

**AMENDED AND RESTATED BY-LAWS
OF
Franklin Park Coalition, Inc.**

**ARTICLE 1
NAME AND LOCATION**

The name of the corporation is Franklin Park Coalition, Inc., a Massachusetts non-profit corporation (the “*Coalition*”). Its place of business shall be Boston, Massachusetts.

**ARTICLE 2
PURPOSE**

The purpose of the Coalition shall be as set forth in its Articles of Organization. These By-laws, the powers of the Coalition and of its directors (its “*Directors*”), and regulation of the affairs of the Coalition shall be subject to the Articles of Organization in effect from time to time.

**ARTICLE 3
MEMBERSHIP**

Section 3.1 Members. The Corporation shall have voting members with the rights set forth in these By-laws. For a person to be a member, they must: (i) be at least eighteen (18) years of age; (ii) have fully paid the annual dues for membership as established by the Directors from time to time and have no outstanding amounts due to the Coalition; (iii) have provided their name and contact information to the Coalition in writing; and (iv) subscribe to the purposes of the Coalition as stated in Article II. Notwithstanding the foregoing, the Directors shall be members of the Corporation.

Section 3.2 Expulsion of Members; Resignation. Any member may be expelled from the Coalition by an affirmative vote of at least a majority of all of the members, provided that a member shall not be expelled by a vote of less than three-fourths (3/4) of the members present and entitled to vote upon such expulsion. Any member may voluntarily resign by filing a written resignation with the Clerk.

Section 3.3 Meetings.

(a) Annual Member Meetings. There shall be an annual meeting of the members to be held in April, May or June of each year at a date, time, and location set by the Directors. The meeting shall be carried out as prescribed by the Board. The purpose of the meeting shall be to elect directors and to transact other business as required by law, the Articles of Organization, or these By-laws. Other business may be placed on the agenda by (i) the President or (ii) the Board. Attendance by parties other than members shall be by invitation of the Board. The notice of such annual meeting shall set forth the record date, fixing the date for the members who are entitled to notice of the annual meeting and to vote at the annual meeting. The Directors shall set the record date for the annual meeting as March 31 each year, provided, however, that in the event that March 31 is more than sixty (60) days prior to the annual meeting, the record date shall be the day immediately prior to the notice of the annual meeting.

(b) Special Member Meetings. The Coalition shall have special meetings of the members for any purpose or purposes. Special meetings may be called at any time only (i) by the President, (ii) pursuant to a resolution approved by a majority of the Directors, or (iii) by resolution at least fifteen (15) members of the Coalition.

(c) Notice of Annual and Special Member Meetings. Unless otherwise required by law, the Articles of Organization, or these By-laws, notice of each annual member meeting or special member meeting shall be given by the Clerk to the members of the Corporation by oral or written communication at least seven (7) but no more than sixty (60) days prior to the meeting in any manner reasonably likely to make such members aware of the proposed meeting. Such notice shall state the place, date, hour, purpose of the meeting and shall establish the record date for voting at the meeting. Any written notice required to be given to any person under these By-laws may be waived in writing signed by the person entitled to such notice whether before or after the time stated therein. Attendance of a person, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the manner of notice, and so announces at the beginning of the meeting. It shall be the duty of each member to notify the Coalition of their current postal and email address.

(d) Quorum. At any meeting of the members, the presence of 10% of the members entitled to vote thereat shall constitute a quorum for all purposes.

(e) Voting and Decisions. Each member shall be entitled to one (1) vote on each matter presented to the members for a vote, and, except as required by law, the Articles of Organization, or these By-Laws, any matter presented to the members for a vote shall be approved by the affirmative vote of at least a majority of all of the members present and entitled to vote thereon. Proxy voting shall be permitted in accordance with forms and procedures established by the Board.

Section 3.4 Action Without a Meeting. Any action which could be taken at a duly convened and constituted annual member meeting or special member meeting may be taken without a meeting if all persons eligible to vote on the matter indicate their consent in writing. Such consent shall be filed with the Corporation's records and shall be treated for all purposes as a vote at any duly convened and constituted meeting

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1 Composition. The Board shall be of such number as a majority of the Directors shall determine from time to time, but such number shall include all officers and not be less than nine (9) and not more than seventeen (17) individuals in total.

Section 4.2 Election; Term; Vacancies. At each annual member meeting of the Coalition, the members will vote to replace or reelect those Directors whose terms are expiring. The term of office for each Director shall be three (3) years and until such Director's successor shall be elected and accept election (or until his/her earlier resignation or death). Any person may be re-elected, without limitation, to serve successive terms as a Director. A Director may be elected for a term of less than three (3) years if such term is recommended by the Board and approved by the members at the time of such Director's election. Should the resignation or removal of a Director pursuant hereto result in there being fewer than nine (9) Directors, the Directors shall elect such number of new Directors necessary to bring the number of Directors into compliance with these Bylaws with such Director to hold office for the unexpired term of his or her predecessor and until his or her successor is chosen or until his or her earlier death, resignation or removal.

Section 4.3 Powers. The general management of the affairs of the Coalition shall be vested in a board of directors (the "**Board**"), which Board may exercise all of the powers of the Coalition,

subject to any limitations set forth in the Articles of Organization, these Bylaws and the Massachusetts General Laws. The Board shall appoint the officers of the Coalition.

Section 4.4 Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board. Such resignation shall be effective upon receipt of such notice by the Board, unless the notice specifies a later effective date acceptable to the Board.

Section 4.5 Removal. A Director may be removed or suspended for cause by an affirmative vote of a majority of the Directors present or serving at a special meeting called for that purpose after such Director has been given reasonable notice and an opportunity to be heard. A director may be removed with or without cause by a vote of three-fourths (3/4) of the members present at a special meeting called for that purpose after such Director has been given reasonable notice and an opportunity to be heard. For the purposes of this Section 4.5, failure of a Director to attend three (3) consecutive meetings of the Board without an excuse for absence satisfactory to the Board will be considered "cause."

Section 4.6 Delegation. The Board may delegate such of their powers as they consider advisable, except those powers which by law, the Articles of Organization or these Bylaws may not be so delegated, to any Officer or agent of the Coalition or to such committees as may from time to time be activated as provided herein.

Section 4.7 Meetings of Directors. Meetings of the Board shall be held whenever called by the President or upon the written request of at least five (5) Directors.

(a) Notice of Meetings. Reasonable written notice shall be given of all meetings of the Board, stating the date, purpose, time and place of such meeting.

(b) Waiver of Notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the manner of notice, and so announces at the beginning of the meeting. Whenever any notice is required to be given by any applicable law, the Articles of Organization or these Bylaws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice, unless otherwise specifically prohibited by law.

(c) Quorum and Voting at Meetings. The presence of at least (5) Directors then in office, including at least one (1) Director who is also an officer, shall constitute a quorum at all meetings, including annual meetings and special meetings called for any purpose, unless a greater number is specifically required by the Articles of Organization, these Bylaws or the Massachusetts General Laws. Voting at any meeting at which a quorum is present shall be by majority vote of those present except as any applicable law, the Articles of Organization or these Bylaws shall require. If a quorum shall not be present at any meeting of the Directors, the Board shall not consider any business of the Coalition. However, the Directors present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of any one (1) or more Directors leaving less than a quorum.

(d) Action Without a Meeting. Any action required or permitted to be taken may be taken by the Board, or by any committee thereof, without a meeting, if all those entitled to vote consent in writing, either before or after such action is taken, and if the written consents are filed with the records of the Coalition. Such consents shall be treated for all purposes as a vote at a meeting.

(e) Telephonic Participation in Meetings. The Directors or members of any active committee may participate in a meeting of the Board or such committee, respectively, by means of a conference telephone call 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 for purposes of constituting a quorum and the transaction of all business at such meeting.

(f) Minutes. The Clerk, or the President's designee if the Clerk is not in attendance, shall keep minutes of each meeting of the Board and report the same to the Board when requested. Such minutes may be maintained in electronic form.

(g) Annual Report. The Board shall direct the President and the Treasurer of the Corporation to present at a meeting of the Board immediately preceding the annual meeting of the membership an annual report setting forth the work of the Corporation in the past year, its financial status, and a budget for the ensuing year. The section on the financial status of the Corporation shall be prepared by an independent public accountant or a firm of such accountants selected by the Board.

ARTICLE 5 OFFICERS AND AGENTS

Section 5.1 Officers. The officers of the Coalition (the "*Officers*") shall consist of a President, a Vice President, a Treasurer, a Clerk and any other Officers that the Board may from time to time designate.

Section 5.2 Election and Term of Office. The Board shall present nominees for Officer positions at the first meeting of the Board following the annual meeting of the members, but the Board may elect the Officers at any meeting of the Board. Officers shall serve for a one (1)-year period and until their respective successors are elected and accept election. Any person may be reelected to successive terms as an Officer, without limitation.

Section 5.3 Resignation and Removal. Any Officer may resign at any time by giving written notice of such resignation to the Board. Such resignation shall be effective upon receipt of such notice, unless the notice specifies a later effective date acceptable to the Board. Any Officer may be removed from office, either with or without cause, by the affirmative vote of two-thirds ($\frac{2}{3}$) of the Directors present or serving at any meeting of the Board.

Section 5.4 Vacancies. A vacancy in any office shall be filled for the remainder of the term by the Board at any meeting of the Board. Any such successor shall hold such office for the remainder of the unexpired term.

Section 5.5 Duties of the Officers. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to, the powers and duties listed below, and including any powers or duties as may be vested in their respective offices by the Board or these Bylaws:

(a) President. The President shall be the chief executive Officer of the Coalition and, subject to the control of the Board, shall have general charge and supervision of the affairs of the Coalition, shall coordinate the activities of the other Officers and the various committees established by the Board, represent the Corporation in dealings with third parties, and, except as otherwise provided by the Articles of Organization, these Bylaws and the Massachusetts General Laws, the President shall see that all orders and resolutions of the Board are carried into effect. The President shall preside at all meetings of the Board or may designate another person to act as presiding Officer.

(b) Vice President. The Vice-President, in the absence of the President, or if the office of the President becomes vacant, shall assume all duties incident to the office of the President.

(c) Clerk. The Clerk shall record and maintain records of all proceedings of the Board and the membership in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts and at the principal office of the Coalition or at the office of its Clerk or of its resident agent and which book or books shall be open at all reasonable times to the inspection of any Director or member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of all records of the meetings of the Board and the members. If the Clerk is absent from any meeting of the Board, a temporary Clerk shall exercise the duties of the Clerk at that meeting. The Clerk shall record and maintain records of addresses for notices to the Directors and shall be responsible for the delivery of all notices of meetings and for such other correspondence as directed by the Board. The Clerk shall, unless and until the Coalition shall appoint, in the manner prescribed by law, a resident agent for service of process, be a resident of the Commonwealth of Massachusetts.

(d) Treasurer. The Treasurer shall, except as the Board may otherwise provide, have custody of all funds, securities and valuable documents of the Coalition. The Treasurer shall maintain proper books of accounts on all property of the Coalition, which books shall be open at all times to inspection by the Directors or other persons authorized by the Board. Whenever required to do so by the Board or the President, he or she shall submit to the Board a statement of accounts, consisting of a balance sheet and related statements of income and expenses and of changes in all funds for the fiscal year or other period then ended. The Treasurer, under the direction of the Board, shall have general charge of the Coalition's financial affairs, including supervising the signing of all checks, payment of accounts, collection of debts and deposit of all funds in the name of the Coalition.

ARTICLE 6 COMPENSATION

Officers and Directors may be reimbursed, subject to approval and ratification by the Board, for reasonable expenses incurred in connection with the affairs of the Coalition, including attendance at meetings, but shall not otherwise receive any compensation. The Board may determine the salaries or other compensation (if any) of each employee or agent of the Coalition.

ARTICLE 7 ADVISORY BOARD AND COMMITTEES

Section 7.1 Activation. The President or the Board may activate at any time any committee that the Board may establish and may appoint a chairperson and members of each such committee, provided, however, that the chairperson of each committee must be a member of the Board.

Section 7.2 Nominating Committee. The Board shall appoint a Nominating Committee on an annual basis to recommend persons for the Director positions to the Board. The recommendations of the Nominating Committee shall be presented at the annual meeting of the members.

Section 7.3 Terms and Eligibility. Except as provided by these Bylaws, the chairperson and members of each active committee shall serve for a one (1) year term on the committee to which they are appointed, unless removed or resigned and replaced prior to the end of such term at the discretion of the President or the Board, and may be re-appointed, without limitation, for successive terms.

Section 7.4 Minutes. A report of all material actions taken by each committee shall be made to the Board no later than the next meeting of the Board. Minutes of each committee shall be available to any Director for inspection.

Section 7.5 Quorum and Voting at Meetings. Except as otherwise provided by law, a majority of the members of any committee then in office shall constitute a quorum at all meetings of such committee. Members of any committee may be present at and participate in such meetings by telephone as provided in Article 4, Section 4.6 of these Bylaws. When a quorum is present at any committee meeting, the votes of a majority of the members present and voting shall be necessary and sufficient for the decision of any question brought before the meeting, except as otherwise provided by law or the Articles of Organization.

ARTICLE 8 SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS AND FRIENDS OF THE COALITION

The Board may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the Coalition or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Board 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.

ARTICLE 9 GENERAL

Section 9.1 Principal Office. The Coalition shall maintain its principal office in Boston, Massachusetts, unless otherwise determined by the Board.

Section 9.2 Corporate Seal. The corporate seal, if any, shall be in a form determined from time to time by the Board.

Section 9.3 Fiscal Year. The fiscal year of the Coalition shall end on the 31st day of March of each year, unless otherwise determined by the Board.

Section 9.4 Execution of Instruments; Receipt and Disbursement of Funds. Except as otherwise provided in these Bylaws or as the Board may generally or in particular cases authorize, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Coalition shall be signed by the President or Treasurer. Unless so authorized or so ratified by the Board after the fact, no Officer, Director, employee or agent of the Coalition shall have any power to bind the Coalition. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board. The Board may designate such other Officer or Officers who, in addition to or instead of the Treasurer, shall be authorized to receive and receipt for all moneys due and payable to the Coalition from any source whatever, to endorse for deposit checks, drafts, notes or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Coalition may be deposited in such bank or banks or with such other corporations, firms or individuals as the Board may from time to time designate in a manner consistent with the Board's fiduciary duties to the Coalition.

Section 9.5 Custodian and Other Agents. The Board shall have power in its discretion, from time to time, (a) to employ a bank or trust company or brokerage firm as custodian of any funds or securities of the Coalition and to delegate to such custodian such powers as it may deem appropriate,

including the power to make payments from and execute checks drawn on the funds of the Coalition; (b) to employ clerks, accountants, legal counsel, investment counsel and any special services and to delegate the power to make investment changes on a discretionary basis; and (c) to pay compensation for any expenses of all such services in addition to the expenses of the Directors. Each such custodian, employee or agent shall retain his or her authority at the pleasure of the Board.

Section 9.6 Voting of Securities. Except as the Board may otherwise designate or require, the President may appoint any person or persons, with or without power of substitution, to act as proxy or attorney in fact for the Coalition at any meeting of stockholders of any other corporation, the securities of which may be held by this Coalition.

ARTICLE 10 CONFLICT OF INTEREST

Except as otherwise provided by law or in the Articles of Organization, no contract or other transaction of the Coalition shall, in the absence of fraud, be affected or invalidated by the fact that any Director or Officer of the Coalition or any corporation, firm or association of which he or she may be a Director, Officer, stockholder, member, employee or agent may be a party to or may have an interest, pecuniary or otherwise, in such contract or other transaction, provided that such contract or other transaction is approved by a majority of the disinterested members of the Board.

ARTICLE 11 INDEMNIFICATION

Section 11.1 Indemnification for Directors and Officers. The Coalition shall, to the extent legally permissible, indemnify each person who serves or has served as a Director or Officer of the Coalition, and each person who is or was serving at the request of the Coalition as an Officer or Director of another organization (including any trust or other entity maintained pursuant to a retirement plan for employees of the Coalition), against all liabilities, costs and expenses (including, but not limited to, amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon him or her in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been such an Officer or Director, or by reason of any action taken or not taken in any such capacity; except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Coalition or, if applicable, of the other organization of which he or she is or was serving as an Officer or Director at the Coalition's request. Expenses, including, but not limited to, counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the Coalition in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment.

Section 11.2 Settlements. As to any matter disposed of by settlement by any such person covered by Section 11.1, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall

be approved as in the best interests of the Coalition, after notice that it involves such indemnification, (i) by vote of a disinterested majority of the whole Board then in office, or (ii) by vote of a majority of the whole Board then in office, but only if the Board shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the Coalition and that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Coalition. No such approval shall prevent the recovery from any such Officer or Director of any amounts paid to such person or on his or her behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in best interests of the Coalition.

Section 11.3 Employees and Agents. By the same procedures set forth in the preceding paragraphs, the Board may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described above to employees or agents of the Coalition who are not Officers or Directors or to persons serving at the Coalition's request as either employees or agents of another organization or in a capacity with respect to any employee benefit plan.

Section 11.4 Non-Waiver of Other Rights. The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Officer, Director, employee or agent may be entitled or which may lawfully be granted to such person.

Section 11.5 Insurance. By action of the Board, notwithstanding any interest of the Directors in such action, the Coalition may purchase and maintain insurance, in such amounts as the Board may from time to time deem appropriate, on behalf of any person who is or was an Officer, Director, employee or other agent of the Coalition or who is or was serving at the request of the Coalition as an Officer, Director, employee or other agent of another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Coalition would have the power to indemnify such person against such liability.

Section 11.6 Definitions. As used herein, the terms "Officer," "Director," "employee" and "agent" include their respective executors, administrators and other legal representatives; an "interested" person is one against whom the action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened; and a "disinterested" person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

ARTICLE 12 PERSONAL LIABILITY

The Directors and Officers of the Coalition shall not be personally liable for any debt, liability or obligation of the Coalition. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Coalition may look only to the funds and property of the Coalition 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 Coalition.

ARTICLE 13 AMENDMENTS

Section 13.1 Amendment of By-Laws by Directors. The Directors, by vote of a majority of Directors then in office, may make, amend, or repeal these By-Laws in whole or in part, except (a) with respect to Section 4.1 – Section 4.6 and this Article 13, (b) as otherwise prohibited by the Articles of Organization or by law.

Section 13.2 Amendment of By-Laws by Members. The By-Laws may be amended by the members by a vote of the majority of the members present at a meeting of the members duly called in accordance with Section 3.6 hereof.

**ARTICLE 14
NON-DISCRIMINATION**

The Coalition is committed to a policy of equal opportunity. The Coalition complies with all applicable laws and regulations regarding employment and ensures that there will be no unlawful discrimination on the basis of race, color, religion, gender, sexual orientation, national origin, age, disability, ancestry or any other legally prohibited basis in its selection of Officers, employees or agents, applicants for employment, grant recipients or students. The Board and all Officers and employees are required to implement this policy.

**ARTICLE 15
INTERPRETATION**

Any reference in these Bylaws to any gender or number shall not, unless the context otherwise requires, affect the construction hereof and the same shall be interchangeable with any other gender or number, as the case may be.

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Adopted on May 30, 2026