

**BYLAWS OF THE
MOHAWK TRAIL WOODLANDS
PARTNERSHIP***
BOARD AND EXECUTIVE COMMITTEE
Adopted January 28, 2020; Amended 24 November 2020,
and 7 June 2022

ARTICLE I ORGANIZATION AND OFFICERS OF THE PARTNERSHIP

SECTION 1 - Composition and Functions

The Mohawk Trail Woodlands Partnership (“MTWP” or the “Partnership”), as created by Sections 89, 90 and 91 of Chapter 209 of the Acts of 2018, and as amended by Chapter 279 of the Acts of 2018 (the “MTWP Legislation”), is a cooperative association of municipalities, State and Federal agencies, and regional organizations working collaboratively to:

1. support and expand sustainable forest management to enhance public benefits including, but not limited to, outdoor recreation opportunities, air and water quality, watershed management, soil conservation, biological diversity, carbon sequestration and storage, fish and wildlife habitat, forest products and forestry-related jobs and to increase the resiliency of forests to threats such as fire, ice, wind, insects, disease and invasive pests and plants;
2. increase forest land conservation through conservation restrictions that encourage and support sustainable forest management practices and intact forest ecosystems;
3. support and increase sustainable natural resource based economic development and employment;
4. support and provide comprehensive education and visitor information programs to increase public understanding of and appreciation for the ecological, recreational and economic benefits of forests;
5. support and promote the long-term social and fiscal sustainability of the participating communities in the area; and
6. create a long-term partnership between towns and cities, regional and other organizations with a presence in the region, educational institutions, the Executive Office of Energy and Environmental Affairs and the United States Forest Service.

The Mohawk Trail Woodlands Partnership Board (“MTWP Board”) is empowered to coordinate the activities of the Partnership and to facilitate the implementation of the programs and activities identified in an integrated Partnership Plan.

An Executive Committee, comprised of representatives of the MTWP Board, is further established to provide direction to the administrative agent of the MTWP and the MTWP Board.

The composition, duties, functions, powers and responsibilities of the MTWP Board and the MTWP Executive Committee shall be as provided by the MTWP Legislation, applicable state law, and these Bylaws.

*On 11 October 2022 the Board officially voted to change the name of the Partnership to the Woodlands Partnership of Northwest Massachusetts

SECTION 2 - MTWP Board Members

The MTWP Board consists of members from municipalities in the region that have voted affirmatively to participate in the MTWP, as well as federal and state agencies, and private sector organizations specifically identified in the MTWP Legislation. A list of municipalities that have voted affirmatively to participate, other municipalities eligible to join the MTWP, and the federal, and state agencies and regional organizations authorized to participate can be found in Appendix A, which shall be periodically updated for any new members.

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

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

The MTWP Eligibility Area and Activities Area (see Appendix B – MTWP Legislation for definition) may be expanded 5 years after the effective date of the MTWP Legislation by a 2/3 majority vote of the entire MTWP Board, provided that a majority of municipalities that have membership on the MTWP Board vote affirmatively for the expansion. Prior to any proposed expansion, the MTWP Board must establish expansion criteria. Expansion criteria may include, but not be limited to, geographic proximity, forestry and natural resources, and the financial capacity of the Partnership.

Should any of the municipalities, federal or state agencies, or regional organizations cease to exist, the MTWP Board may, by majority vote, name a like entity to represent the interests of the original member. The MTWP Board may, by 2/3's vote, allow additional members to the MTWP Board provided that the number of members from organizations is not greater than the number of participating municipalities.

SECTION 3 – Conduct of MTWP Board Members

All MTWP 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 MTWP Board member shall exercise good faith and reasonable care with respect to all actions taken on behalf of the MTWP. MTWP Board Members should consider recusing themselves from participation, including discussion or voting, on any matter before the MTWP Board if there is a conflict of interest or the appearance of a conflict of interest.

MTWP Board members are responsible for keeping their respective municipality, state or federal agency, or regional organization apprised of MTWP actions and activities in a timely fashion.

SECTION 4 - MTWP Board Summary of Duties

The MTWP Board shall have the following duties:

- a) Approve by 2/3 majority vote Bylaws covering operating practices of the MTWP Board and the MTWP Executive Committee;
- b) Elect officers of the MTWP Board;
- c) Establish the MTWP Executive Committee;
- d) Initiate the development, review, and approve the Partnership Plan
- e) Oversee the implementation of the Partnership Plan;
- f) Approve projects and programs of the MTWP based on the recommendations of the MTWP Executive Committee;
- g) Approve members of Standing and Special Committees of the MTWP Board;
- h) Review and approve the annual budget that identifies the sources and uses of the funds to implement the Partnership Plan;
- i) Designate a legally established non-profit entity to serve as the administrative agent of the MTWP;
- j) Administer the Mohawk Trail Woodlands Partnership Fund established in MTWP Law (Section 89);
- k) Designate a legally established entity to serve as the fund manager for the MTWP Investment Trust fund (MTWP Law (Section 91(h)(3)(i))); and
- l) Conduct other duties and obligations as called for in the MTWP Legislation

SECTION 5 - Officers of the MTWP Board

The officers of the MTWP Board shall consist of a Chair, Vice Chair, Treasurer and Clerk who shall be members of the MTWP Board, who shall be elected by a majority vote of the MTWP Board and serve on the Executive Committee. The term of the officers shall be three years and there is no term limit. The Chair and Vice Chair of the MTWP Board shall be-representatives of

Upon the resignation or replacement of any MTWP 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 and sworn to the duties of their respective offices.

SECTION 6 - Chair's Duties

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

- a) Preside at all meetings of the MTWP Board and Executive Committee;
- b) Call regular and special meetings of the MTWP Board;
- c) Oversee the nomination and appointment process for Standing Committee Members, after consultation with the MTWP Executive Committee; and
- d) Oversee the nomination and appointment process for Special Committee Members after consultation with the MTWP Executive Committee.

SECTION 7 - Vice Chair's Duties

The Vice Chair of the MTWP 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 MTWP Board on the finances of the MTWP;
- b) Review and present the Annual Budget to the MTWP Executive Committee and MTWP Board; _____
- c) Oversee the Annual Audit of the MTWP in coordination with the MTWP Executive Committee and the administrative agent; and -
- d) Coordination of budgeting and other financial matters with the administrative agent.

SECTION 9 - Clerk’s Duties

The Clerk shall have the following duties:

- a) Ensure that all meeting notices and agendas of the MTWP Board are duly posted in accordance with Open Meeting Law;
- b) Ensure the preparation and posting of the minutes of all meetings of the MTWP Board in accordance with the Open Meeting Law;
- c) Maintain a current MTWP Board membership list;
- d) Oversee the new appointments and reappointments process; and
- e) Upon request, assist the Clerk of the Executive Committee in posting meeting notices and preparing and posting minutes.

SECTION 10 - Executive Committee of the MTWP Board

The Executive Committee shall consist of 7 members from the MTWP Board as follows: 2 municipal representatives (MTWP Chair and Vice Chair); MTWP Treasurer; MTWP Clerk; 1 Executive Office of Energy & Environmental Affairs (EOEEA) representative; 1 U.S. Forest Service representative (USFS); and one regional organization representative. The municipal representatives and regional organization representative shall be elected by a majority vote of the MTWP Board and shall be members of the MTWP Board. The EOEEA and USFS representative shall be appointed by their respective organizations and shall be members of the MTWP Board. The term of the Executive Committee members shall be three years and after which elections must be held again for Executive Committee members. Wherever feasible, terms of the Executive Committee shall be staggered

SECTION 11 - Executive Committee Duties

The Executive Committee shall have the following duties:

- a) Approve expenditures of the administrative agent as they relate to the implementation of the Partnership Plan;
- b) Provide direction to the administrative agent to conduct activities and implement the Partnership Plan;
- c) Transact time-sensitive business of the Partnership which cannot be reasonably delayed until the next MTWP Board meeting;
- d) Approve staff of the administrative agent working to implement the Partnership Plan;
- e) Prepare regular reports for submission to the MTWP Board including reports of Executive Committee actions, and recommendations for funding of programs and projects based on information and proposals submitted to the MTWP Executive Committee by the administrative agent; and
- f) Recommend projects and programs to be undertaken by the Partnership to the MTWP Board.

SECTION 12 - Compensation and Insurance

If a MTWP 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 MTWP, they should consult with Legal Counsel and/or the State Ethics Commission to ensure compliance with State Ethics Law.

The MTWP Board members, officers, employees and other agents of the MTWP Board shall not be personally liable for any debt, liability or obligation of the MTWP. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the MTWP may look to the funds and property of the MTWP for payment of any such contract or claim, or for the payment of any such contract or claim, or for the payment of any debt, damage, judgment or decree, or of any money that may otherwise become due or payable to them from the Partnership.

The MTWP Executive Committee or administrative agent shall have the power to purchase and maintain insurance on behalf of MTWP Board members to protect them from any liability asserted against them as a result of their membership on the MTWP Board.

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

ARTICLE II MEETINGS OF THE PARTNERSHIP

SECTION 1 - Regular Meetings

Regular meetings, which includes the Annual Meeting, of the MTWP Board shall be held a minimum of two times each calendar year at times determined by the Chair, or Vice Chair in the Chair's absence. At the Annual Meeting, held between April 1st and June 30th of each year, the Board shall approve the annual budget and work plan, and annual report for the previous year to be distributed to participating municipalities.

In the absence of the Chair and the Vice Chair of the MTWP 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 MTWP Board may be held at any time and place in the MTWP region when called: (a) by the Chair, or (b) by petition of a majority of MTWP Board members given in writing by mail or e-mail to the Chair specifying the time, place and purpose of the meeting at least fourteen (14) calendar days before such meeting.

SECTION 3 - Notice of Meetings

Where possible, written notice of each regular and special meeting the MTWP Board shall be given to each MTWP 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 MTWP Board Members such as: (a) motions to be considered; (b) a report from the Executive Committee detailing any actions taken on behalf of the MTWP since the last meeting; and (c) the draft minutes of the previous meeting of the MTWP Board.

All MTWP 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 Partnership by MTWP Board Members within fourteen (14) days of a regular meeting may be considered at the next MTWP Board meeting. Unless otherwise specified in the Bylaws, all motions carry if supported by a simple majority of a quorum of MTWP Board members present and voting.

SECTION 5 - Voting

Members of the MTWP Board shall be entitled to vote when physically present at a meeting. Teleconferencing of meetings that cannot be held in person due to public health emergencies or other State restrictions is allowable. Unless otherwise specified in the MTWP legislation, a majority vote of those present at the time the vote is taken is required for a decision. Hybrid meetings and virtual attendance is permitted as allowed by Massachusetts State Law and regulations.

SECTION 6 - Quorum

A majority of the MTWP 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 MTWP Board.

A majority of the MTWP Executive Committee shall constitute a quorum, of which at least one member shall be a municipal representative.

SECTION 7 - Open Meeting Law

The MTWP Board, the MTWP 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 PARTNERSHIP

SECTION 1 – Standing and Special Committees

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

Standing Committees will be established to address the following areas: Finance and Budgeting; Forest Land Conservation; Natural Resource Based Economic Development; Education, Outreach & Research; and Municipal Financial Sustainability. Special Committees may be established to address: Bylaw Changes, Nominations for Officer Elections; Policy/Program Development; and other areas identified by the MTWP Board to support the goals of the MTWP. Standing and Special Committees shall report back to the MTWP Board on an annual basis at a minimum. The MTWP Board may vote to establish a Special Committee as a Standing Committee if the MTWP 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 staff of the administrative agent or the MTWP 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 MTWP 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 time lines, and meeting minutes to the MTWP Executive Committee and MTWP Board. Standing and Special Committees should also furnish to the MTWP Board an annual report detailing activities and accomplishments of that committee.

ARTICLE IV FINANCE & BUDGETING

SECTION 1 - Finance Laws

The MTWP and its administrative agent must follow all applicable State Finance laws. The Fiscal Year of the Partnership shall be from July 1st through June 30th.

SECTION 2 - Qualified Fund Manager

A qualified Fund Manager shall be selected by the MTWP Board to manage the MTWP Fund, including the MTWP Investment Trust Fund, if so created by the Partnership Plan. The Fund Manager shall prepare an annual report to the MTWP Board and Executive Committee on the MTWP Fund and, if applicable, the Investment Trust Fund. The Fund Manager shall follow the investment guidelines established by the MTWP Legislation. A sufficient amount of funding shall be invested and maintained in the Investment and Trust Fund as recommended by the MTWP Treasurer and Fund Manager and approved by the MTWP Executive Committee.

SECTION 3 - Annual Budget and Audit

The Finance and Budgeting Committee shall prepare an annual budget for approval by the MTWP Board at the Annual Meeting if funding is received by the Partnership.

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

ARTICLE V RECORDKEEPING AND DISSOLUTION

SECTION 1 - Books and Records

The books, records and papers of the MTWP Board shall be located at the business offices of the MTWP administrative agent and, where deemed to be a public record, available for inspection during regular business hours.

SECTION 2 - Dissolution of Partnership

The MTWP may, by 2/3 vote of the MTWP Board members, recommend to the State legislature that the MTWP be dissolved if funding is insufficient to support the purposes and programs of the MTWP. If and when the MTWP 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 the recommendation of a Special Committee on Bylaw Amendments or the Executive Committee at any regular or special meeting of the MTWP Board. Any proposed amendments to the Bylaws shall be circulated to all MTWP Board members at least fourteen (14) calendar days in advance of the meeting.

APPENDIX A

Mohawk Trail Woodlands Partnership eligible communities that have affirmatively voted to participate in the activities of the Mohawk Trail Woodlands Partnership as provided for in Section 91 of Chapter 209 of the Acts of 2018, i.e. “opt-in,” as of July 15, 2019.

1. Town of Adams – Berkshire County
2. Town of Ashfield – Franklin County – June 10, 2019
3. Town of Charlemont – Franklin County – April 22, 2019
4. Town of Cheshire – Berkshire County
5. Town of Conway – Franklin County – March 4, 2019
6. Town of Heath – Franklin County – March 26, 2019
7. Town of New Ashford – Berkshire County
8. City of North Adams – Berkshire County
9. Town of Peru – Berkshire County
10. Town of Rowe – Franklin County – April 3, 2019
11. Town of Shelburne – Franklin County – March 4, 2019
12. Town of Williamstown – Berkshire County
13. Town of Windsor – Berkshire County
14. Town of Leyden – Franklin County – September 23, 2019
15. Town of Clarksburg – Berkshire County – May 27, 2020
16. Town of Monroe – Franklin County – June 8, 2020
17. Town of Hawley – Franklin County --

Other communities which are in the MTWP Eligibility Area that are eligible to join the Partnership are:

1. Town of Buckland - Franklin County
2. Town of Colrain – Franklin County
3. Town of Florida – Berkshire County
4. Town of Savoy – Berkshire County

in the State legislation as participating in the Mohawk Trail Woodlands Partnership are:

1. Franklin Land Trust - Franklin County
2. Berkshire Natural Resources Council – Berkshire County
3. Franklin Regional Council of Governments – Franklin County
4. Berkshire Regional Planning Commission – Berkshire County
5. Massachusetts Forest Alliance – State of Massachusetts
6. MA Chapter of Yankee Divisions of New England Society of American Foresters – State of Massachusetts

7. Greater Shelburne Falls Areas Business Association – Franklin County
Replaced by the Franklin County Community Development Corp. in March, 2022
8. Lever Inc. – Berkshire County
9. Deerfield River Watershed Association – Franklin County
10. Hoosic River Watershed Association – Berkshire County
11. Public Health & Health Sciences Faculty Member – University of Massachusetts at Amherst
12. Forest Ecosystems, Carbon Cycling in Terrestrial Systems and Climate Change Faculty member
- University of Massachusetts at Amherst
13. Executive Office of Energy & Environmental Affairs – State of Massachusetts
14. U.S Forest Service – *(if authorized)*

APPENDIX B

Mohawk Trail Woodlands Partnership Legislation

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.