



The APCC Board is presenting amended bylaws to the membership for adoption at the September 14, 2025 Annual Meeting. The changes are summarized below with the revised bylaws following:

Article V.

Section 1. Clarifies that Board members who have served 3 full terms are eligible for election to the Board after having left the Board. In addition, the proposed changes allows current and former officers to serve more than the 3 consecutive terms when it is determined that retaining a certain skill set or role would be in the best interests of the Association. This change will empower future nominating committees the flexibility to retain important contributors, especially during transitional periods, for the stability of the organization.

Section 2: Clarification of Executive Committee reporting requirements.

Article VI. Edited to clarify officer duties. Eliminated the position of 2<sup>nd</sup> VP as it was deemed not necessary.

Article VII. Clarified Executive Committee reporting.

Article IX. Adjusted to provide consistency with Article V as amended regarding the filling of vacancies.

Article X. Adjusted to provide the Board more flexibility in the timing of the evaluation of the Executive Director's performance.

ASSOCIATION TO PRESERVE CAPE COD, INC.  
**BYLAWS** Proposed Revisions  
Aug 22, 2025 Draft

**ARTICLE I. NAME AND LOCATION**

The name of the Corporation shall be the Association to Preserve Cape Cod, Inc. Said Association shall hereafter be referred to in these bylaws as APCC. The principal office of the Corporation shall be located in Barnstable County, Massachusetts.

**ARTICLE II. PURPOSES**

The purpose of APCC is to foster policies and programs that promote the preservation of natural resources on Cape Cod through scientific, educational, civic, and charitable activities with the following objectives:

1. To carry out research, experimentation, and analysis concerning all aspects of the preservation of the total environment (physical, aesthetic, and otherwise) and the natural resources of Cape Cod, including the impact thereon of growth in population, construction, traffic, tourism, transportation, and other internal and external influences;
2. To disseminate educational materials and information relating to the foregoing, and for such purpose to make available the services of speakers and experts in the fields of ecology, conservation, planning, and the physical and social sciences;
3. To encourage governmental and private entities, agencies and officials, as well as other civic organizations, to understand and publicize the vital importance of preserving the total environment and natural resources of Cape Cod;
4. To educate and stimulate the youth of Cape Cod to appreciate, understand and contribute to the preservation of the total environment, natural resources, and beauties of Cape Cod;
5. To participate actively in the preservation of the character, physical environmental quality, and natural resources of Cape Cod by conserving and maintaining the ecology of open land, including wetlands and uplands as well as other areas, and the natural resources therein and the natural beauty thereof, for the benefit of the inhabitants of and the visitors to Cape Cod.

APCC may take any and all steps appropriate to these purposes and activities and all others defined in the Corporate Articles of Organization.

The Corporation shall not be operated for the benefit of private interests, and no part of the assets or income of the Corporation shall inure to the benefit of or be distributed to any members, directors, officers of APCC, or other private individuals.

APCC shall conduct its scientific, educational, civic and charitable activities so that it maintains its exemption within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE III. MEMBERSHIP**

Membership shall be open to all persons who have paid dues annually as set by the Board of Directors.

Each member of APCC shall be entitled to vote at the Annual Meeting or at any special meeting and to regularly receive APCC-distributed information, including written notice of meetings of the membership.

Any member who fails to pay annual dues shall forthwith cease to be a voting member.

#### **ARTICLE IV. MEETINGS**

Section 1. Annual Meeting - The Annual Meeting of the membership shall be held in Barnstable County at a date, hour, and place determined by the Board of Directors. The Annual Meeting shall be a general meeting of the membership for the purposes of receiving the annual reports, electing the Board of Directors and the Nominating Committee, and for transacting any other business within the purposes of APCC. The Annual Meeting may be held via video conferencing or other means of virtual communication provided:

1. There is a quorum physically present at the meeting or participating via video conferencing or other means of virtual communication.
2. The membership will be provided a means to vote electronically or remotely when meetings are held virtually; and
3. All participating members have equal access to any written or media presentations.

Section 2. Special Meetings - Special meetings of the membership may be called for any purpose consistent with these bylaws by a majority of the Board of Directors, or by petition of at least twenty (20) of the voting members of APCC. Special meetings of the membership shall be held in Barnstable County at a date, hour, and place determined by the Board of Directors, within 60 days of the receipt of the petition.

Section 3. Notice of Meetings- Notice of Annual and Special Meetings shall be given to each member by email where a member has provided APCC an email address and by mail to the address of record where a member has not provided an email address or has requested notification by mail. Said notice shall state the purpose(s) for which the meeting is called and the date, hour and place where it is to be held and shall be provided not less than fifteen (15) nor more than forty (40) days before the meeting

Section 4. Quorum - At all Annual and Special Meetings, a quorum shall consist of twenty-five (25) members of APCC physically present or participating via video conferencing or other means of virtual communication and authorized to vote. There shall be no vote by proxy.

#### **ARTICLE V. BOARD OF DIRECTORS**

Section 1. Composition, Election, Term of Office - The Board of Directors shall consist of no fewer than fifteen (15) and no more than twenty-one (21) members elected as Directors. At *each* Annual Meeting, a number of Directors shall be elected for three-year terms. Directors may serve no more than three consecutive three-year terms. Notwithstanding said prohibition current and former officers of the Board who are serving the last year of the three consecutive three-year year terms may be eligible for nomination to additional three-year terms when it is determined by the Board that retaining such members is in the best interests of the Association. Members who have served three consecutive three-year terms and have left the Board are eligible for nomination for election. Directors who have served out unexpired terms may, in addition, serve three consecutive three-year terms. Unexpired terms, vacant due to resignation, removal, or death, shall be filled by election by the Board of Directors (see Section IX).

Section 2. Powers and Duties - Subject to provisions of law, and other provisions of these bylaws, the Board of Directors shall control the properties and affairs of APCC and shall have general supervisory power over all the Officers, as defined by these bylaws. The Board of Directors shall also have all other

powers, authority, and responsibilities usually vested by law in a Board of Directors of a corporation, said responsibilities to include maintaining the financial health of APCC. In fulfilling the latter, the Board of Directors may designate gifts and bequests as restricted endowment or unrestricted endowment (funds functioning as endowment or FFE), subject to stipulations by the donor at the time of the gift.

In addition to the foregoing, the Board of Directors shall receive a report of the Executive Committee, established pursuant to these bylaws, at the regular meetings of the Board of Directors.

The Board of Directors shall appoint the Executive Director, whose position is established pursuant to these bylaws, determine his/her duties, terms of employment, and compensation, and terminate such employment at any time upon notice.

Section 3. Meetings - There shall be at least six (6) regular meetings of the Board of Directors annually in Barnstable County. Reasonable notice of such meetings must be given to each Board member. Board members may participate and vote via telephone or video conferencing or other means of virtual communication provided: 1. There is a quorum physically present at the meeting or participating via telephone or video conferencing or other means of virtual communication; 2. Each Board member can communicate concurrently with all Board members participating in the meeting; and 3. All participating Board members have equal access to any written material or media presentations.

Section 4. Quorum - Quorum for the Board of Directors' meetings shall be a simple majority of the Board of Directors.

Section 5. Conflict of Interest - Any business or action of the Board of Directors, whether affirmative or negative, which may inure to the direct or indirect personal benefit of a Board Member shall be considered a conflict of interest. When a conflict of interest exists, the affected Board member shall be excused from the discussion and voting on such matters.

## **ARTICLE VI. OFFICERS**

Section 1. Designation and Election - The officers of APCC shall be a President, a Vice President, a Clerk, and a Treasurer, all of whom shall be elected at the first meeting of the Board of Directors following the Annual Meeting. Each officer shall be elected annually.

Section 2. President - The President:

- a) Shall preside at all meetings of APCC, of the Board of Directors, and of the Executive Committee;
- b) Shall be an ex-officio member of all committees except the Nominating Committee;
- c) Shall appoint the chairs of all committees;
- d) Or his or her designee, in the absence of the Executive Director, shall be responsible for execution, on behalf of APCC, of all documents, contracts, etc. approved by the Board of Directors;
- e) Shall perform other duties as required by the Board of Directors or imposed by law.

Section 3. Vice President - The Vice President

- a) Shall, in the event of the absence or disability of the President, perform all duties of that office;

- b) Shall assist the President in the performance of his/her responsibilities when requested.
- c) Shall perform such other duties as required by the Board of Directors or imposed by law.

Section 4. Clerk - The Clerk:

- a) Shall be the overseer of records for all meetings of the Board of Directors, the Executive Committee, and APCC;
- b) Shall be responsible for the performance of such other duties as required by the Board of Directors or imposed by law;
- c) Shall be a resident of the Commonwealth of Massachusetts.

Section 5. Treasurer - The Treasurer:

- a) Shall have general charge of the financial affairs of APCC;
- b) Shall oversee the keeping of regular books of account and make reports at regular Board of Directors' meetings and at the Annual Meeting;
- c) Shall be a member of the Finance Committee;
- d) Shall perform such other duties as required by the Board of Directors or imposed by law.

## **ARTICLE VII. COMMITTEES**

All committees, except Nominating, whether standing or *ad hoc*, shall be appointed by the President. All committees shall submit reports and recommendations to the Board of Directors.

The following shall serve as standing committees of APCC:

Section 1. Executive Committee - The Executive Committee--comprising the President, Vice President, Treasurer, and Clerk, plus three (3) other Board of Directors members appointed by the President--shall have authority to act in all matters for the Board of Directors between Board of Directors' meetings. Meetings shall be called by the President, with notice given to each committee member. A quorum shall consist of four (4) committee members. The President shall be chair of the Executive Committee. The Executive Committee shall report on its activities, if any, to the Board of Directors at its next scheduled meeting.

Section 2. Finance Committee. The Finance Committee, comprising the Treasurer and four (4) other members of the Board of Directors appointed by the President, shall meet as necessary to ensure APCC's financial stability by providing oversight on its budget and investments. The Finance Committee shall review and update as necessary APCC's long-range financial plan; work with the Executive Director to develop and implement an annual operating budget; report to the full Board of Directors the results of the annual audit; oversee APCC's adherence to the relevant financial laws and regulations including APCC's Internal Revenue Code Section 501(c)(3) status; review monthly financial reports; recommend to the full Board of Directors advice on finance matters including loans, mortgages, investments and accounts; and create committees as necessary to fulfill these duties and responsibilities. The Finance Committee shall annually recommend to the Board of Directors a professional financial advisor(s) and/or custodian(s) for any investment accounts. Three members of the Finance Committee shall constitute a quorum necessary to conduct any business described above.

Section 3. Development Committee. The Development Committee, comprising a chair and a minimum of four (4) members appointed by the President, shall be responsible for developing and implementing membership and fundraising activities for APCC. Non-board members may also be recruited for this

committee. Meetings will be called as needed.

#### **ARTICLE VIII. NOMINATING COMMITTEE**

The Nominating Committee, comprising five members of APCC (at least two [2] and no more than three [3] of whom shall be Directors, and excluding the President and Vice President), shall be elected at the Annual Meeting. The Committee shall prepare a slate of nominees for the Board of Directors and a slate of five (5) members for the Nominating Committee, all for election at the Annual Meeting. Written notice of these slates shall be included in the notice of the Annual Meeting (see Article IV, Section 3). Additional nominations for either may be made from the floor at the Annual Meeting. The Nominating Committee shall also prepare a slate of officers to be presented to the Board of Directors at its first meeting following the Annual Meeting. The Committee may, at any time, recommend persons for election by the Board of Directors to vacant unexpired terms. Nominating Committee members shall not serve more than three (3) consecutive one-year terms.

In the event of any vacancy on the Nominating Committee prior to the next scheduled Annual Meeting, a new member may be nominated by a member of the Board of Directors and appointed to the Nominating Committee by a majority vote of the Board of Directors.

#### **ARTICLE IX. VACANCIES AND REMOVALS**

Section 1. Vacancies. The Board of Directors, at its regular or special meetings, shall fill by majority vote vacancies that may occur in the Officers and in the Board of Directors pursuant to the qualifications in Article V. The President, with the approval of the Board of Directors, shall fill any vacancies that may occur in committees appointed by the President.

Section 2. Removal. A member of the Board of Directors may be removed from the Board for conduct deemed prejudicial to or in conflict with the purposes and interests of APCC. Removal shall occur by a vote of a two-thirds majority of the Board of Directors at a special meeting called for such a purpose, in accordance with Article IV, Section 3. Written notice shall be provided to all, including the board member under consideration.

#### **ARTICLE X. EXECUTIVE DIRECTOR**

The Executive Director shall be appointed by the Board of Directors and shall perform all duties as outlined in the job description and required by the Board of Directors. Compensation and terms of employment shall be established by the Board of Directors.

Subject to the Executive Committee's oversight, the Executive Director shall hire, evaluate, supervise, and discharge other employees of APCC. The Executive Director shall render verbal and written reports as requested by the Board of Directors at any APCC or Board of Directors' meeting and be an *ex officio* member of all committees established by the Board of Directors or the President, with the exception of the Nominating Committee.

The Executive Director's performance shall be evaluated annually or at another interval as determined appropriate by the Board. The President shall solicit opinions from members of the Board, prepare the evaluation based on that input, and the evaluation shall then be discussed by the Executive Committee. The President shall then discuss the evaluation with the Executive Director.

#### **ARTICLE XI. INDEMNIFICATION**

Section 1. The Association shall indemnify each of its Directors, officers, employees, and committee members against all liabilities, expenses, fees, amounts paid in settlement, fines, penalties, and

judgments reasonably incurred by him/her in connection with any action, suit, or proceeding, civil or criminal, in which he/she may be involved or with which he/she may be threatened by reason of his/her being or having been a Director, officer, employee, or committee member of the Association, or serving or having served in any such capacity in any other organization at the request of the Association. The right of indemnification hereby provided shall not exclude or affect any other rights to which the person indemnified may be entitled.

#### **ARTICLE XII. AMENDMENTS**

Bylaws shall be reviewed at a minimum of every five years by a committee appointed by the president. These bylaws may be amended or revised at the Annual Meeting by two-thirds vote of APCC members present and voting.

#### **ARTICLE XIII. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, revised, shall be the parliamentary authority in all matters not covered by these bylaws, the Articles of Organization, and/or as prescribed by law.