# BY-LAWS OF

# FRESH START FURNITURE BANK, INC.

**ARTICLE I**

General Provisions

**Section 1. Name**

The name of the corporation shall be Fresh Start Furniture Bank, Inc.

**Section 2. Purpose & Vision**

The Purpose and Vision of Fresh Start Furniture Bank, Inc. is to act as a charity which helps restore hope, dignity and stability in our community by recycling donated furniture and housewares for free to people in need.

**Section 3. Location**

The principal office of the corporation shall be located at 34 Tower Street, Unit E, Hudson, MA. The directors may establish other offices or places of business in Massachusetts or elsewhere.

**Section 4. Fiscal Year**

Except as from time to time otherwise determined by the directors, the fiscal year of the corporation shall end on the 31st day of December of each year.

**Section 5. Membership**

The corporation has only one class of members. No person now or hereafter designated by the corporation as a “member” for any purpose shall be or be deemed to be a member for purposes of the articles of organization or By-Laws of the corporation or for the purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote otherwise required or permitted by Chapter 180 or any other law, rule or regulation to be taken by the members shall be taken by action or vote of the same percentage of the directors of the corporation.

**ARTICLE II**

**Section 1. Powers**

The business and property of the corporation shall be managed by a board of directors who may exercise all the powers of the corporation.

**Section 2. Election and Number**

The board of directors shall consist of no more than nine (9) members. All directors shall hold office until the next annual meeting or until their respective successors are chosen and qualified. Any vacancy in the board may be filled by the directors.

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**Section 3. Registration and Removal**

Any director may resign by delivering a written resignation to the corporation at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any director may be removed from office with or without cause by the affirmative vote of a majority of the directors then in office.

**Section 4. Annual Meeting**

The annual meeting of the directors of the corporation shall be held on the second Thursday of January of each year (or on the next business day if that day is a legal holiday) at such time and place as the directors may determine. Notice of the annual meeting setting forth the date, time and place of any such meeting shall be sent to all directors not less than seven (7) days prior to the date of the annual meeting.

**Section 5. Regular Meetings**

Regular meetings of the directors shall be held semi-annually. Notice for all meetings will be sent to all directors not less that seven (7) days prior to each meeting.

**Section 6. Special Meetings**

Special meetings of the directors may be held at any time and place designated in a call by the president, the treasurer or two or more directors. Such notice shall be given at least twenty-four (24) hours in advance of the meeting.

**Section 7. Quorum: Action at Meetings**

A minimum of four (4) Directors in attendance at a meeting constitute a quorum.

**Section 8. Action by Consent**

Any action by the directors or any other committee may be taken without a meeting if a written consent thereto is signed by 60% of the directors or all the members of the applicable committees and filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting.

**Section 9. Non-Voting Directors**

Honorary directors may be appointed by a 60% vote of the board of directors.

**Section 10. Committees**

The directors may appoint committees as they determine necessary. A quorum of any committee is required for the transaction of any committee business.

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# ARTICLE III

**Section 1. Officers**

The officers of the corporation shall consist of a president, a treasurer, a clerk, and such other officers as the directors may determine.

**Section 2. Election**

The president, treasurer and clerk shall be elected annually by the directors. Any other officers determined necessary or desirable by the directors may be elected by the directors. Any two or more offices may be held by the same person. The clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization of these By-laws, all officers shall hold office until the annual meeting of the directors or until their respective successors are chosen and qualified.

**Section 3. Resignation and Removal**

Any officer may resign by delivering a written resignation to the corporation at its principal office of the president or clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The directors may remove any officer with or without cause by a vote of a majority of the directors then in office.

**Section 4. President**

The president shall be the chief executive officer of the corporation and as such shall have charge of the affairs of the corporation subject to the supervision of the board of directors. The president shall, subject to the direction of the board of directors, preside when present at all meeting of the directors. The president shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the directors. In the absence of the president, the clerk shall preside at meetings.

**Section 5. Treasurer**

The treasurer shall, subject to the direction and control of the board of directors, have general charge of the financial affairs of the corporation and shall keep full and accurate books of account. The treasurer shall maintain custody of all funds, securities and valuable documents of the corporation, except as the directors may otherwise provide, The treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the directors.

**Section 6. Clerk**

The clerk shall give such notices of meetings of directors as are required by these by-laws and shall keep a record of all the meetings of directors. The clerk shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the directors. In the absence of the clerk from any meeting of directors, a temporary clerk designated by the person presiding at the meeting shall perform the duties of the clerk. In the absence of the president, the clerk shall preside at meetings.

**ARTICLE IV**

**Section 1. Indemnification**

Fresh Start Furniture Bank, Inc. shall indemnify any and all of its officers, directors, staff and former officers, directors and staff expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made a

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part, or a party, reason of having been officers, directors or staff of Fresh Start Furniture Bank, except with respect to, and matters as to which, they shall have been adjudicated in any proceeding to have acted in good faith in the reasonable belief that their action was in the best interest of the Fresh Start Furniture Bank, Inc.

**ARTICLE V**

**Miscellaneous Provisions**

 **Section 1. Parliamentary Procedure**

The proceedings of Fresh Start Furniture Bank’s meetings shall be governed by, and conducted according to, the latest edition of Robert’s Rules of Order.

**Section 2. Contracts**

All contracts entered into for and on behalf of Fresh Start Furniture Bank, Inc. shall be authorized by the Board of Directors and signed by the president or clerk.

**Section 3. Conflict of Interest**

Directors, committee chairmen or members who have a personal or business interest in the solution of a matter before the Board, should disclose that interest, and be prepared to disqualify themselves from committee or Board action on the subject.

**Section 4. Corporate Records**

The original or attested copies of the Articles of Organization, By-laws and records of all meetings or 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.

# ARTICLE VI

**Section 1. Amendment**

These By-laws may at any time be amended or repealed by a 60% vote of the directors.

**ARTICLE VII**

**Section 1. Dissolution**

Fresh Start Furniture Bank, Inc. shall use its funds only to accomplish the purpose and vision specified in these By-Laws. Upon dissolution of Fresh Start Furniture Bank, Inc., any restricted funds shall be returned to the appropriate parties and any remaining unrestricted funds shall be distributed to a charitable non-profit [501(c)(3)] organization.

Adopted: August, 2014

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