

**BY-LAWS**  
**OF**  
**One Penny Per Mile**

Section 1. ARTICLES OF ORGANIZATION, LOCATION,  
CORPORATE SEAL AND FISCAL YEAR

1.1 Articles of Organization. The name and purposes of the corporation shall be as set forth in its Articles of Organization. These By-Laws, the powers of the corporation and of its directors and officers, and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

1.2 Purpose. To solicit funds and to use these resources to design (or cause to be designed), construct (or cause to be constructed), and otherwise make manifest systems for the production of energy via clean, renewable means with minimal depletion of and minimal impact upon the earth's natural resources, specifically with the objective, but not the sole objective, to reduce the production of so-called 'greenhouse gasses' and the release of those gasses into the atmosphere. Further, to grant such renewable energy production systems to public entities and located in public environs, and to include educational displays, information, and programs within those same systems and settings. Further, to provide financial support for perpetual maintenance of such renewable energy production systems. Further, to educate, and to promote education of, the general public on the subjects of renewable energy, global warming, and related subjects. And further, to otherwise promote and provide all manner of service and support to public non-profit entities, non-profit organizations and individuals, who wish to participate in creating and maintaining clean renewable energy resources.

1.3 Location. The principal office of the corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may change the location of the principal office in The Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.4 Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.5 Fiscal Year. The fiscal year of the corporation shall end on the last day of December in each year unless the directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

1.6 Annual Meeting. The annual meeting of the corporation shall be held not later than the last day of October at such time and place, as the directors shall designate.

1.7 Gender. Gender-specific terms have, in as much as possible, been removed from these By-Laws. Use of such terms in future revisions of these By-Laws, shall be avoided. However, in the event that such terms appear within, the personal pronoun "he" or possessive pronoun "his", when appropriate, shall be construed to mean "she" or "her" and the word "chairman" shall be construed to include a female. The personal pronoun "she" or possessive pronoun "her", when appropriate, shall be construed to mean "he" or "him" and the word "chairwoman" shall be construed to include a male.

## Section 2. NO MEMBERS

The corporation shall not have members. Any action or vote required or permitted by M.G.L. ch. 180 to be taken by members shall be taken by action or vote of the same percentage of directors in accordance with M.G.L. ch. 180, §3.

## Section 3. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve only in an honorary 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, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

## Section 4. BOARD OF DIRECTORS

4.1 Powers. The corporation shall have a board consisting of directors who shall have the power and duties of a board of directors under Massachusetts law. The directors shall be responsible for the general management and supervision of the business and affairs of the corporation.

4.2 Number and Election. The number of directors initially shall be determined by the incorporator. Thereafter, the directors shall consist of a number not less than five (5) and not more than nine (9), (the desired number is seven (7)), and shall be elected by a majority of the directors then in office at the annual meeting or at a special meeting called for the purpose of electing directors. In the event of the occurrence of any vacancy or vacancies in the board of directors, however caused, the remaining directors, though less than five (5) directors, may, by the vote of a majority of their number, fill any vacancy or vacancies for the unexpired term. The number of directors may be increased or decreased from time to time by a two-thirds (2/3) vote of a majority of the directors then in office.

4.3 Term of Office. Directors shall hold office for staggered three year terms or until the director sooner dies, resigns or is removed. The terms for the initial directors shall be determined by the incorporator and, to permit for the staggering of terms, the incorporator may provide for terms of one, two or three years. Thereafter, directors shall be assigned terms by the board of directors upon their election so that approximately one-third of the board stands for election each year. A director may be re-elected upon completion of a term. However, no director may serve more than 7 consecutive years (or two and one-third terms). After one year of non-service, a director may again be elected to serve, and may again serve up to another maximum of 7 consecutive years (or two and one-third terms).

4.4 Regular Meetings. The directors shall meet annually on the date of the annual meeting or at such earlier or later date as the directors may determine from time to time. Other regular meetings of the directors may be held at such places and at such times as the directors may determine.

4.5 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the chairperson of the board of directors (or if there be no such chairperson, the president) or by written request of:

- (a) three or more directors if there are then serving five or more directors,
- or,
- (b) two or more directors, if there are then serving fewer than five directors.

4.6 Notice of Meetings. Notice of the time and place of each meeting of the directors shall be given to each director by mail, facsimile or electronic transmission at least seven days before the meeting addressed to the director's usual or last known business address, preferred email address, or official primary residence address. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by the director (or the director's authorized

attorney) 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. Neither such notice nor waiver of notice need specify the purpose of the meeting, unless otherwise required by law, the Articles of Organization or these By-Laws.

4.7 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.8 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

4.9 Action by Writing. Any action required or permitted to be taken at any meeting of the 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 directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.10 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a meeting of such board by means of a conference telephone 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. Except that, for the annual meeting, at least 67% of the quorum number of directors must be physically located together in one room; the remaining participating directors may participate via communications equipment.

## Section 5. OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the corporation shall be a president, treasurer, clerk and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. An officer may, but need not, be a director. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time.

5.2 Election. The president, treasurer and clerk shall be elected annually by majority vote of the directors at their annual meeting. Other officers, if any, may be elected by the directors at any time.

5.3 Tenure. The president, treasurer and clerk shall each hold office until the next annual meeting of the directors and until a successor is chosen and qualified, and each other officer shall hold office until the annual meeting of the directors unless a shorter period shall have been specified by the terms of the director's election or appointment, or in each case until the director sooner dies, resigns, or is removed. Each agent shall retain authority at the pleasure of the directors.

5.4 Chairperson of the Board of Directors. If a chairperson of the board of directors is elected, they shall preside at all meetings of the directors except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

5.5 President and Vice Presidents. The president shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. If no chairperson of the board of directors is elected, the president shall preside at all meetings of the directors, except as the directors otherwise determine.

The vice president or vice presidents, if any, shall have such duties and powers as the directors shall determine. The vice president, or first vice president if there are more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his/her inability to act.

5.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The treasurer shall also be in charge of its books of account and accounting records, and of its accounting procedures. It shall be the duty of the treasurer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal or state agencies. The treasurer shall have such other duties and powers as designated by the directors or the president.

5.7 Clerk. The clerk shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of

Organization and By-Laws and names of all directors and the address of each. If the clerk is absent from any meeting of directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

## Section 6. RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any director or officer may resign at any time by delivering the resignation in writing to the chairperson of the board, if any, or the president or 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.

6.2 Removals. A director may be removed with or without cause by a two-thirds (2/3) vote of a majority of the directors then in office (not including the director being removed). An officer may be removed with or without cause by the vote of a majority of the directors then in office (not including the officer being removed). A director or officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove them on the occurrence of any of the following events:

- (a) upon a good faith finding by the directors of
  - (i) the failure of such director or officer to perform their assigned duties for the corporation,
  - (ii) dishonesty, gross negligence or willful misconduct, or
  - (iii) the conviction of, or the entry of a pleading of guilty or nolo contendere by such director or officer to, any crime involving moral turpitude or any felony;
- (b) upon any period of inactivity on the part of such director or officer for the preceding twelve month period prior to such removal as determined by the directors in their reasonable discretion; and
- (c) upon the disability of such director or officer. As used in this section, the term "disability" shall mean the inability of such director or officer, due to a physical, emotional or mental disability, for a period of one hundred and twenty (120) days, whether or not consecutive, during any three hundred and sixty (360) day period to perform their assigned duties for the corporation. A determination of disability shall be made by the directors in their reasonable discretion.

6.3 No Right to Compensation. No director or officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized

written agreement with the corporation) no director or officer removed, shall have any right to any compensation as such director or officer for any period following their resignation or removal, or any right to damages on account of such removal, whether their compensation be by the month or by the year or otherwise; unless the directors shall, in their discretion, provide for compensation.

6.4 Vacancies. Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the directors by a two-thirds (2/3) vote of a majority of the directors then in office. The directors shall elect a successor if the office of the president, treasurer or clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the president, treasurer and clerk until a successor is chosen and qualified, or in each case until they sooner die, resign, or are removed. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

## Section 7. COMMITTEES

7.1 Committees. The directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, the Executive Committee (if any) shall have the power to act on all matters requiring prompt action between meetings of the directors except for such matters as are specified in Section 55 of Chapter 156B. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the directors. The members of any committee shall remain in committee office at the pleasure of the directors.

## Section 8. EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such

instrument, notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions or votes of the corporation.

## Section 9. COMPENSATION; PERSONAL LIABILITY

9.1 Compensation. Except as otherwise provided in Section 6.3, directors shall be entitled to receive for their services such amount, if any, as the directors may determine, which may include expenses of attendance at meetings. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

9.2 No Personal Liability. The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation 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 corporation.

## Section 10. INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify any person serving or who has served at any time as a director, executive director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the corporation, or at its request as a director or officer of any organization, or at its request in any capacity with respect to any employee benefit plan, and may indemnify an employee or other agent who has so served, against all liabilities and expenses, including, without limitation, amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by them in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of being or having been such a director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan), in the best interest of the participants or beneficiaries of such employee benefit plan; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided

unless such compromise and indemnification shall be approved:

- (i) by a majority vote of a quorum consisting of disinterested directors;
- (ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the board of directors consisting of all the disinterested directors;
- (iii) if there are not two or more disinterested directors in office, then by a majority of the directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that their action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
- (iv) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including, but not limited to, counsel fees, reasonably incurred by any such person in connection with the defense or 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 (a) an affidavit of such individual of their good faith belief that they have met the standard of conduct necessary for indemnification under this Section, and (b) an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Section, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive of or affect any rights to indemnification to which corporate personnel other than the persons designated in this Section may be entitled by contract, by vote of the board of directors, or otherwise under law.

As used herein the terms "person," "director," "officer," "employee," and "agent" include their respective heirs, executors and administrators, and an "interested" director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder

hereon, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

## Section 11. AMENDMENTS

These By-Laws may be altered, amended or repealed by a two-thirds (2/3) vote of a majority of the directors then in office. Except that, repeal may not be voted unless there has been a prior majority vote in favor of adopting new By-Laws, which have been fully discussed and debated, upon repeal of the current By-Laws.

## Section 12. ACTIVITIES

12.1 Investments. 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, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal income tax laws.

12.2 Exempt Activities. Notwithstanding any other provision of these By-Laws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations promulgated thereunder, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations, or under the corresponding provisions of any subsequent federal income tax laws and regulations.

## Section 13. CONFLICT OF INTEREST POLICY

13.1 Article One of Conflict of Interest Policy - Purpose. The purpose of the conflict of interest policy is to protect the interests of **One Penny Per Mile** (the "Organization") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might

result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### 13.2 Article Two of Conflict of Interest Policy – Definitions.

#### *1. Interested Person*

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### *2. Financial Interest*

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a significant financial transaction or similar significantly beneficial arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a significant financial transaction or similar significantly beneficial arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a significant financial transaction or similar significantly beneficial arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### 13.3 Article Three of Conflict of Interest Policy – Procedures.

#### *1. Duty to Disclose*

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### *2. Determining Whether a Conflict of Interest Exists*

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed

and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

*3. Procedures for Addressing the Conflict of Interest*

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

*4. Violations of the Conflicts of Interest Policy*

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

13.4 Article Four of Conflict of Interest Policy – Records of Proceedings.

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to

whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

13.5 Article Five of Conflict of Interest Policy – Compensation.

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

13.6 Article Six of Conflict of Interest Policy – Annual Statements.

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

13.7 Article Seven of Conflict of Interest Policy – Periodic Reviews.

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### 13.8 Article Eight of Conflict of Interest Policy – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII of Section 13, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

End of Section 13; Conflict of Interest Policy Statement

End of By-Laws