

**AMENDMENT AND RESTATEMENT
OF THE BYLAWS
OF
BARE COVE FIRE MUSEUM, INC.**

as voted June 10, 2009

ARTICLE FIRST

DIRECTORS

Section 1. Number: The property, affairs and business of the corporation shall be managed by a nine person Board of Directors which shall consist of the President, Vice President, Treasurer, and Clerk of the corporation; four (4) Directors-at-large, elected from the general membership at the annual or a special meeting of the members; and the immediate past President or his or her replacement. If a vacancy or vacancies shall occur, for any reason, in the membership of the Board other than through removal by member action, the remaining directors or director, quorum requirements notwithstanding, may elect a successor or successors at a special meeting held for such purpose or by written consent.

Section 2. Term of Office: The term of office of a director elected at the annual meeting of the members shall be a two year (2) term with two (2) Directors terms expiring each year, provided, however, that the Director shall hold his or her office until his or her successor shall be elected and qualified. A director or directors elected at a special meeting or by written consent shall hold office until the next annual meeting of members and the election and qualification of his or her successor.

Section 3. Meetings: The Board of Directors shall meet at the principal office of the corporation or at such other place within the United States as may from time to time be fixed by vote of the Board. Regular meetings of the Board of Directors shall be held at such times as the Board may by vote fix; special meetings may be held at any time upon call of the President or Vice President or Clerk, or of any two directors.

Section 4. Committees: The Board of Directors may, by the affirmative vote of a majority of the Board, appoint committees which shall have and exercise such powers as may be permitted by law and as shall be conferred or authorized by the votes appointing them. A majority of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have the power at any time to fill vacancies in, change membership of, or discharge any such committee.

Section 5. Management: The Board of Directors shall have the entire charge, control and management of the corporation and its property and business and may exercise all or any of its powers.

Among other things the Board may (1) appoint and at its discretion remove or suspend such subordinate officers, (except those elected by the members as provided in ARTICLE SECOND hereof) agents and employees as it from time to time thinks fit, determine their duties, and fix and, from time to time as it sees fit, change their salaries and compensation; (2) appoint any officer, permanently or temporarily as it sees fit, (except those elected by the members as provided in ARTICLE SECOND hereof) to have the powers and perform the duties of any other officer; (3) appoint any persons to be agents of the corporation (with the power to sub-delegate) upon such terms as it sees fit; and (4) appoint any person or persons to accept and hold in trust for the corporation any property belonging to the corporation or in which it is interested and cause such instruments to be executed, and do and cause to be done such things as it may deem requisite, in relation to any such trusts.

Section 6. Quorum and Voting: The presence of a majority of the members of the Board of Directors acting at a meeting duly assembled shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum exists shall be the act of the Board of Directors. If, at any meeting of the Board of Directors, less than a quorum shall be present, a majority of the directors present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

Section 7. Chairman: The directors will elect from their number a Chairman of the Board who shall preside at all meetings of the Board of Directors and may have such additional powers and responsibilities, executive or otherwise, as may from time to time be vested in him or her by vote of the Board of Directors.

Section 8. Action Without Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Board or of the committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or the committee.

Section 9. Authorizing the Treasurer: At the first meeting of the Board of Directors after the Annual Meeting, and at any such time as a new Treasurer is appointed, the Board of Directors will authorize the Treasurer to pay any and all bills/invoices as they come due up to a limit of Five Hundred Dollars (\$500.00). Any bills/invoices over Five Hundred Dollars (\$500.00) will be voted on for payment by the Board of Directors at their monthly meeting or any special meeting called for this purpose.

ARTICLE SECOND

OFFICERS

Section 1. General: The members entitled to vote by these By-Laws, at the annual or appropriate special meeting shall elect a President, Vice President, a Secretary-Clerk, and a Treasurer.

Section 2. Term of Office: The term of office of all officers shall be one year and until their respective successors are elected and qualify, but any officer may at any time be removed from office under the provisions of ARTICLE THIRTEENTH. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

Section 3. President: The President when present shall preside at all meetings of the members. It shall be the duty of the President, and he or she shall have the power to see to it, that all orders and votes of the Board are carried into effect. The President shall perform such duties and have such powers additional to the forgoing as the Board shall designate.

Section 4. Vice President: In the absence or disability of the President, his or her powers and duties shall be performed by the Vice President. The Vice President may have such other powers and perform such other duties as the Board shall from time to time designate.

Section 5. Treasurer: The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as shall be designated by the Board or in the absence of such designation in such depositories as he or she shall from time to time deem proper. The Treasurer shall disburse the funds of the corporation as ordered by the Board, taking proper vouchers for such disbursements. The Treasurer shall promptly render to the President and to the Board such statements of his or her transactions and accounts as the President and Board respectively may from time to time require. If required by the Board, the Treasurer shall give bond in such amount, with such security and in such form as the Board shall determine. The Treasurer shall perform such duties and have such powers additional to the forgoing as the Board may designate. In the absence or disability of the Treasurer, his or her powers and duties shall be performed by the President.

Section 6. Clerk: The Clerk shall be a resident of the Commonwealth of Massachusetts. It shall be the Clerk's duty to record in books kept for the purpose all votes and proceedings of the members and to keep an historical record of all handouts from these proceedings and, if there be no Secretary, of the Board of Directors. Unless the Board of Directors shall appoint a transfer agent and/or registrar or other officer or officers for the purpose, the Clerk shall be charged with the duty of keeping, or causing

to be kept, accurate records of all membership rolls, subject to such other or different rules as shall be adopted from time to time by the Board. The Clerk shall perform such duties and have such powers additional to the forgoing as the Board shall designate. The Assistant Clerk, if one be elected or appointed shall perform the duties of the Clerk during the Clerk's absence as well as such other duties as may be assigned to him or her by the Board. In the absence of the Clerk or Assistant Clerk at any meeting of members, if there be no Secretary of the Directors, a Clerk pro tempore shall be chosen by the meeting to perform the duties of the Clerk thereat.

Section 7. Resignation: Any officer and any director may resign at any time by delivering his or her resignation to the corporation at its principal office or to the President or Clerk. Such resignation shall be effective at the time or upon the happening of the condition, if any, specified therein or, if no such time or condition shall be specified, upon receipt.

ARTICLE THIRD

INDEMNIFICATION OF DIRECTORS AND OFFICERS

- (a) The corporation may, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees, and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his or her being, or having been such a director, officer, employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation; provided however, that as to any matter disposed of by a compromise payment by such a director, officer, employee or agent pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses may be provided unless such compromise shall be approved as in the best interests of the

corporation, after notice that it involves such indemnification:

(1) by a disinterested majority of the directors then in office;

(2) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; or

(3) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense of disposition of any such action, suit or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such an individual to repay the amounts so paid to the corporation if he or she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in the paragraph, the terms "directors", "officers", "employees", and "agents" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same similar grounds is then pending.

1. No director of the corporation may be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of a director, to the extent that such liability is imposed by applicable law, (i) for any breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) or for any transaction from which the director derived an improper personal benefit. No amendment or repeal of this paragraph shall adversely affect any of the rights or protection afforded to a director of the corporation for or with respect to any acts or omissions of such director

occurring prior to such amendment or repeal.

ARTICLE FOURTH

MEMBERS

Section 1. Dues and Classes of Membership:

Active members are entitled to all the privileges of the Museum without charge, including voting, office holding, subscription to the newsletter and membership card.

Family memberships shall be available to any person living in the same household with an Active member. Family members are entitled to the same free admission to the Museum as Active members and membership cards. Family members will not have the privilege of voting and office holding and will not receive individual subscriptions to the newsletter.

Contributing members shall be those individuals and organizations which support the Museum but which do not desire privileges of membership. They shall receive a certificate of contributing membership suitable for display.

Life members shall be Active members with all the privileges of active membership for life. Life membership dues may be paid in a single payment or through an endowment of one fifth (1/5) per year for five years. An invoice shall be issued each year until paid in full.

Dues shall be payable in an amount decided by a majority vote of the Board of Directors at the first meeting of the Board of Directors after the annual meeting.

To be a qualified member, one must have paid in full his or her dues for the current fiscal year. Any member whose annual dues are not paid in full within thirty days from the end of the corporation's fiscal year shall cease to be a member in "good standing." He or She shall be promptly notified in writing of his or her status. If, at the end of a further one month period, sixty days from the end of the corporation's fiscal year, his or her annual dues are not paid in full, he or she will cease to be a member and his or her name will automatically and without further notice be stricken from the membership rolls of the corporation.

Section 2. Meetings: The Annual Meeting of the members of the corporation shall be held at 45 Bare Cove Park Drive, Hingham, Massachusetts, or at such other place within the Commonwealth of Massachusetts or elsewhere within the United States of America as the Board of Directors shall fix, or in the absence of any such designation, such place as may be designated by the Clerk in the notice of the meeting or the place to which any annual meeting shall be adjourned, to be held on the date fixed by the Board of Directors during the month of June, annually in each year to elect the officers and other

members of the Board of Directors, to hear the reports of the officers, and to transact other business. The annual meeting shall not fall on a legal holiday. Notice shall be given the members entitled to notice of the Annual Meeting at least twenty (20) days before the date fixed for such meeting. If the election of directors shall not be held on the day herein designated for an Annual Meeting, or at an adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. At such special meeting the members may elect the officers and directors and transact other business with the same force and effect as at an Annual Meeting duly called and held.

Section 3. Special Meetings: Special meetings of the members, other than those regulated by Bylaw, may be called at any time by the President or Vice President or by two (2) board members and must be called by the President or Clerk on receipt of the written request of one-third (1/3) of the members of the corporation.

Notice of a special meeting stating the time, place and purpose, or purposes thereof shall be served personally or by mail upon each member residing within the United States, not less than five (5) nor more than (40) days before such meeting, and, if mailed, such notice shall be directed to each member at his or her address as it appears on the books of the records of the Corporation.

Section 4. Quorum: At all meetings of members, a quorum for the transaction of business shall consist of nineteen (19) members in good standing, including at least two officers, present in person or by proxy.

Section 5. Voting: Except as otherwise provided by law or by the Articles of Organization or these Bylaws, every member entitled to vote at a meeting of members shall have one vote. Members may vote in person or by proxy in writing filed with the Clerk prior to the meeting. No proxy dated more than six months before the meeting named therein shall be accepted and no such proxy shall be valid after the adjournment of the meeting. Except as otherwise required by law, by the Articles of Organization, or these Bylaws, any matter coming before any meeting of the members shall be adopted as the act and deed of the membership if approved by a majority in interest entitled to vote thereon, present or represented at the meeting, a quorum being present: provided, however, that all elections of directors and officers a majority of votes cast for any nominee or nominees shall elect.

ARTICLE FIFTH

EVIDENCE OF MEMBERSHIP

Section 1. Each member shall be entitled to a certificate of membership in such form as the Board shall adopt. Each certificate of membership shall be signed by the Clerk. Certificates issued for membership are not transferrable.

Section 2. Life Membership certificates will be issued upon completion of all payments.

ARTICLE SIXTH

MAINTENANCE AND INSPECTION OF RECORDS

The corporation shall maintain in the Commonwealth of Massachusetts the original or attested copies of its Articles of Organization, Bylaws, and records of all meetings.

Such copies of records shall be maintained at the principal office of the corporation.

The directors may from time to time make reasonable regulations as to the time, place and manner of inspection by a member of such copies of records and the books, accounts, documents and other records of the corporation. All records of the corporation shall be open to inspection by any member of the Board.

ARTICLE SEVENTH

CHECKS, NOTES, DRAFTS AND OTHER INSTRUMENTS

Section 1. The Treasurer, the President, and the Clerk shall be authorized to sign checks, notes, and drafts for the payment of money drawn or endorsed in the name of the corporation. All three will be signatories at the financial institution where the museum does business. If at any time, any of these people no longer fill their positions, they will immediately remove themselves from such signatory position at any and all financial institutions the museum does business with.

ARTICLE EIGHTH

SEAL

The seal of the corporation shall be circular in form bearing the inscription "Bare Cove Fire Museum, Inc." in the outer circle and "Non-profit Massachusetts Corporation" in the inner circle with the date "1976" in the center. The Clerk will have custody of the seal and may affix it to any instrument requiring the corporate seal.

ARTICLE NINTH

FISCAL YEAR

The fiscal year of the corporation shall be the year ending with the 31st day of March in each year.

ARTICLE TENTH

CONTROL OVER BY-LAWS

These Bylaws may be amended by a vote of the majority of a quorum of members in good standing, who are present in person or by proxy, at any regular or special business meeting, but no amendment shall be voted upon without a two week notice, in writing, of such proposed amendment, to all members in good standing. All Bylaw amendments shall be dated with the date of the vote at the top as is herein. All Bylaw amendments and restatements shall have all the pages footnoted and numbered as is herein.

ARTICLE ELEVENTH

EFFECT OF PROVISIONS OF LAW AND ARTICLES OF ORGANIZATION

The provisions of these Bylaws are subject to and controlled by any specific provisions of law or the Articles of Organization of the Corporation, as from time to time amended, which relate to their subject matter

ARTICLE TWELFTH

DISSOLUTION

Except as otherwise required or permitted by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts pursuant to Section 11A of Chapter 180 of the Massachusetts General Laws by the affirmative vote of a majority of the Board of Directors then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary, or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright, with a small sum of money, \$20,000.00, all assets, to the town of Hingham and/or the Hingham Historical Society, in whose sole discretion will decide on the disbursement of all apparatus

and memorabilia, most of which were originally owned by the town of Hingham. In the event the Town of Hingham and/or the Hingham Historical Society declines the assets of the Bare Cove Fire Museum, the assets shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, religious or literary institutions or organizations, created and organized for non-profit purposes similar to those of the corporation, contributions to which non-profit institutions or organizations are deductible under Section 170 (c) of the Code and which qualify as exempt from income tax under Section 501 (c) 3 of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the Board of Directors may by vote designate and in such proportions and such manner as may be determined in such vote; provided, further, that the corporation's property may be applied to charitable, religious, literary or educational purposes in accordance with the doctrine of cypress in all respects as a court having jurisdiction in the premises may direct.

ARTICLE THIRTEENTH

REMOVAL OF MEMBERS, DIRECTORS, OR OFFICERS

Any member, director, or officer may be removed from membership or from office by the affirmative vote of two-thirds of the full membership, registered either in person or by proxy, at any regular or special meeting called for that purpose for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member, officer, or director proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.