

Adopted March 11, 2015

**BY-LAWS
of
CENTRAL MASSACHUSETTS GROWN, INC.**

ARTICLE I – THE CORPORATION

1.1 Name and Purpose

The Corporation is named and organized for the purposes set forth in the Corporation’s Articles of Organization (“Articles”), as now in effect and as hereafter amended, and as may further be developed in statements of the Corporation’s vision and mission as may be adopted by the Board of Directors of the Corporation (the “Directors”) from time to time. The Corporation is organized exclusively as a non-profit corporation to pursue charitable and educational purposes in such a manner as to qualify the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law)(“Section 501(c)(3)”).

1.2 Location of Offices of Corporation

The principal office of the Corporation shall be located in the Commonwealth of Massachusetts at the place set forth in the Articles, as the same may from time to time be changed by vote of the Directors and made effective upon filing the requisite certificate with the Secretary of the Commonwealth.

1.3 Fiscal Year

The fiscal year of the Corporation shall be July 1 to June 30 of each year, unless determined otherwise by the Directors.

1.4 Corporate Seal

The Directors may adopt and alter the seal of the Corporation.

1.5 Pronouns

Where the context permits, each of (i) the masculine, feminine, and neuter genders shall be deemed to denote the other two genders, (ii) the singular to denote the plural, and (iii) the plural to denote the singular.

ARTICLE II – MEMBERS

The Corporation has no members who have any right to vote or title or interest in or to the Corporation. Any action or vote required or permitted by law to be taken by members of the Corporation shall be taken by action or vote of the same percentage of the Directors.

ARTICLE III – BOARD OF DIRECTORS

3.1 Number and Election

The incorporators, and thereafter the persons elected or appointed as Directors at any Annual or Special Meeting of the Directors, shall fix the number of Directors and elect persons sufficient in number and capacity to fill the designated directorship positions.

3.2 Tenure

Except when elected to fill a vacancy or as otherwise provided in these by-laws, the terms of the Directors shall be three (3) years, and such terms shall be staggered so that the terms of approximately one-third of the Directors expires each year; provided that, in order to establish and maintain such staggering of terms, the term of one-third of the initial Directors shall be three (3) years and the terms of the other two-thirds of the Directors first elected or appointed shall be one (1) year and two (2) years, respectively. Each Director shall hold office from the date of his appointment until the next Annual Meeting of the Directors nearest in time to the completion of the term or until his successor is otherwise duly elected and qualified, unless he earlier resigns or the office occupied becomes vacant by reason of death, removal or other cause.

3.3 Powers

The affairs of the Corporation shall be managed by the Directors who shall have and may exercise all powers of the Corporation, unless otherwise provided by law. The Directors shall choose and appoint all the agents and officers of the Corporation and fill all vacancies and shall determine the compensation, if any, of such agents and officers. The Directors shall be reimbursed for all expenses reasonably incurred by them in the performance of their duties. The Directors may, from time to time, to the extent permitted by law, delegate any of their powers to committees, officers, boards of advisors, attorneys or agents of the Corporation, subject to such limitations as may be imposed by the Board, the Articles or these by-laws.

ARTICLE IV – MEETINGS OF DIRECTORS

4.1 Regular, Annual, and Special Meetings

Regular meetings of the Directors shall be held at such intervals and at such times and places as the Directors may determine. An annual meeting of the Directors shall be held within four months before the end of the fiscal year of the Corporation on such date and at such hour and place as the Directors or an officer designated by the Directors shall determine. In the event that no date for the annual meeting is established or such meeting has not been held on the date so determined, a special meeting in lieu of the annual meeting may be held with all of the force and effect of an annual meeting. Special meetings of the Directors may be held at any time and at any place when called by the President of the Board of Directors, if any, or a majority of the Directors.

4.2 Notice of Meetings

(a) Notice of a meeting, regular, annual or special, shall be given to each Director at least two business days in advance of the date of the meeting by the Clerk of the Corporation. The notice shall state the date, hour and place of the meeting. Notice of the annual meeting shall be in writing, which shall include by electronic mail or facsimile. Notice of any other meeting may be in person, or by telephone, facsimile, electronic mail or mail. Except for meetings at which proposed amendments to the Articles of Organization or these by-laws are to be considered, it shall not be necessary to specify on the notice the character of business to be transacted, and the Board may transact any business which may come before it.

(b) Notice of a meeting need not be given to any director if a written waiver of notice is executed by him 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 to him.

4.3 Quorum

A majority of the Directors then in office shall constitute a quorum; a smaller number may adjourn finally or from time to time without further notice until a quorum is secured. If a quorum is present, a majority of the Directors present may take any action on behalf of the Corporation except to the extent that a larger number is required by law, the Articles, or these by-laws. Each Director shall have one vote, and there shall be no voting by proxy. On the occasion when Directors are unable to make a decision based on a tied number of votes, the President or the Treasurer in the order of presence shall have the power to swing the vote based on her discretion.

4.4 Action by Written Consent

Any action required or permitted to be taken at any meeting of the Directors or of any committee designated thereby may be taken without a meeting if all Directors or committee members, as the case may be, consent to the action in writing, which shall include by electronic mail and facsimile, and such written consents are filed with the records of the meetings of Directors or of the committee. Such consents shall be treated for all purposes as a vote at a meeting.

4.5 Presence through Communications Equipment

Unless otherwise provided by law or the Articles, Directors of the Corporation or the members of any committee designated thereby may participate in a meeting by means of a conference telephone call or similar communications equipment that shall permit all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE IV – COMMITTEES

The Board of Directors may appoint such committees, consisting of one or more members of the Board of Directors, as are deemed desirable, to which may be delegated from time to time until further order of the Board of Directors any of the powers of the board in connection with the management of the affairs of the Corporation to the extent permitted under Massachusetts law, except that the Board may not delegate the powers specified in Section 55 of Chapter 156B of the Massachusetts General Laws including, without limitation, the power to:

- (a) change the location of the principal office of the Corporation;
- (b) adopt, amend or repeal these by-laws;
- (c) authorize the disposition of all or substantially all of the assets of the Corporation;
- (d) authorize a merger of the Corporation; or
- (e) authorize the dissolution of the Corporation.

ARTICLE V – OFFICERS

5.1 Officers

The officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Clerk and such other officers as the Directors shall appoint. The President, Vice-President, Treasurer, Clerk, and any other corporate officer shall each hold office until the next Annual Meeting of the Directors or until his successor is otherwise duly elected and qualified, unless a shorter period shall have been specified by the terms of his election or appointment or he earlier resigns or the office occupied becomes vacant by reason of death, removal, or other cause. Notwithstanding anything to the contrary herein stated, each and every officer and agent of the Corporation shall retain his authority at the pleasure of the Directors. All officers must be Directors, and any two or more offices may be held by the same person.

5.2 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 preside at all meetings of the Board of Directors. All checks drawn on bank accounts of the Corporation may be signed on its behalf by the President or such other persons as may be authorized from time to time by the Board of Directors. The President shall also have such other powers and duties as customarily belong to the office of the chief executive or as may be designated from time to time by the Board of Directors. The President shall be responsible for the administration of the Corporation in all its activities subject to such policies as may be adopted and such orders as may be issued by the Board of Directors, or by any committees of the Board to which the authority for such action has been specifically delegated.

5.3 Vice-President

The Vice-President shall have such duties as the Directors may prescribe. The Vice-President may exercise all powers and duties of the President in the absence of the President or in the inability of the President to act.

5.4 Treasurer

The Treasurer shall have such powers and duties as customarily belong to the office of Treasurer or as may be designated from time to time by the Board of Directors or the President. The Treasurer shall have the power to endorse for deposit or collection all notes, checks, drafts and similar documents that are payable to the Corporation or its order, provided that the Treasurer shall not deposit any funds of the Corporation in any banking institution unless such institution has been designated as a depository by the President. All checks drawn on bank accounts of the Corporation may be signed on its behalf by the Treasurer or such other persons as may be authorized from time to time by the Board of Directors.

5.5 Clerk

The Clerk shall record all proceedings of the Directors in a book or books to be kept therefor and shall have custody of the seal of the Corporation. If the Clerk is absent from any meeting of the Board of Directors, a temporary Clerk shall be chosen at the meeting who shall keep a true record of the proceedings thereof.

5.6 Other Officers

The Board of Directors in its discretion may appoint one or more additional officers or agents of the Corporation who shall have such powers as may be designated from time to time by the Board of Directors.

ARTICLE VI – REMOVALS, RESIGNATIONS, AND VACANCIES

6.1 Suspension or Removal

Any Director or officer may be suspended or removed with cause by a majority vote of those Directors who are present at any regular or special meeting called for such purpose or at any Annual Meeting, at which a quorum is present, provided that notice of such proposed action has been given to the affected Director and that such Director has been given an opportunity to be heard. Any Director or officer may be suspended or removed without cause by a two-thirds vote of the Directors then in office at any regular or special meeting called for such purpose or at any Annual Meeting.

6.2 Resignations

Any Director or officer may resign by filing with the Clerk or with the Board of Directors a written resignation which shall take effect on being so filed or at such other time as may be specified therein.

6.3 Vacancies

Any vacancy on the Board of Director or among the officers may be filled by the

Directors at any meeting,

ARTICLE VII – DUTIES, INDEMNIFICATION, AND EXCULPATION

7.1 Duties of Directors and Officers

Every Director and officer of the Corporation shall exercise and discharge the powers and duties of his or her office in good faith with that degree of diligence care and skill that a prudent person in any like position would ordinarily apply in similar circumstances.

7.2 Indemnification of Directors and Officers

The Corporation shall indemnify, as set forth below and to the extent legally permissible under Massachusetts General Laws, Chapter 180, Section 6, as the same may from time to time be amended or supplemented, and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may from time to time be amended or supplemented, is not affected thereby, any person who is, was, or is threatened to be made a party to any pending, completed or threatened claim, action, suit or proceeding of whatever nature by reason of: (i) such person's present or past position as a Director or officer of the Corporation; or (ii) any action alleged to have been taken or omitted by such person as such a Director or officer. Such person shall be indemnified against all costs, expenses (including attorney's fees), judgments, fines and amounts paid in settlement, to the extent reasonable, in connection with or arising out of any such claim, action, suit or proceedings; provided, however, that no indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith and with the reasonable belief that the action taken was in the best interest of the Corporation; and further provided, that indemnification for amounts paid in settlement of any claim, action, suit or proceeding shall be made only if the settlement amount has been approved by the majority vote of the Board of Directors of the Corporation.

Any such person who has acted in reliance upon the advice of counsel shall be deemed to have acted in good faith and with the reasonable belief that the actions taken were in the best interests of the Corporation.

The right of indemnification herein provided Directors and officers of the Corporation shall inure to the benefit of their heirs, executors, administrators, assigns and successors.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith or with the reasonable belief that the actions taken were in the best interests of the Corporation.

The right of indemnification herein provided may include payment by the Corporation of costs and expenses, in advance of final disposition, incurred in defending a civil or criminal action or proceeding; provided, however, that the person indemnified first agrees in writing to repay any advance payment in the event such person is subsequently adjudicated not to be

entitled to indemnification under Section 6 of Chapter 180 of the Massachusetts General Laws, as the same may from time to time be amended or supplemented, any other provision of law or the Articles of Organization or by-laws of the Corporation.

The rights of indemnification herein provided shall not limit any other right or indemnification existing independently to which the person indemnified may be entitled. These indemnification provisions shall be deemed to be a contract between the Corporation and each person who may, at any time while these provisions are in effect, be so indemnified. Consequently, any amendment of these provisions shall not affect any rights or obligations then existing with respect to any statement of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened which is based, wholly or in part, upon any such statement of facts.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who by reason of their position as a present or past Director or officer of the Corporation is prima facie entitled to be indemnified under these indemnification provisions, even though such person is subsequently adjudicated not to be entitled to indemnification under Section 6 of Chapter 180 of the Massachusetts General Laws, as the same may from time to time be amended or supplemented, any other provision of law, or the Articles of Organization or by-laws of the Corporation.

For the purposes of these indemnification provisions, references to “the Corporation” include all constituent corporations involved in a consolidation or merger, so that any person who is or was a director or officer of such a constituent corporation shall stand in the same position under these indemnification provisions with respect to the resulting or surviving corporation as such person would if consolidation or merger had not occurred.

7.3 Employees and Agents

Employees and other agents of the Corporation may be indemnified by the Corporation to the extent authorized by the Board of Directors.

7.4 Exculpation

A Director or officer of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a Director or officer notwithstanding any provision of law imposing such liability, except to the extent that such elimination or limitation of liability is not permitted under Section 3 of Chapter 180 of the Massachusetts General Laws, as the same may from time to time be amended or supplemented and as is in affect when any such breach occurred. No amendment or repeal of this provision shall deprive a Director or officer of the benefits of this exculpation provision with respect to any act or omission occurring prior to such amendment or repeal.

ARTICLE VIII – INTERCOMPANY AND INTERLOCKING TRANSACTIONS

No contract or transaction between the Corporation and one or more of its Directors or

officers, or between the Corporation and any other organization of which one or more of its Directors or officers are directors, trustees, members or officers, or in which any of them has any financial or other interests, shall be void, voidable or in any way affected solely because: (1) such an intercompany or interlocking relationship exists; (ii) the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies the contract or transaction; or (iii) such person's or persons' votes are counted in the authorization, approval or ratification vote, so long as:

- (a) The material facts as to the intercompany or interlocking relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee thereof which authorizes, approves or ratifies the contract or transaction; and, the Board of Directors or such committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even if the disinterested Directors comprise less than a quorum; or
- (b) The contract or transaction is fair as to the Corporation as of the time authorized, approved or ratified by the Board of Directors or a committee thereof. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies the contract or transaction.

No Director or officer of the Corporation shall be liable or accountable to the Corporation, any of its creditors or any other person either for any loss to the Corporation or any other person, or, for any gains or profits realized by such Director or officer, by reason of any contract or transaction as to which clauses (a) or (b) above apply.

The Directors may, from time to time, adopt and review a conflict of interest policy to protect the Corporation's interest when they are considering any transaction that may benefit any Director, officer, employee, affiliate, or member if a committee with board-delegated powers.

ARTICLE IX – AMENDMENT

These by-laws may be altered, amended or repealed, in whole or in part (a) by an affirmative vote of the directors then in office at any meeting of directors, *provided that* notice of the meeting at which such vote is to be taken shall contain a general description of the proposed amendment or each director waives such notice or attends such meeting, or (b) by the directors acting by unanimous written consent; *provided, however*, such power to make, amend or repeal the by-laws of this Corporation shall not be exercised in a manner inconsistent with Chapter 180 or with the exemption from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE X – DISSOLUTION

The Corporation may be dissolved by a vote of the Member of the Corporation in the manner provided by Massachusetts General Laws, Chapter 180, and subject to the provisions of the Articles of Organization of the Corporation.