

BYLAWS
OF
[NAME]

ARTICLE I

ARTICLES OF ORGANIZATION

The name and purposes of the Corporation shall be as set forth in the Articles of Organization. These Bylaws, the powers of the Corporation and of its members, its Directors and its officers, and all matters concerning the conduct and regulation of the Corporation shall be subject to the Articles of Organization in effect from time to time.

ARTICLE II

MEMBERSHIP

- Section 1 **GENERAL MEMBERSHIP.** The general membership (the “General Members”) of the Corporation shall be those persons approved for membership by the Board of Directors or by a process approved by the Board of Directors. The initial General Members shall be those persons listed as members of the Incorporator’s Action by Written Consent.
- Section 2 **TERM, DUES, AND CONDITIONS OF MEMBERSHIP.** The period of membership of General Members shall be the calendar year or such other period as the Board of Directors may from time to time determine. A General Member’s membership shall terminate at the end of the membership period unless the membership dues for the succeeding period, as determined by the Board of Directors, shall have been paid in full. The Board of Directors may establish dues requirements, classes of general membership, including honorary membership without vote, and additional conditions of membership.
- Section 3 **MEETINGS OF THE GENERAL MEMBERSHIP.** The General Membership shall meet annually on such date and at such place and time as the Board of Directors shall determine. Other meetings of the General Members may be held be at such date, place and time as the

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Board of Directors may from time to time determine. Special meetings may be called by the President or the Board of Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other officer upon the written application of General Members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of General Members.

Section 4 NOTICE. All General Members shall be entitled to notice of all meetings of the General Membership. Not less than fourteen days' notice, addressed to the member as his or her contact information appears in the records of the Corporation, shall be given of all meetings stating the date, purpose, time and place of such meeting.

Section 5 WAIVER OF NOTICE. Whenever any written notice is required to be given by these Bylaws, a waiver of notice given either before or after the action for which notice is required shall have the effect of written notice. Attendance by a Member at a meeting without protest as to notice shall have the effect of waiver of notice

Section 6 QUORUM AND VOTING. Each General Member shall have one vote. On any matters presented to the Members, _____ [X Members? Y percent of the Members? Z fraction of the Members? a majority of the Members? whichever number is larger? whichever number is less/smaller?] shall constitute a quorum. When a quorum is present, voting shall be by majority vote except as required by law, the Articles of Organization, or these Bylaws. An abstention shall not be counted as a vote.

Section 7 PROXIES. Voting by Members may be either in person or by proxy dated not more than six months before the meeting named in the proxy. All proxies shall be filed before being voted with the Clerk or other person responsible for recording the proceedings of the meeting.

Section 8 ACTION WITHOUT A MEETING. Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Consent may be given by facsimile transmission, electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting.

- Section 9 RESIGNATION. Any Member may resign at any time by giving written notice of such resignation to the President, Clerk or Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board.
- Section 10 SUSPENSION AND REMOVAL. A General Member may be suspended or removed by an affirmative vote of two thirds of the Directors then in office at a meeting called for such purpose, provided: that such Member shall be given at least seven days' notice of the proposed suspension or removal and the reasons therefor, addressed to the Member's contact information as it appears in the records of the Corporation; that notice of the proposed suspension or removal is given in the notice of meeting; and that the Member is given an opportunity to be heard at the meeting.
- Section 11 DIRECTOR-MEMBERS. The Persons serving from time to time as Directors of the Corporation shall also be Director-Members of the Corporation.
- Section 12 POWERS AND DUTIES OF DIRECTOR-MEMBERS. Except for the power of the General Members set forth in Article III of these Bylaws to elect the Board of Directors, the Director-Members shall hold all other rights, powers, privileges and duties conferred upon members of the Corporation by law, the Articles of Organization, or these Bylaws. The Director-Members shall constitute the sole class of members entitled to vote on amendments to the Articles of Organization, mergers and consolidations, dispositions of all or substantially all of the Corporation's property and assets under Chapter 180 of the General Laws of the Commonwealth, and amendment of the Bylaws. The General Members shall be given at least fourteen days' notice, addressed to the member's contact information as it appears in the records of the Corporation, if the Director-Members intend to: (i) amend the Articles of Organization; (ii) authorize a merger or consolidation; (iii) dispose of all or substantially all of the Corporation's property and assets under Chapter 180 of the General Laws of the Commonwealth; or (iv) amend the Bylaws.
- Section 13 MEETINGS OF DIRECTOR-MEMBERS. Meetings of the Director-Members shall be governed by Article IV of these Bylaws.

Section 14 RIGHTS OF MEMBERS. All of the right, title and interest of a General Member or Director-Member with respect to the Corporation shall cease on the termination of membership.

ARTICLE III

BOARD OF DIRECTORS

Section 1 POWERS. The general management of the business, property and affairs of the Corporation shall be vested in a Board of Directors. A staff and other agents may be hired to assist in the performance of the function of the Corporation.

Section 2 NUMBER, ELECTION, TERM OF OFFICE AND VACANCIES. The first Board of Directors shall be those persons listed as having the powers of Directors in the Articles of Organization, and thereafter Directors shall be elected by the General Members at the Annual Meeting or a special or regular meeting in lieu thereof. The number of Directors shall be determined by the Board of Directors. The term of office for each Director shall be three years, except that the first Board shall be elected to staggered terms so that, as nearly as possible, one-third of the Directors shall be elected each year. The initial term of office each initial Director shall be as set forth in the Incorporator's Written Consent in Lieu of Meeting of Incorporators. Each Director shall hold office until his or her successor is duly elected by the General Members and qualified (unless the Board of Directors eliminates this Director position), or until he or she resigns, is removed, becomes disqualified, or dies. The General Members may elect new Directors to fill any vacancy at any meeting, including a vacancy caused by an increase in the number of Directors.

Section 3 RESIGNATION. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board.

Section 4 SUSPENSION AND REMOVAL. A Director may be suspended or removed for cause by an affirmative vote of a majority of the Directors then in office at any meeting of the Board of Directors, provided that such Director is given at least seven days notice of the proposed suspension or removal and the reasons therefor, and an opportunity to be

heard at the meeting, and that notice of the proposed suspension or removal is given in the notice of meeting..

Section 5 COMMITTEES. The Board of Directors may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization, or these Bylaws may not be so delegated, to such committees as the Board of Directors or these Bylaws may from time to time establish. All committees shall serve at the pleasure of the Board of Directors. No committee member other than a Director may exercise a power that may not be delegated to a non-Director. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or such rules, its business shall be conducted as nearly as may be in the same manner as is provided in these Bylaws for the conduct of business by the Directors, including the taking of minutes and requirements for establishing a quorum and voting. Any action taken by any committee shall be reported to the Executive Committee or Board of Directors no later than the date of the meeting of the Executive Committee or Directors next following the date of such action.

Section 6 EXECUTIVE COMMITTEE. The Board of Directors may elect an Executive Committee of Directors, which Executive Committee shall, except as the Board of Directors otherwise determines and provided that Executive Committee action shall not conflict with the express actions or policies of the Board of Directors, have full power and authority to act on all matters between meetings of the Directors, except for power and authority that may not be delegated by the Board of Directors, and except for the following powers: to elect officers; to fill officer vacancies; to suspend or remove members, Directors or officers from office; to hire, terminate or establish the compensation of the Executive Director/CEO; to approve the Corporation's annual budget; to select the independent auditor for the Corporation; to change the principal office of the Corporation; to authorize a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation; to authorize a merger or consolidation of the Corporation; to authorize dissolution of the Corporation; to initiate a bankruptcy proceeding; or to amend the Bylaws. The Executive Committee shall maintain a written record of its work and report in writing to the full Board of Directors.

ARTICLE IV

MEETINGS OF BOARD OF DIRECTORS

- Section 1 **ANNUAL, REGULAR AND SPECIAL MEETINGS.** The Board of Directors shall meet annually on such date and at such place and time as the Board of Directors shall determine. Regular meetings shall be at such date, place and time as the Board of Directors may from time to time determine. Special meetings, including meetings of the Director-Members, may be called by the President or the Board of Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other officer upon the written application of two or more Directors. When the Directors are acting as Director-Members, but not otherwise, voting may be by proxy.
- Section 2 **NOTICE.** Written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting: (a) by mailing, postage prepaid and addressed to the appropriate last known home or business address at least fourteen days before the meeting; (b) by causing such notice to be sent by telegram, fax, e-mail, or other means of written communication at least forty-eight hours before the meeting to the Director's contact information as it appears in the records of the Corporation; or (c) by providing such notice in person or by telephone at least forty-eight hours before the meeting. However, except as otherwise required by law, the Articles of Organization or these Bylaws, separate notice of regular meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance by the Board of Directors, is not required, provided that all Directors have notice of such fixed or scheduled date, time and place.
- Section 3 **QUORUM AND VOTING.** A majority of Directors then in office shall constitute a quorum at all meetings. A Director who attends the meeting but is disqualified from participation because of a conflict of interest shall be counted as present for purposes of the quorum but not for voting purposes. When a quorum is present, voting at any meeting shall be by majority vote of the Directors present and voting except as required by law, the Articles of Organization, or these Bylaws. A Director may not vote by proxy except when voting as a Director-Member. An abstention shall not be counted as a vote.
- Section 4 **ACTION WITHOUT A MEETING.** Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Consent may be given by facsimile transmission,

electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting.

Section 5 TELEPHONIC PARTICIPATION IN MEETINGS. Members of the Board of Directors or any committee designated by the Board of Directors or these Bylaws may participate in a meeting of the Board of Directors, including meetings of the Director-Members, or of such committee 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 participating by such means shall constitute presence in person at a meeting.

Section 6 WAIVER OF NOTICE. Whenever any written notice is required to be given by these Bylaws, a waiver of notice given either before or after the action for which notice is required shall have the effect of written notice. Attendance by a Director at a meeting without protest as to notice shall have the effect of waiver of notice.

ARTICLE V

OFFICERS

Section 1 ENUMERATION. The officers of the Corporation shall be a President, a Vice President, a Clerk, a Treasurer, and such other officers as the Board of Directors may from time to time appoint. A person may simultaneously hold more than one office in the Corporation, except that a person may not serve simultaneously as President or Chair of the Board and Treasurer.

Section 2 ELECTION AND TERM. The initial officers of the Corporation shall be those persons listed as having the powers of officers in the Articles of Organization, each serving until his or her successor is elected and qualified. Thereafter, the Directors at the Annual Meeting or a special or regular meeting in lieu thereof shall elect all officers to hold office until the next succeeding Annual Meeting of the Board of Directors and until their respective successors are chosen and qualified, unless a shorter period shall have been specified by the terms of an officer's election, or until he or she sooner resigns, is removed, becomes disqualified, or dies.

Section 3

POWERS. The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

- a) The Board of Directors may elect a member of the Board of Directors to serve as Chair of the Board. If a Chair is elected, the Chair of the Board shall preside at all meetings of the Members and of the Board of Directors, shall perform all duties incident to the office of Chair, and shall have such other powers and duties as the Board of Directors determines. The Chair may simultaneously hold more than one office in the Corporation. If the Corporation does not have a President, the Chair of the Board shall have the powers and duties incident to the office of President, except as otherwise provided by the Board of Directors or these Bylaws.
- b) The President shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of President and such other responsibilities and powers as designated by the Board of Directors. The President shall, subject to the direction of the Board of Directors, be responsible to the Board of Directors for the administration of the Corporation's affairs. Except as otherwise provided by the Board of Directors or these Bylaws, the President shall preside at all meetings of the Members and of the Board of Directors at which he or she is present.
- c) The Vice President shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Vice President and such other responsibilities and powers as designated by the Board of Directors. In the absence or inability of the President to act, the Vice President shall have and possess all of the powers and discharge all of the duties of the President.
- d) The Clerk shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Clerk and such other responsibilities and powers as designated by the Board of Directors. The Clerk shall, subject to the direction of the Board of Directors, be responsible for the recording and maintenance of the corporate records and documents of the Corporation, including records of all meetings of the Members and of the Board of Directors, and for the issuance of calls and notices of meetings of the Members and of the Board of Directors. If the Clerk is absent from any meeting, a temporary Clerk chosen at the meeting shall exercise the duties of the

Clerk at such meeting. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process.

- e) The Treasurer shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Treasurer and such other responsibilities and powers as designated by the Board of Directors. The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall be responsible for the safe custody of all funds, securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide. With the advice and consent of the Board of Directors, he or she shall have power to invest and reinvest surplus funds.
- Section 4 RESIGNATION. Any officer may resign at any time by giving written notice of such resignation to the President or the Clerk. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the officer to whom it is given.
- Section 5 SUSPENSION AND REMOVAL. An officer may be suspended or removed either with or without cause by an affirmative vote of a majority of the Directors then in office at any meeting of the Board. Such suspension or removal shall be without prejudice to contract rights, if any, of the person so suspended or removed. Election or appointment as an officer shall not of itself create contract rights.
- Section 6 VACANCIES. A vacancy in any office shall be filled by the Board of Directors at any meeting.

ARTICLE VI

COMPENSATION

- Section 1 DIRECTORS. No Director shall receive compensation for serving as such. Directors may be reimbursed for reasonable expenses incurred in connection with the affairs of the Corporation including attendance at meetings.

Section 2 OFFICERS. The officers may receive such compensation as the Board of Directors may determine. No officer shall be prevented from receiving compensation by reason of the fact that he or she is also a Director.

ARTICLE VII

BENEFACTORS, SPONSORS, ADVISORS AND FRIENDS OF THE CORPORATION

The Board of Directors may from time to time designate certain persons or groups of persons as benefactors, sponsors, advisors, or friends of the Corporation or such other title as it deems appropriate. Such persons in such capacity shall 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 duties with respect to the Corporation other than as designated by the Board of Directors.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

The Corporation shall to the extent legally permissible and consistent with the Corporation's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former Directors and officers and any person who serves or has served, at the Corporation's request, as Director, Trustee, officer or member of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of the foregoing) (collectively referred to as the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Indemnified Person shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

If authorized by the Board of Directors, the Corporation may to the extent legally permissible and consistent with the Corporation's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former agents (and the heirs, executors and administrators of the foregoing) (collectively referred to as "Agent"), defined to include those members, employees and agents other than Indemnified Persons as defined in the preceding paragraph, against all expenses and liabilities which the Agent has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Agent may be involved, directly or indirectly, by reason of being or having been an Agent. Such expenses and liabilities may include, and are not limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

Indemnification may include payment of reasonable expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Person or Agent to repay such payment if the Indemnified Person or Agent shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Indemnified Person or Agent to make repayment.

In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had, but only if such settlement or compromise and such indemnification are approved:

- i. by a majority vote of a quorum consisting of disinterested Directors;
- ii. if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;
- iii. if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation (or,

to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or

iv. by a court of competent jurisdiction.

The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person or Agent may be entitled as a matter of law. The Corporation's obligation to provide indemnification under these Bylaws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the Corporation or any other person.

ARTICLE IX

GENERAL

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| Section 1 | CORPORATE SEAL. The corporate seal, if any, shall be in a form determined from time to time by the Board of Directors. |
| Section 2 | FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December, unless otherwise determined by the Board of Directors. |
| Section 3 | RECEIPT AND DISBURSEMENT OF FUNDS. The Board of Directors may designate such other officer or officers who in addition to or instead of the President or Treasurer shall be authorized to receive and receipt for all moneys due and payable to the Corporation 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 Corporation may be deposited in such bank or banks as the President or Board of Directors may from time to time designate or with such other corporations, firms, or individuals as the Board of Directors may from time to time designate. |
| Section 4 | EXECUTION OF DOCUMENTS. Except as otherwise provided by law, the Board of Directors or these Bylaws, the Chair, President or Treasurer shall sign for the Corporation all deeds, agreements and other formal instruments. |
| Section 5 | COMMUNICATION BY FACSIMILE, ELECTRONIC, OR OTHER WRITTEN MEANS. Written notice or waiver of notice or other |

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communication under these Bylaws may be given by facsimile transmission, electronic mail, or other means of written communication.

Section 6

CONFLICT OF INTEREST. The Directors and officers of the Corporation owe a fiduciary duty to the Corporation to act in good faith and in a manner that they reasonably believe to be in the Corporation's best interests. This duty of loyalty requires the Corporation's Directors and officers to exercise independent judgment on behalf of the Corporation, placing the Corporation's best interests ahead of personal interests. In furtherance of this fiduciary responsibility, the Corporation may have and shall comply with a Conflict of Interest Policy, *provided*, that such policy shall require Directors, officers, and key employees to disclose any personal financial interest in a transaction being considered by the Corporation, and that unless the Board of Directors determines that such personal financial interest is immaterial, such Director, officer, or key employee shall recuse himself or herself from discussion and voting on the matter and shall not be counted for purposes of a quorum (where applicable); *provided, further*, that until such a policy is formally adopted by the Directors this provision shall serve, and hereby does serve, as the Conflict of Interest Policy of the Corporation. The Corporation's Conflict of Interest Policy may, for purposes of consideration by independent Directors of matters with respect to which a potential conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws.

ARTICLE X

AMENDMENTS

These Bylaws may be amended by a majority vote of the Director-Members present and voting at any meeting of the Director-Members, provided that notice describing the proposed amendment has been given in writing with the notice of the meeting.