

3) ***Board Committees:***

- (a) The directors may delegate any or all of their powers to an executive committee consisting of the officers specified in Article VIII section 1 and two (2) additional directors named by the chairperson. The executive committee shall oversee all aspects of management by the board of directors and the powers exercised thereby, and shall make recommendations to the board of directors regarding the same, but shall not have the authority to make binding decisions, nor shall they have the power to rescind any policy made or action taken by the board of directors. Notwithstanding the forgoing, the executive committee shall have the authority to make binding decisions in the event of emergency situations or time sensitive matters with such matters being reported to the board in a timely matter.
- (b) The directors may appoint or elect other committees and may except to the extent prohibited by the articles of organization, these by-laws or the laws of the Commonwealth of Massachusetts delegate to any such committee or committees any or all of their powers.
- (c) The chairperson of the board of directors and the president shall be an *ex officio* member on all committees without vote but with the right of discussion except with regard to the executive committee or as to any board committee to which they have been appointed or elected.
- (d) Each board committee may prescribe rules or procedures to call and conduct its committee meetings. Each committee shall keep regular minutes of its proceedings and shall report the same to the board of directors when required.
- (e) The members of any board committee shall hold office at the pleasure of the board of directors.
- 4) ***Non-voting Directors:*** The directors may create classes of non-voting members such as honorary directors, honorary trustees, cooperators,

members, friends, and the like, and may elect persons to those classes for such terms and on such conditions as the board of directors determines and may assign to such persons, to the extent not inconsistent with the provisions of law, these by-laws and the corporations articles of organization, such responsibilities, duties and privileges as the board of directors determines. Persons elected as non-voting directors shall not be directors for the purposes of these by-laws and shall have no votes at any meetings of the board of directors.

- 5) ***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 a contract or transaction, but he or she may be counted for purposes 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 which are or might be adverse to the interests of the corporation. 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 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.

ARTICLE VIII OFFICERS

- 1) ***Number and Qualification:*** The officers of the corporation shall be the chairperson of the board of directors, vice-chairperson of the board of directors, president, treasurer, clerk and recording secretary. Each officer shall be a director of the corporation. A person may hold more than one office at a time, provided that the chairperson of the board of directors shall not simultaneously serve as treasurer or clerk.
- 2) ***Election of Officers:*** The officers of the corporation shall be elected annually by majority vote of the directors at the annual meeting of the corporation. In the event that no one candidate for an office receives a majority of votes an election shall be held between the two candidates receiving the highest majority number of votes.
- 3) ***Tenure:*** The officers of the corporation shall each hold office until the next annual meeting of the corporation and until a successor is elected and qualified.
- 4) ***Chairperson of the Board of Directors:*** The chairperson shall serve as the chairperson of the executive committee and of the board of directors shall preside at all meetings of the board of directors and of the corporation. The chairperson shall present to the directors at the annual meeting an annual report of the corporation's work and shall be a voting member of all board committees to which he has been appointed or elected, and shall have such powers and duties incident to the office, or as may be determined by the board of directors.
- 5) ***Vice-Chairperson of the Board of Directors:*** The vice-chairperson of the board of directors shall perform the duties of the chairperson in the event the chairperson is unavailable or unable to perform such duties.
- 6) ***President:*** The president of the corporation shall be the chief executive officer of the corporation, shall be entitled to compensation for his services as determined by the board of directors and, subject to the control of the

directors, shall have general charge and supervision of the affairs of the corporation, be the custodian of all papers, documents, and records of the corporation, employ staff members as necessary to fill employment positions established by the board of directors, cooperate with and furnish information and assistance to all committees, and generally carry out plans and policies authorized by the board of directors. The president shall be an ex officio member of the board of directors, the executive committee, and any committee to which he was appointed or elected by the board of directors with full powers to vote. The president shall be an ex officio member of all other committees without vote, but with right of discussion.

- 7) ***Treasurer:*** The treasurer shall have general responsibility for the financial affairs of the corporation, and shall oversee the formulation and development of overall fiscal policy for the corporation. The treasurer, shall review the periodic financial reports prepared by the president or other designated employee of the corporation and shall report them with comment to the board, and do and perform such other duties and have and exercise such other powers as from time to time may be assigned to the treasurer by these bylaws or by the board.
- 8) ***Recording Secretary:*** The recording secretary of the corporation shall attend all meetings of the board of directors and its committees, shall record all votes and the minutes of all proceedings in a book, computer database, or similar medium to be kept for that purpose, shall submit copies of all such minutes to the board of directors and its committees for their approval, shall perform like duties for any committee if so requested or required and shall give notice of all committee meetings as directed by the clerk.
- 9) ***Clerk:*** The clerk shall cause to be given notice of all meetings of the board of directors when notice is required by these by-laws. The clerk shall have custody of the original by-laws of the corporation and all original amendments thereto.
- 10) ***Other Officers:*** Other officers of the corporation including without

limitation vice chairpersons and assistant secretaries, may be appointed by, and shall have such duties and powers as may be designated from time to time by the board of directors at any regular or special meeting of the board of directors.

ARTICLE IX RESIGNATION, REMOVAL AND VACANCIES

- 1) **Resignation:** Any director or officer may resign at any time by delivering his resignation in writing to the chairperson of the board of directors, the president, the clerk, or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.
- 2) **Removal:** A director or officer may be removed with or without cause by the vote of two-thirds (2/3) of the directors then in office upon the condition that the director or officer to be removed is given a minimum of thirty (30) days written notice of the meeting at which the removal motion is to be made specifying the reason or reasons for his removal if such removal is for cause.
- 3) **Vacancies:** Any vacancy in the board of directors may be filled by a vote of a majority of the directors then in office. The directors may exercise all their powers notwithstanding the existence of one or more vacancies in the board. Vacancies in any office may be filled by a majority vote of the directors then in office. Any director or officer appointed by the directors to fill a vacancy shall serve until his or her successor is elected and qualified as otherwise provided in these bylaws.

ARTICLE X NON-BOARD COMMITTEES

- 1) ***Non-board Committees:*** The directors shall have the authority to establish such non-board committees as they may from time to time deem advisable, including by way of example and not in limitation, non-board committees designated as sponsors, benefactors, contributors, advisors, and friends of the corporation. The board of directors shall designate the individuals to serve on any such committee so established and such individuals shall serve in an ordinary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting of the board of directors of the corporation, and shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities with regard to the board of directors of the corporation or the affairs of the corporation.
- 2) ***Public Comment:*** No committee nor any member of a committee shall make public any action or resolution until it shall first have reported to the board of directors and have been authorized by the board of directors to make public such action or resolution, except in those instances where authority to act has been previously delegated to the committee or to such member of a committee.
- 3) ***Ex Officio Members:*** The chairperson of the board of directors and the president shall be ex-officio members of all non-board committees.

ARTICLE XI INDEMNIFICATION

Indemnification: The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, officer, employee or member of the corporation or who at the request of the corporation may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the corporation, against all expenses and liabilities, including without limitation counsel fees, judgments, fines, excise taxes, penalties, and settlement payments

reasonably incurred by or imposed upon such person in connection with any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person, unless authorized by a vote of two-thirds of the directors then serving in office); provided that no indemnification shall be provided to any such person with respect to any matter as to which such person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief such person's action was in the best interest of the corporation or, to the extent that such matter relates to services with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and further provided that any compromise or settlement payment shall be approved by the corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the board of directors, 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 of an undertaking by such person to repay such payment if not entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the corporation under this Article and each director and officer of the corporation approving such payment shall be wholly protected if:

- (a) the payment has been approved or ratified (i) by a majority vote of the directors then in office who are not at that time parties to the proceeding, or (ii) by majority vote of a committee of three or more directors then in office who are not at that time parties to the proceeding and are selected for this purpose by the board of directors (in which selection directors then in office who are parties may

participate);

- (b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the board of directors in the manner specified in clauses (i) and (ii) of subparagraph (a) or, if that manner is not possible, appointed by majority of the board of directors;
- (c) the board of directors has otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws, as amended; or
- (d) a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, administrators and legal representatives of any person entitled to indemnification hereunder.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which employees, agents, directors, officers or other persons may be entitled to by contract or otherwise under law.

This Article constitutes a contract between the corporation and such person eligible for indemnification. No amendment or repeal of the provisions of this Article which adversely affects the right of such person under this Article shall apply to that person with respect to the acts or omissions of such person that occurred at any time prior to such amendment or appeal, unless such amendment or appeal was voted for by or was made with the written consent of such person.

ARTICLE XII

CORPORATE ASSETS AND EARNINGS

Corporate Assets and Earnings: The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the board of directors, in accordance with the terms and conditions stated in the written investment policy of the corporation, provided no action shall be taken by or on behalf of the corporation if such action would result in the denial or loss of the tax exempt status of the corporation or the tax deductible status of any donation to the corporation under the Internal Revenue Code, as amended (or the corresponding provisions of any future internal revenue law).

ARTICLE XIII AMENDMENTS

Amendments: These by-laws may be amended or repealed, in whole or in part, by vote of two-thirds (2/3) of the directors then in office upon the condition that written notice of the proposed alterations, repeal or substitution is given at least thirty (30) days prior to the date of meeting of the board of directors of the corporation at which such vote is to be taken.

ARTICLE XIV NON-DISCRIMINATION

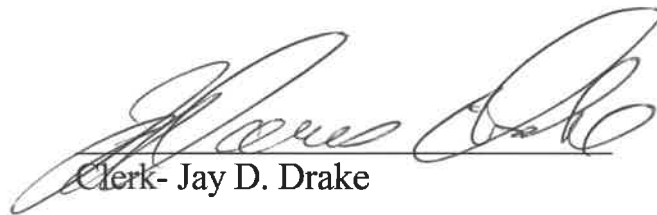
Non-discrimination. The directors, officers, committee members, employees and persons served by the corporation shall be selected entirely on a non-discriminatory basis with respect to any legally protected class.

ARTICLE XV
MISCELLANEOUS PROVISIONS

- 1) ***Execution of Instruments:*** All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an officer of the corporation on its behalf shall be signed by the chairperson of the board of directors and the president or treasurer except as the board of directors may generally or in particular cases otherwise determine.
- 2) ***Voting of Securities:*** Except as the board of directors may otherwise designate, the chairperson of the board of directors, president or treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for this corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.
- 3) ***Corporate Records:*** The original or attested copies of the articles of organization, by-laws and records of all meetings of incorporators and directors shall be kept in Massachusetts at the principal office of the corporation or of the clerk, but such corporate records need not all be kept in the same office.
- 4) ***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.
- 5) ***Reference to Trustees:*** The directors of the corporation may be colloquially referred to as “trustees”, either informally by the directors and officers of the corporation, or in certain written materials of the corporation. However, the corporation is not a trust and shall not be deemed a trust. The directors of the corporation shall exercise the ordinary standard of care imparted on directors

of a Massachusetts not-for-profit corporation but shall have no fiduciary duty towards any individual person or other entity.

I, Jay D. Drake, clerk of the corporation, hereby certify that the foregoing by-laws were amended and adopted by the corporation by unanimous vote of the board of directors on the 21st day of November, 2019 and are in full force and effect, contain the entire and exclusive set of by-laws of the corporation, and supersedes all prior amendments and versions hereof.



Clerk- Jay D. Drake

North Central Massachusetts Community Foundation, Inc.

By-Law Amendment

Article VI. 1.


AMENDMENT FOR ADJUSTMENT OF ANNUAL MEETING DATE FOLLOWING CLOSE OF THE FISCAL YEAR

I, the undersigned, hereby certify that the following vote was adopted by the Board of Directors of North Central Massachusetts Community Foundation, Inc., a Massachusetts corporation, at a meeting of the Board duly held on September 25, 2003 at which a quorum was present, that the same is in conformity with the provision of the Articles of Organization and By-Laws of the Corporation and that the same is now in full force and effect.

VOTED, to delete Article VI subsection 1 of the By-Laws in its entirety and to substitute therefore the following in its stead:

“Annual Meeting : The annual meeting of the Board of Directors of the corporation shall be held on such specific date, and at such place and times as the board of directors shall determine, but in any event no later than **one hundred twenty (120) days** after the close of the corporation’s fiscal year. The directors shall elect the officers of the corporation at this annual meeting.”

On behalf of the Corporation this 25th day of September 2003



Philip M. Grzewinski, Recording Clerk

Community Foundation of North Central Massachusetts, Inc.

By-Law Amendment

Article II. 1.

AMENDMENT OF VARIANCE LANGUAGE

I, the undersigned, hereby certify that the following vote was adopted by the Board of Directors of North Central Massachusetts Community Foundation, Inc., a Massachusetts corporation, at a meeting of the Board duly held on May 26, 2006 at which a quorum was present, that the same is in conformity with the provision of the Articles of Organization and By-Laws of the Corporation and that the same is now in full force and effect.

VOTED, to delete Article II subsection 1 of the By-Laws in its entirety and to substitute therefore the following in its stead:

“(1) to serve the charitable and philanthropic interests of donors by providing a comprehensive program to permanently endow charitable gifts that will meet community needs and improve the quality of life in North Central Massachusetts. The Board shall have the power to modify or eliminate any restriction or condition on the distribution of funds for any specified charitable purpose or to any specified organization if, in the sole judgment of the Board and without the approval of any trustee, custodian or agent, such restriction or condition becomes impossible, impracticable or inconsistent with the charitable needs of the community or area served. Upon such determination the Board shall have the power to designate alternate restrictions or conditions or an alternate charitable beneficiary as recipient of such gift.”

On behalf of the Corporation this 24th day of May 2006



Philip M. Grzewinski, Recording Clerk

Community Foundation of North Central Massachusetts, Inc.

By-Law Amendment

Article I. 1.

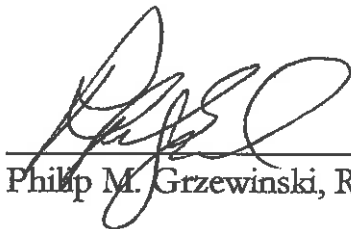
AMENDMENT FOR NAME CHANGE

I, the undersigned, hereby certify that the following vote was adopted by the Board of Directors of North Central Massachusetts Community Foundation, Inc., a Massachusetts corporation, at a meeting of the Board duly held on May 23, 2006 at which a quorum was present, that the same is in conformity with the provision of the Articles of Organization and By-Laws of the Corporation and that the same is now in full force and effect. This vote was approved by the Secretary of the Commonwealth of Massachusetts on February 26, 2007.

VOTED, to delete Article I subsection 1 of the By-Laws in its entirety and to substitute therefore the following in its stead:

"Name : This corporation shall be known as the: Community Foundation of North Central Massachusetts, Inc. (hereinafter referred to in these by-laws as the "corporation")."

On behalf of the Corporation this 27th day of February 2007



Philip M. Grzewinski, Recording Clerk

Community Foundation of North Central Massachusetts, Inc.

By-Law Amendment

Article I.

AMENDMENT OF ADDRESS CHANGE

I, the undersigned, hereby certify that the following vote was adopted by the Board of Directors of North Central Massachusetts Community Foundation, Inc., a Massachusetts corporation, at a meeting of the Board duly held on May 30, 2013 at which a quorum was present, that the same is in conformity with the provision of the Articles of Organization and By-Laws of the Corporation and that the same is now in full force and effect.

VOTED, to accept change of address to 649 John Fitch Highway, Fitchburg, MA 01420.

On behalf of the Corporation this 30th day of May 2013

A handwritten signature in black ink, appearing to read 'Philip M. Grzewinski', is written over a horizontal line.

Philip M. Grzewinski, President

Community Foundation of North Central Massachusetts, Inc.

By-Law Amendment

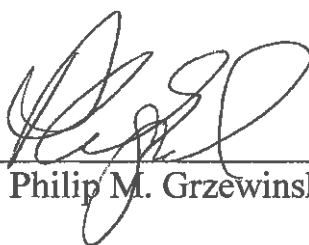
Article XIIV.

AMENDMENT OF NON-DISCRIMINATION CLAUSE

I, the undersigned, hereby certify that the following vote was adopted by the Board of Directors of North Central Massachusetts Community Foundation, Inc., a Massachusetts corporation, at a meeting of the Board duly held on May 30, 2013 at which a quorum was present, that the same is in conformity with the provision of the Articles of Organization and By-Laws of the Corporation and that the same is now in full force and effect.

VOTED, to accept change of non-discrimination clause to add as follows:
“to any legally protected class..”

On behalf of the Corporation this 30th day of May 2013

A handwritten signature in black ink, appearing to read 'P. Grzewinski', is written over a horizontal line.

Philip M. Grzewinski, President

Community Foundation of North Central Massachusetts, Inc.

By-Law Amendment

Article VII. 3.a.

AMENDMENT OF DESCRIPTION OF EXECUTIVE COMMITTEE

I, the undersigned, hereby certify that the following vote was adopted by the Board of Directors of North Central Massachusetts Community Foundation, Inc., a Massachusetts corporation, at a meeting of the Board duly held on May 30, 2013 at which a quorum was present, that the same is in conformity with the provision of the Articles of Organization and By-Laws of the Corporation and that the same is now in full force and effect.

VOTED, to accept change of description of Executive Committee as follows: "The executive committee shall oversee all aspects of management by the board of directors and the powers exercised thereby, and shall make recommendations to the board of directors regarding the same, but shall not have the authority to make binding decisions, nor shall they have the power to rescind any policy make or action taken by the board of directors. Notwithstanding the forgoing, the executive committee shall have the authority to make binding decisions in the event of emergency situations or time sensitive matters"

On behalf of the Corporation this 30th day of May 2013



Philip M. Grzewinski, President

Community Foundation of North Central Massachusetts, Inc.

By-Law Amendment

Article VIII. 6.

AMENDMENT OF PRESIDENT'S POWERS

I, the undersigned, hereby certify that the following vote was adopted by the Board of Directors of North Central Massachusetts Community Foundation, Inc., a Massachusetts corporation, at a meeting of the Board duly held on May 30, 2013 at which a quorum was present, that the same is in conformity with the provision of the Articles of Organization and By-Laws of the Corporation and that the same is now in full force and effect.

VOTED, to accept change of description of President as follows: "The president shall be a voting member of the board of directors, the executive committee, and any committee to which he was appointed or elected by the board of directors. The president shall be an ex officio member of all other committees without vote, but with right of discussion."

On behalf of the Corporation this 30th day of May 2013

A handwritten signature in black ink, appearing to read 'P. Grzewinski', is written over a horizontal line.

Philip M. Grzewinski, President

Community Foundation of North Central Massachusetts, Inc.

By-Law Amendment

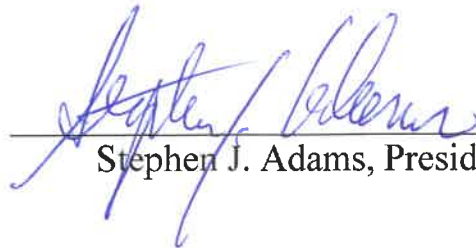
Article VIII. 6.

AMENDMENT OF PRESIDENT'S POWERS

I, the undersigned, hereby certify that the following vote was adopted by the Board of Directors of North Central Massachusetts Community Foundation, Inc., a Massachusetts corporation, at a meeting of the Board duly held on October 10, 2019 at which a quorum was present, that the same is in conformity with the provision of the Articles of Organization and By-Laws of the Corporation and that the same is now in full force and effect.

VOTED, to accept change of description of President as follows: "The president shall be an ex officio member of the board of directors, the executive committee, and any committee to which he was appointed or elected by the board of directors with full powers to vote. The president shall be an ex officio member of all other committees without vote, but with right of discussion."

On behalf of the Corporation this 21st day of November 2019



Stephen J. Adams, President