

**BYLAWS OF THE  
LAMPSON BROOK FARM BOARD OF DIRECTORS  
AND EXECUTIVE COMMITTEE**

*Adopted February 15, 2022*

**ARTICLE I ORGANIZATION AND OFFICERS OF THE BOARD**

**RESPONSIBILITIES AND PURPOSE**

**SECTION 1 - Composition and Functions**

The Lampson Brook Farm Board of Directors (“LBF” or the “Board”), was created by the General Court of the Commonwealth of Massachusetts in Chapter 355 of the Acts of 2020 (the “LBF Legislation” or “the Act”), an Act signed January 13, 2021 providing for the permanent protection and stewardship of the historic Lampson Brook Farm in Belchertown. It is created as a body politic and corporate to be known as the Lampson Brook Farm Board of Directors which shall be a public instrumentality of the commonwealth. The exercise by the board of the powers conferred by the LBF Legislation shall be deemed to be the performance of an essential governmental function. The composition, duties, functions, powers and responsibilities of the LBF Board shall be as provided by the Ch 355, Acts of 2020, applicable state law, and these Bylaws.

**Purpose and Responsibilities of the Board:**

As provided for in Ch. 355, the Board is charged with the responsibilities connected with the transfer of the Lampson Brook Farm (“LBF”) from care and control of the Commonwealth to other entities as described in the Act, in keeping with the many public values that make the Lampson Brook Farm a unique natural and cultural resource, and the responsibility for care, control and oversight of the property and its uses, in perpetuity. These responsibilities include to:

1. Oversee the completion of the management plan within 1 year after the effective date of the act and incorporation of the plan into these bylaws after approval and acceptance by the Board and the Commonwealth. After the parcels have been conveyed to new owners, the Board may approve future amendments or updates to the plan and incorporate these into the bylaws. Work with future owners to implement the management plan.
2. Ensure completion of a survey plan that shall delineate the 5 parcels that comprise the Lampson Brook Farm. The survey plan shall be recorded in the Hampshire District Registry of Deeds within 1 year after the effective date of the act.
3. Use the management plan and its stewardship standards as a guide by the Board to:
  - a. include appropriate language in the conservation and historic preservation restriction documents to be recorded over the Community Farm, Forest and Jepson Farmstead parcels and, if appropriate, in deed language for the Enterprise Zone parcel;
  - b. include appropriate language in any agreements between the Board and the new owners of the five parcels;
  - c. oversee the distribution of funds from the Lampson Brook Farm Fund.

4. Use of the management plan as a guide to support the farm manager via the Lampson Brook Farm Fund to provide for public outreach and education and demonstration projects regarding the unique cultural and natural resource values that make the Lampson Brook Farm as an important resource.
5. Use of the management plan as a guide to support and increase sustainable natural resource based economic development and employment, support comprehensive education and visitor information programs to increase public understanding of and appreciation for the ecological, recreational and economic benefits of forests and farmland through the transfer of the LBF parcels and under the management plan;
6. Establish and administer a Lampson Brook Farm Fund which shall be administered by the board consistent with the management plan
7. The Board will support the coordination of management on the LBF parcels to support the management plan principles and stewardship guidelines by:
  - a. drafting and implementing agreements between the Board and the LBF parcel owners including supporting the role of the farm manager as provided for in the Act ;
  - b. distributing the proceeds of the Fund to support the management plan and the coordination of management and programs among the parcels.
8. The Board shall create agreements and/or contracts with the “owner” of each sector to provide for the effective and continued implementation of the Management Plan and for the modification of such agreements, with the agreement of all parties.
9. Based on the Stewardship Standards and the requirements of the Management Plan the Board may initiate a request for actions by any HPR, CR C,C&R holder or any appropriate governmental agency with or without the participation or agreement of the Farm Management, to investigate and or remedy actions it considers to be not in compliance with the Standards or Plan on any of the parcels by the owner of that parcel or by any sub-parcel lessee or renter or user, in order to bring uses of that parcel into compliance with the Standards and Plan.

## **SECTION 2 - LBF Board Members**

The LBF Board consists of members specified in the Act or appointed subsequently. As the Act states. The Board members shall include:

- a) the commissioner of conservation and recreation or a designee,
- b) the commissioner of agricultural resources or a designee,
- c) 3 persons to be appointed by the select board of the town of Belchertown, of whom 1 shall be a member of the agriculture commission of the town, 1 shall be a member of the conservation commission of the town and 1 shall be a representative of the Belchertown Economic Development Industrial Corporation, and
- d) a representative of a nonprofit organization or private business holding an ownership interest in the Lampson Brook Farm who shall be appointed by the members of the board.
- e) The secretary of energy of environmental affairs or the secretary’s designee shall serve as an ex-officio member of the board for 5 years after the effective date of this act or until the repeal of chapter 664 of the acts of 1986, whichever first occurs.

## **TERM OF OFFICE AND RE-APPOINTMENT**

LBF Board members, selected as provided for in the LBFB Legislation, shall serve for a term of three years after which, LBF Board members may be reappointed for subsequent three-year terms, by his or her respective appointing authority. There are no term limits. Whenever feasible, terms of the LBF Board Members should be staggered.

LBF Board members must participate in at least 50% of the meetings per year. The LBFB Board or Executive Committee may request a replacement from the member's appointing authority if the LBF Board member is unable to meet this minimum attendance requirement. The LBFB Board may, by a 2/3 majority vote, allow additional members to the LBF Board in accordance with the requirements of the LBF Legislation. A copy of the LBF Legislation can be found in Appendix B.

### **SECTION 3 – Conduct of LBFB Board Members**

All LBF Board Members are considered Special State Employees for the purposes of M.G.L. Chapter 268A and must follow State Ethics Laws including the training requirements. Each LBF Board member shall exercise good faith and reasonable care with respect to all actions taken on behalf of the LBFB. LBF Board Members should consider recusing themselves from participation, including discussion or voting, on any matter before the LBF Board if there is a conflict of interest or the appearance of a conflict of interest.

LBF Board members are responsible for keeping their municipality, state agency, regional organization, or Non-Profit Board of Directors apprised of LBFB actions and activities in a timely fashion.

### **SECTION 4 - LBF Board Summary of Duties**

The LBF Board shall have the following duties:

- a) Approve by 2/3 majority vote Bylaws or amendments to the by-laws covering operating practices of the LBF Board and any sub-committees established by the Board;
- b) Elect officers of the LBF Board;
- c) Initiate the development, review, and approval of the Management Plan;
- d) Oversee the implementation of the Management Plan;
- e) Coordinate with the farm manager and parcel owners as outline in section 1 above.
- f) Approve members of Sub-Committees of the LBF Board;
- g) Establish and administer the Lampson Brook Farm Fund, in coordination with the farm manager and the Commonwealth, which shall be administered by the board consistent with the management plan;
- h) Review and approve the annual budget, in coordination with the farm manager, that identifies the sources and uses of the funds to implement the Management Plan;
- i) Designate a farm manager for the LBF who will be the owner of the Community Farm as specified in the Act;
- j) Administer The Lampson Brook Farm Fund established in the Act; and
- k) Conduct other duties and obligations as called for in the LBF Legislation.

## **SECTION 5 - Officers of the LBF Board**

The officers of the LBF Board shall consist of a Chair, Vice Chair, Treasurer and Clerk who shall be members of the LBF Board and who shall be elected by a majority vote of the LBF Board. The term of the officers shall be three years and there is no term limit.

Upon the resignation or replacement of any LBF Board member currently serving as an officer, the vacancy shall be filled in the same manner as the initial election was made, provided however, that members shall be notified of such vote in writing by mail or e-mail at least seven (7) business days before the meeting whenever possible. Officers elected in this manner shall serve for the remainder of the term for which the predecessor was elected.

The officers shall serve until their successors have been elected.

## **SECTION 6 - Chair's Duties**

The Chair of the LBF Board shall have the following duties:

- a) Preside at all meetings of the LBF Board;
- b) Call regular and special meetings of the LBF Board;
- c) Oversee the nomination and appointment process for Standing Committee Members; and
- d) Oversee the nomination and appointment process for Sub-Committee members.
- f) Represent the Board whenever appropriate.

## **SECTION 7 - Vice Chair's Duties**

The Vice Chair of the LBF Board shall perform the duties of the Chair at his/her request or in the case of absence or illness.

## **SECTION 8 – Treasurer’s Duties**

The Treasurer shall have the following duties:

- a) Report to the LBF Board on the finances of the LBF Fund;
- b) Hold responsibility for implementing the direction of the LBF Board for the receipt and disbursement of funds to and from the LBF Fund in accordance with the Management Plan
- c) Review and present the Annual Budget to the LBF Board;
- d) Oversee the Annual Audit of the LBF Fund in coordination with the LBF Board; and

## **SECTION 9 - Clerk’s Duties**

The Clerk shall have the following duties:

- a) Ensure that all meeting notices and agendas of the LBF Board are duly posted in accordance with Open Meeting Law at the Secretary of State, Town of Belchertown the LBF Board web page;
- b) Ensure the preparation, distribution and posting of the minutes of all meetings of the LBF Board as outline in a above;
- c) Maintain a current LBF Board membership list;
- d) Oversee the new appointments and reappointments process.

## **SECTION 10 - Compensation and Insurance**

The Board may by two thirds vote of its members authorize reimbursement for board members who are not compensated by their organizations for serving on the board. If a LBF Board Member or an organization in which the member is an officer, director, trustee, partner, or employee will or intends to receive compensation for services rendered to the LBF, they should consult with the State Ethics Commission to ensure compliance with State Ethics Law.

The LBF Board members, officers, employees and other agents of the LBF Board shall not be personally liable for any debt, liability or obligation of the LBF Board.

The LBF Board shall have the power to purchase and maintain insurance on behalf of LBF Board members.

The Treasurer of the LBF Board may be bonded, at the request of the LBF Board and at the expense of the LBF Board, with a fidelity bond in such amounts and upon such conditions as may be required by the LBF Board.

## **ARTICLE II MEETINGS OF THE LAMPSON BROOK FARM BOARD**

### **SECTION 1 - Regular Meetings**

Regular meetings, which includes the Annual Meeting, of the LBF Board shall be held a minimum of four times each calendar year at times determined by the Chair, or Vice Chair in the Chair's absence. At the Annual Meeting, held between January 1<sup>st</sup> and March 31<sup>st</sup> of each year, the Board shall approve the annual budget and work plan, and annual report for the previous year, if produced, to be posted on the LBF Board web page.

In the absence of the Chair and the Vice Chair of the LBF Board at any meeting, a majority of those members present and voting may appoint a Chair pro tempore for the conduct of that meeting.

### **SECTION 2 – Additional Meetings**

Additional meetings of the LBF Board may be held at any time and place when called: (a) by the Chair, or (b) by petition of a majority of LBF Board members given in writing by mail or e-mail to the Chair specifying the time, place and purpose of the meeting at least seven (7) calendar days before such meeting.

### **SECTION 3 - Notice of Meetings**

Where possible, written notice of each regular and special meeting the LBF Board shall be given to each LBF Board member by mail or e-mail at least seven (7) calendar days before the meeting. Said notice shall state the time and place of the meeting and include an agenda listing subjects to be considered. In addition, other materials may be provided to LBF Board Members such as: (a) motions to be considered; (b) a report from the farm manager detailing any actions taken of interest to the Board since the last meeting; and (c) the draft minutes of the previous meeting of the LBF Board.

All LBF Board meetings shall be properly posted in accordance with the Open Meeting Law of the Commonwealth.

#### **SECTION 4 – Agenda Items**

Written agenda items submitted to the Chair of the Board by LBF Board Members within fourteen (14) days of a regular meeting may be considered at the next LBF Board meeting. Unless otherwise specified in the Bylaws, all motions carry if supported by a simple majority of a quorum of LBF Board members present and voting.

#### **SECTION 5 - Voting**

Members of the LBF Board shall be entitled to vote when present at a meeting or by teleconference voting at LBF Board meetings if a member is present on the teleconference. There shall be no use of proxies. Unless otherwise specified in the LBF Act, a majority vote of those present at the time the vote is taken is required for a decision except as otherwise provided for herein.

The secretary of energy of environmental affairs or the secretary's designee serving as an ex-officio member of the board shall vote on matters where a vote of the Board resulted in a tie. If a board vote results in a tie when the secretary is not serving as an ex-officio member and the board determines after reconsideration that the matter is deadlocked, the matter shall be referred to the executive committee of the Pioneer Valley Planning Commission which shall cast the deciding vote. In making its determination, the executive committee of the Pioneer Valley Planning Commission, in its sole discretion, shall be entitled to either: (i) rely solely on the existing record with respect to the matter; or (ii) receive additional information reasonably necessary to casting its deciding vote; provided, however, that notwithstanding any rules or requirements of the LBF Board to the contrary, the executive committee shall not be required to attend any in-person deliberations or meetings. The executive committee shall have no legal liability and shall be held harmless as a result of casting the deciding vote under this subsection.

#### **SECTION 6 - Quorum**

A majority of the LBF Board shall constitute a quorum. A majority of those present at the time of a motion to adjourn may vote to adjourn any meeting of the LBF Board.

#### **SECTION 7 - Open Meeting Law**

The LBF Board, the LBF Executive Committee, and any Special or Standing Committees shall comply with M.G.L. Chapter 30A, Sections 18 to 25 ("Open Meeting Law").

### **ARTICLE III COMMITTEES OF THE LBF BOARD**

#### **SECTION 1 – Standing and Special Committees**

The LBF Board may appoint Standing and Special Committees of the LBF Board to conduct work for the LBF. The LBF Board Chair shall appoint the Chair of each Standing Committee and Special Committee.

Standing Committees may be established to address the following or other areas: Finance and Budgeting; Forest Land Conservation; Natural Resource Based Economic Development; Education, and Outreach & Research. Special Committees may be established to address Bylaw Changes, Nominations for Officer Elections; Policy/Program Development; and other areas identified by the LBF Board to support the goals of the LBFB. Standing and Special Committees shall report back to the LBF Board on a semi-annual basis at a minimum, or as required at the time of their establishment or assignments.

The LBF Board may vote to establish a Special Committee as a Standing Committee if the LBF Board determines that there is an ongoing function for that committee.

## **SECTION 2 - Meetings of the Standing and Special Committees**

Meetings of Standing or Special Committees may be held at any time when called by the Committee Chair. A written notice of the time, place and purposes of the meeting shall be given by the Committee Chair to the LBFB Board Clerk at least 7 calendar days prior to the meeting, where feasible. All Standing or Special Committee meetings shall be properly posted in accordance with the Open Meeting Law and transmitted to the members of the Standing or Special Committee and the LBFB Board by mail, electronic or otherwise.

## **SECTION 3 - Duties of the Standing and Special Committees**

Each Standing and Special Committee is responsible for providing a statement of work items and proposed timelines, and meeting minutes to the LBFB Executive Committee and LBFB Board. Standing and Special Committees should also furnish to the LBFB Board an annual report detailing activities and accomplishments of that committee.

# **ARTICLE IV FINANCE & BUDGETING**

## **SECTION 1 - Finance Laws**

The LBFB must follow all applicable State Finance laws. The Fiscal Year of the LBF Board shall be from July 1<sup>st</sup> through June 30<sup>th</sup>.

## **SECTION 2 - Qualified Fund Manager**

A qualified Fund Manager may be selected by the LBF Board to manage the LBFB Fund. The Fund Manager shall prepare an annual report to the LBFB Board on the LBFB Fund. The Fund Manager shall follow the investment guidelines established by the LBFB Legislation. A sufficient amount of funding shall be invested and maintained in the Trust Fund as recommended by the LBFB Treasurer and Fund Manager and approved by the LBFB.

## **SECTION 3 - Annual Budget and Audit**

The Finance and Budgeting Committee or Treasurer shall prepare an annual budget for approval by the LBF Board at the Annual Meeting if funding or other revenues are received by the LBF Board.

There shall be an independent audit prepared annually for the LBFB Fund in accordance with the requirements of the Commonwealth of Massachusetts Finance Laws and other funding sources of the LBFB. The annual independent audit shall not be undertaken if no funding is received or held by the Board.

## **ARTICLE V     RECORDKEEPING AND DISSOLUTION**

### **SECTION 1 - Books and Records**

The books, records and papers of the LBF Board shall be located at the business offices of the LBF Board, where deemed to be a public record, shall be available in compliance with public records laws of the Commonwealth.

### **SECTION 2 - Dissolution of the LBF Board**

The LBF Board may, by 2/3 vote of the LBF Board members, recommend to the State legislature that the LBF Board be dissolved if funding is insufficient to support the purposes and programs of the LBF Board or for other valid reasons. If and when the LBF Board ceases to exist under the laws of Massachusetts, all its cash and property shall be dispersed in accordance with State and Federal law.

## **ARTICLE VI     BYLAW AMENDMENTS**

These Bylaws may be amended at any regular or special meetings of the LBF Board. Any proposed amendments to the Bylaws shall be circulated to all LBF Board members at least fourteen (14) calendar days in advance of the meeting. Amendments must be passed with a 2/3 vote of the Board.



**APPENDIX A**

**CHAPTER 355 OF THE ACTS OF 2020**

**See law at this link:**

**<https://malegislature.gov/Laws/SessionLaws/Acts/2020/Chapter355>**

## **APPENDIX B**

### The LBF Management Plan

To be added when plan is approved by the Board of Directors...

## APPENDIX C

### State Ethics Law

All state, county and municipal employees must comply with the Conflict of Interest Law, *M.G.L. c.268A*. The law places some restrictions on what public employees may do on the job, after hours, and after leaving public service. You may call the Commission at (617) 371-9500 to request confidential advice from the Attorney of the Day.

Additionally, the Commission has prepared a Conflict of Interest Law Summary for State Employees. The Summary may be found here: <https://www.mass.gov/service-details/summary-of-the-conflict-of-interest-law-for-state-employees>.

Every 2 years, all state, county and municipal employees must complete an online training program. Newly elected or appointed public employees must complete this training within 30 days of beginning public service, and every 2 years thereafter. **There is a unique online training program for state and municipal employees** (i.e., different online tests). The training program for state employees may be found here: <https://www.mass.gov/how-to/complete-the-online-training-program-for-state-and-county-employees>.

In addition, every year all state, county and municipal employees must be provided with the summary of the conflict of interest law. Newly appointed public employees should be provided with the summary within 30 days of appointment, and on an annual basis thereafter. All public employees are required to sign a written acknowledgment that they have been provided with the summary.