

BY-LAWS OF
LIBRARY OF AMERICAN LANDSCAPE HISTORY, INC.

ARTICLE I:

Section 1. Name and Location

The name of the corporation shall be Library of American Landscape History, Inc. The principal place of business of the corporation shall be 150 Fearing Street, Amherst, Massachusetts.

Section 2. Purposes and Powers of the Corporation

As set forth in the Articles of Organization, the purposes of the corporation are as follows:

To operate exclusively for charitable and educational purposes, including but not limited to researching into and publishing of educational materials.

To accomplish these purposes, the corporation shall have the authority to exercise all powers conferred upon corporations formed under the Massachusetts General Laws Chapter 180, all the powers conferred upon corporations by Chapter 156B, §9 excepting so much of paragraph (L) as reads "and for any or all of the directors, officers and employees of any corporation, fifty percent or more of the shares of which are outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it" and paragraph (M), including but not limited to the power to accept donations of money and property whether real or personal, or any interest therein, wherever situated, and the power to acquire, hold, and dispose of all real property, provided that only such powers shall be exercised as are permitted to be exercised by a non-profit corporation which qualifies as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended; nor shall the Corporation be authorized to nor shall it engage directly or indirectly in any activity which could cause the loss of such qualification.

ARTICLE II: BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall be the members of Library of American Landscape History, Inc. for the purpose of incorporation and shall constitute the governing body. The Board shall be jointly responsible for all action taken on behalf of Library of American Landscape History, Inc. All general policy decisions shall be made by the Board of Directors or be subject to its review.

Section 2. Composition of the Board.

(a) The members of the initial Board shall be those three persons named as directors in the Articles of Incorporation. Thereafter, the Board shall consist of not less than three nor more than thirty members. The term of all directors shall be three years.

(b) Vacancies in the Board of Directors and any Board position to be filled by an increase in the number of directors may be filled at any meeting of the Board by a majority vote of the members.

(c) A member of the Board of Directors may resign from the Board at any time. A member of the Board may be removed only by unanimous vote of the members of the Board.

Section 3. Meetings of the Board.

(a) Two meetings of the Board shall be held each year. Special meetings of the Board shall be called by the chairman at the request of the President or at the request of half of the directors.

(b) Resolutions shall be passed by a majority vote, with one vote per member and no votes by proxy.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of the Corporation shall be President, Vice-president, Treasurer and Clerk. The officers named in the Articles of Incorporation shall serve permanently. If an officer is removed or resigns from office, the office shall be filled with a person elected by and from the Board of Directors, by a majority vote. Officers may not be relieved from office except by a unanimous vote of the Board of Directors. Officers may resign at any time.

Section 2. President. The President shall preside at all meetings of the Board of Directors. The President shall be responsible for filing the annual income tax statement of Library of American Landscape History, Inc.

Section 2. Vice-president. The Vice-president shall assume the presidency of the Board of Directors if the President resigns or is unable to fulfill the responsibilities of that office.

Section 3. Treasurer. The Treasurer shall oversee all financial transactions of Library of American Landscape History, Inc. The Treasurer shall also have the custody of and be responsible for all corporate funds and securities and see that full accurate accounts of receipts and expenditures, assets and liabilities are made in the books of the corporation. She/he shall deposit or cause to be deposited all monies and other valuable effects in the name of the corporation in such depositories as shall be selected by the Board of Directors.

Section 4. The Clerk. The Clerk shall ensure the keeping of all official proceedings of Library of American Landscape History, Inc. The Clerk shall also see that all notices are duly given in accordance with these By-Laws or as required by law.

ARTICLE IV. GENERAL PROVISIONS

Section 1. Corporate Seal. The seal of the Corporation shall be determined by the Board of Directors, and shall bear the corporate name, the word "Massachusetts", and the year of incorporation.

Section 2. Execution of Papers. The President, Vice-President, or Clerk, as directed by the Board of Directors, may sign deeds, bonds, mortgages, leases, records, contracts, notes, releases, discharges, and other papers which are to be executed on behalf of Library of American Landscape History, Inc., except where the Board of Directors or these By-Laws require the signature of some other officer or agent of the corporation.

Section 3. Fiscal Year. Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the Corporation shall be the calendar year.

Section 4. Records. A copy of the Incorporation papers, these By-Laws and all amendments thereto, records of all meetings of the Board of Directors and all other such records shall be kept in Massachusetts at the principal office of the Corporation or at the residence of the Clerk. Said records need not all be kept in the same place. They shall be available to all members at any reasonable hour.

ARTICLE V. Parliamentary Procedure

Section 1. Parliamentary procedure of the Corporation shall be the procedure of Robert's Rules of Order, as stated in Parliamentary Procedure at a Glance, New Edition by O. Garfield Jones. Nothing in Robert's Rules of Order supersedes any procedure required by these By-Laws.

ARTICLE VI. Dissolution

Upon the termination, dissolution or winding up of the corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to a non-profit corporation which qualifies as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, nor shall it engage directly or indirectly in any activity which could cause the loss of such qualification.

ARTICLE VII. AMENDMENTS

Except as otherwise provided by the Articles of Incorporation or By-Laws, these By-Laws may be altered, amended, or repealed or new By-Laws may be adopted at any meeting of the Board of Directors where a majority of the directors is present, by a two-thirds vote. A copy of all proposed amendments shall be sent to each member of the Board at least two weeks before the meeting at which they are to be considered.