

AMENDED AND RESTATED BYLAWS  
CABOT AFTER SCHOOL, INC.

Adopted at a meeting of the Members held on May 14, 2008.

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## BYLAWS

### CABOT AFTER SCHOOL, INC.

#### 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

- 2.1 **MEMBERSHIP.** Enrollment of one or more related children in the extended day program operated by the Corporation at the Cabot School in Newton, MA (the “Program”) shall entitle such children’s parents or legal guardians, as the case may be, to membership in the Corporation. Each such individual parent or guardian will be referred to as a “Member.” The parents and legal guardians of one or more related children will be referred to as a “Family.” It shall be the duty of each Member to furnish to the Program Director his or her post-office and electronic mail address and to notify the Program Director, in writing, of any change thereto. The Board may adopt rules and regulations regarding membership in the Corporation at any time.
- 2.2 **VOTING.** One Member in each Family shall be entitled to vote on any matter to which the Members are entitled to vote by law, the Articles of Organization or these Bylaws. For any vote required by these Bylaws to be conducted by written ballot, the Clerk shall send written ballots by first-class U.S. mail to each Family’s address as it appears on the Membership Roll, to be returned to the Clerk as directed on the ballot. Families who have more than one address on the Membership Roll must designate a single address to where the written ballot must be sent.
- 2.3 **RESIGNATION FROM MEMBERSHIP.** Members may resign from membership in the Corporation at any time upon giving written notice to the President, or in the case of the President, to the Clerk.
- 2.4 **TERMINATION OF MEMBERSHIP.** Membership shall automatically terminate as of (i) August 31 in any year in which as of such date no enrollment contract exists with the Corporation for the Member’s child for the upcoming academic year or (ii) the withdrawal or termination of enrollment of the Member’s child in the

Program. Membership may also be terminated for cause by an affirmative vote of (i) the greater of four (4) Directors or a majority of the Board present and voting, or (ii) two-thirds (2/3) of all Members entitled to vote pursuant to Article 2.2.

2.5 **POWERS AND RIGHTS OF MEMBERS.** The Members shall have such powers with respect to the Corporation as provided by law, the Articles of Organization or these Bylaws. In addition, the Members shall have such other powers and rights, if any, as the Board may determine to grant to the Members; any of such powers and rights so granted may be changed, revoked or withheld by the Board at any time. A Member's right, title and interest in the Corporation shall cease immediately upon the termination of membership in the Corporation whether by resignation, termination or otherwise. Each Member, by accepting such status, shall for all purposes be conclusively deemed to have accepted and to have agreed to be bound by these Bylaws as the same may then exist or may from time to time be amended.

2.6 **RESERVED POWERS OF MEMBERS.**

- (a) Notwithstanding any provision of these Bylaws, any decision by the Board on any of the matters identified in Article 2.6(b) shall require the following process before becoming effective:
  - (1) written notification of such Board decision (the "Board Decision") shall be given promptly to all Members in accordance with the notice provisions of these Bylaws;
  - (2) notwithstanding anything to the contrary in these Bylaws, such written notification shall include the date of a meeting for the Members to discuss the Board Decision to be held not sooner than fourteen (14) days and not later than thirty (30) days after the date of the written notification;
  - (3) pursuant to Article 2.2 the Members shall vote on the Board Decision by written ballot sent by the Clerk, no later than seven (7) days after the meeting; and
  - (4) the Board Decision shall take effect, unless a majority of all Members entitled to vote pursuant to Article 2.2 vote to overturn the Board Decision in its entirety.
- (b) Matters requiring the Board to give notice to the Members under this Article 2.6 are limited to those set forth below:
  - (1) adoption, amendment or repeal of any policy of the Corporation pertaining to enrollment in the Program; and

- (2) adoption, amendment or repeal of any policy of the Corporation pertaining to the physical location, whether in whole or in part, of the Program.
- 2.7 ANNUAL MEETING. The Annual Meeting of the Members (“Annual Meeting”) shall be held by no later than June 1 of each year, on such date and at such time and location as shall be determined and announced by the Board, for the purposes of: (i) receiving the President’s annual report; (ii) electing the Board of Directors; and (iii) the transaction of such other business as may properly come before the Annual Meeting and for which notice has been duly given.
- 2.8 SPECIAL MEETINGS. A special meeting of Members may be called (i) by the President, Vice-President or two (2) Directors; or (ii) by the Clerk pursuant to written request for such meeting filed with the Clerk and signed by at least twenty-five percent (25%) of all Families. Upon receipt of a written request made pursuant to Article 2.8(ii), the Clerk must call the special meeting within three (3) business days.
- 2.9 NOTICE OF MEETINGS. Subject to Article XI, notice of the date, time, location and purpose of all meetings of the Members shall be given to each Member by the Clerk or another officer calling the meeting not less than seven (7) nor more than thirty (30) calendar days prior to the meeting. Such notice may be given in person, by placing in the Members’ mailboxes located at the office of the Program, by telephone, by posting in a conspicuous place at the office of the Program, by first-class U.S. mail or electronic mail at such address as appears on the Membership Roll.
- 2.10 QUORUM. Except as otherwise provided by law or these Bylaws, the presence in person of twenty-five percent (25%) of all Families, as represented by one or more Members in each Family, shall be necessary to constitute a quorum for the transaction of business at any meeting of the Members. In the absence of a quorum, a majority of the Members entitled to vote pursuant to Article 2.2 present at a meeting shall have only the power to adjourn the meeting, without notice other than announcement at the meeting, until the requisite number of Families shall be represented.

### ARTICLE III

#### Directors

- 3.1 POWERS. The general management of the business, property and affairs of the Corporation shall be vested in a Board of Directors (“Board”). Directors shall act only as a Board and individual Directors shall have no power to act for, or on behalf of, the Corporation in an individual capacity except as set forth in these Bylaws. To the extent permitted by law, the Articles of Organization and these Bylaws, the Board may by general resolution delegate to committees, to the

Members or to employees of the Corporation such duties as the Board shall deem necessary and proper; *provided*, that at all times any such persons shall be accountable to the Board in carrying out such authority.

- 3.2 **NUMBER AND ELIGIBILITY.** The Board shall be composed of nine (9) Members, unless the Board determines that there shall be less than nine (9) Members due to circumstances such as, but not limited to, fewer than nine (9) candidates willing or qualified to serve, or resignation or termination.
- 3.3 **ELECTION AND TERM.** The Directors shall be elected by a majority of the Members entitled to vote pursuant to Article 2.2; *provided*, that a quorum is present. If there is no quorum present at the Annual Meeting, the Directors shall be elected by a majority of the written ballots returned to the Clerk pursuant to Article 2.2. Each Director shall serve from July 1 of the calendar year of the Annual Meeting in which the Director is elected through June 30 of the following calendar year. In any case, each Director shall serve until his or her successor is duly elected and qualified or until his or her earlier resignation, removal, death or disqualification. A list of candidates to serve as Directors and their qualifications shall be posted in a conspicuous place at the office of the Program no fewer than seven (7) days before the Annual Meeting.
- 3.4 **VACANCIES.** If the office of any Director becomes vacant for any reason (including disqualification by termination of Member status), the remaining Directors, although more or less than a quorum, may elect by majority vote a successor who shall hold office for the unexpired term.
- 3.5 **RESIGNATION AND REMOVAL.** A Director may resign at any time by giving written notice to the President or Clerk. A Director may be removed for cause by an affirmative vote of (i) the greater of four (4) Directors or a majority of the Board present and voting, or (ii) two-thirds (2/3) of the Members entitled to vote pursuant to Article 2.2.
- 3.6 **FIRST MEETING OF NEWLY-ELECTED BOARD.** The first meeting of the Board elected at the Annual Meeting shall occur as soon as practicable on or after July 1, but in no event later than July 31, for the purposes of electing officers., and to consider such other business as may properly come before such meeting.
- 3.7 **REGULAR AND SPECIAL MEETINGS.** Regular meetings of the Board shall be held at least every other month between September and June at such date, place and time as the Board may from time to time determine. Special meetings of the Board may be called by the President and shall be called by the Clerk upon the written request of any Director filed with the Clerk.
- 3.8 **RIGHTS OF MEMBERS TO ATTEND MEETINGS.** Members shall be entitled to attend the Annual Meeting, all Special Meetings, and all meetings of the Board;

*provided*, that at any such meeting, the Board may call at any time for discussion of certain matters to be held in a session limited solely to the Board.

- 3.9 NOTICE. Subject to Article XI and the last sentence of this Article 3.9, at least seven (7) days written notice shall be given to the Directors and Members of regular meetings and at least two (2) days notice of special meetings shall be given, in each case stating the date, purpose, time and place of such meeting. Notice may be given in person, by placing in the Members' mailboxes located at the office of the Program, by telephone, by posting in a conspicuous place at the office of the Program, by first-class U.S. mail or electronic mail at such address as appears on the Membership Roll. 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, is not required if all Directors and Members have notice of such schedule.
- 3.10 QUORUM; VOTING; NO PROXIES. At all meetings of the Board, a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Each Director shall have one (1) vote and, except as may be otherwise provided by law or these Bylaws, the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board. In the event of a tie vote on any matter, the action shall be resolved by a separate vote of the Executive Committee at any meeting of such committee duly called for the purpose; *provided*, that if all members of the Executive Committee are present at the Board meeting during which the tie vote occurs and all Directors then present so agree, a separate Executive Committee session may be held during or immediately after such Board meeting without requiring the formal call of a separate Executive Committee meeting. If at any meeting of the Board, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at said meeting which shall be so adjourned. Unless and until such action is permitted by Massachusetts law, Directors may not vote by proxy.
- 3.11 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 or by electronic mail. Such consents shall be treated for all purposes as a vote at a meeting.
- 3.12 TELEPHONIC PARTICIPATION IN MEETINGS. Directors or any member of a committee designated by the Board or these Bylaws may participate in a meeting of the Board or 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.



## ARTICLE IV

### Officers

- 4.1 ENUMERATION. The officers of the Corporation shall be the President, Vice-President, Clerk, Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed by the Board from time to time. No two offices may be held simultaneously by the same person.
- 4.2 ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected by the Board from among its members at the first meeting of the Board held subsequent to the Annual Meeting in which they were elected. Each officer shall hold office until his or her successor is duly chosen or qualified, or until his or her earlier resignation, disqualification, death or removal.
- 4.3 PRESIDENT. The President shall be the chief executive officer of the Corporation. He or she shall be responsible to the Board for the administration of the affairs of the Corporation, including but not limited to presiding at all meetings of the Members and of the Board at which he or she is present, and serving as Chair of the Executive Committee. At each Annual Meeting, the President shall report on the current status of the Corporation and the operation of the Program during the preceding year. He or she shall also perform such other duties as may be assigned to him or her by the Board.
- 4.4 VICE-PRESIDENT. At the request of the President, or, in the event of the absence or disability of the President, the Vice-President shall perform the duties and possess and exercise the powers of the President. To the extent authorized by law, the Vice-President shall have such other powers as the Board may determine and shall also perform such other duties as may be assigned to him or her by the Board.
- 4.5 CLERK. The Clerk shall have charge of such books, documents, and papers of the Corporation and shall keep the minutes of all the meetings of the Board and Members. He or she shall keep a record of the name and place of residence of each person who is or has been a Member (the "Membership Roll"), which shall be kept at the office of the Program. The Membership Roll shall be open for inspection as prescribed by law. The Clerk shall, in general, perform all the duties incident to the office of Clerk and shall also perform such other duties as may be assigned to him or her by the Board.
- 4.6 TREASURER. The Treasurer shall, subject to the direction of the Board, have responsibility for the oversight of the management of all funds, property, and securities of the Corporation. The Treasurer may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board may require. The cost of such bond, if required, shall be borne by the Corporation. When necessary or proper, the Treasurer may on behalf of the Corporation endorse for collection checks, notes, and other obligations, and shall

deposit the same to the credit of the Corporation at such banks or depositories as the Board may designate. He or she may sign all receipts and vouchers and, together with such other agent, officer or officers, if any, as shall be designated by the Board, he or she shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, unless the signing and execution thereof shall have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation. The Treasurer may make such payments as may be necessary or proper on behalf of the Corporation. He or she shall enter regularly on the books of the Corporation which shall be kept for such purpose full and accurate account of all moneys and obligations received by and paid or incurred for or on behalf of the Corporation. Such books shall be open for inspection by Members and as required by law at the offices of the Corporation. He or she shall, in general, perform all the duties incident to the office of Treasurer. The Board may expressly delegate some or all of the powers and duties of the office of Treasurer to such other officer or agent of the Corporation as are not inconsistent with these Bylaws or applicable law.

- 4.7 RESIGNATION. Any officer may resign at any time by giving written notice of such resignation to the President or, in the case of the President, to the Vice President. 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.
- 4.8 REMOVAL OR SUSPENSION. An officer may be removed or suspended at any time by majority vote of Directors then in office at a meeting duly called for such purpose. Such removal or suspension shall be without prejudice to contract rights, if any, of the person so removed. Election or appointment as an officer shall not of itself create contract rights.
- 4.9 VACANCY. A vacancy in any office shall be filled by the Board at any meeting for the remainder of the unexpired term.

## ARTICLE V

### Committees

- 5.1 COMMITTEES GENERALLY.
- (a) The Board may delegate such of its powers to committees, consisting solely of Directors, as it considers advisable, except those powers which by law, the Articles of Organization or these Bylaws may not be so delegated; *provided*, that in no event shall any committee (i) authorize distribution of Corporation funds, (ii) fill vacancies on the Board, or (iii) amend, restate or repeal the Articles of Organization or these Bylaws.
  - (b) Except as the Board may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the

Board 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 no later than the date of the meeting of the Executive Committee or Board next following the date of such action.

- (c) All committees are accountable to, and all members and chairs shall serve at the pleasure of, the Board.

## 5.2 EXECUTIVE COMMITTEE.

- (a) The Corporation shall have an Executive Committee that shall, in addition to the duties and scope of authority given to such committee by vote of the Board from time to time, carry out the day-to-day business of the Corporation. The Executive Committee shall meet at least every other month. The members of the Executive Committee shall be the President, Vice-President, Treasurer and Clerk and any other officer or Director appointed to such committee by the members of the Executive Committee from time to time, each to serve on the Executive Committee for a term that corresponds to each member's term as officer of the Corporation or as otherwise determined by the Board. The Chair of the Executive Committee shall be the President.
- (b) The Executive Committee may not exercise power and authority that may not be delegated by the Board, and may not exercise the following powers: to appoint officers or Directors; to fill officer or Board vacancies; to remove or suspend officers or Directors from office; to change the number of Directors; to amend the Corporation's Articles of Organization or Bylaws; to hire, terminate or establish the compensation of the Program Director; 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; or to initiate a bankruptcy proceeding. The Executive Committee shall maintain a written record of its work and report on such work in writing to the full Board.

## 5.3 OTHER COMMITTEES. The Board may establish by vote other committees of the Corporation from time to time. The vote establishing such committee shall describe the authority and responsibilities granted to such committee and the members appointed thereto. Only Directors and Members are eligible to serve on such committees, and each such committee shall include at least one Director and one Member who is not also a Director. Each committee shall be chaired by a Director and, except to fill a vacancy or as otherwise provided in these Bylaws, the chair of each committee shall be appointed by the Board.

## ARTICLE VI

### Compensation and Conflicts of Interest

- 6.1 **DIRECTORS, OFFICERS AND MEMBERS.** Directors, officers and Members may not receive compensation for serving as such but may be reasonably compensated for performing other services to, or for the benefit of, the Corporation. Directors, officers and Members may be reimbursed for reasonable expenses incurred in connection with conducting the affairs of the Corporation.
- 6.2 **FIDUCIARY DUTY; 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 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 shall have and comply with a Conflict of Interest Policy. Such policy may, for purposes of approval by independent Directors of matters with respect to which a direct or indirect conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws. Any financial remuneration to a Director, officer, key employee or, to the extent such transaction benefits a Director, officer, or key employee directly or indirectly, for goods or services provided to the Corporation other than serving as Director, officer or key employee shall at all times be reasonable as determined by the Directors in compliance with the Corporation's conflict of interest policy. Such policy shall require Directors, officers and key employees to disclose any direct or indirect (including through business or family) personal interest or financial interest in a matter or transaction being considered by the Corporation, including financial remuneration or personal benefit to be derived from the resolution of such matter by the interested person or his or her family or business associates, and that unless the Board determines that such 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*, 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.

## ARTICLE VII

### Program Director

- 7.1 **APPOINTMENT.** The Board shall each year hire a Program Director, whose powers and duties shall be as described in this Article VII. The Board may prescribe the additional powers and duties of the Program Director and, at its discretion, remove him or her, from such employment.

- 7.2 RESPONSIBILITIES; AUTHORITY. The Program Director shall be responsible to and report to the Board and to any committees created by the Board, shall carry out the policies and programs of the Program, as determined by the Board and, under the supervision of the Board, shall be responsible for the control and management of the day-to-day activities of the Program. The Program Director shall have the authority to execute contracts or other instruments on behalf of the Corporation, to hire (at reasonable compensation) and discharge employees, and other such powers and duties as shall be prescribed from time to time by the Board or Executive Committee, under whose direction and supervision he or she shall act.

## ARTICLE VIII

### Investments and Corporate Memberships

Unless otherwise determined by the Board, the President shall have full power and authority to vote on behalf of the Corporation in person or by proxy at any meeting of stockholders of any corporation in which this Corporation may hold stock or at any meeting of the members of any corporation in which this Corporation may hold membership, and at such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock or entitlement of such membership, which, as the owner or member thereof, this Corporation might have possessed and exercised if present. The Board may confer like powers on any other duly qualified person and may revoke at its pleasure any such powers so granted.

## ARTICLE IX

### Indemnification

#### 9.1 INDEMNIFICATION BY CORPORATION.

- (a) 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 and defend each of its present and former Directors and officers and any person who serves or has served, at the Corporation's request, as Director, officer, trustee 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) (each, an "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.

- (b) 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 and defend each of its present and former employees and agents (each, an "Agent"), defined to include those 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 to 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 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.
- (c) 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.

9.2 SETTLEMENT. 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:

- (a) by a majority vote of a quorum consisting of disinterested Directors;
- (b) 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;
- (c) 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

(d) by a court of competent jurisdiction.

- 9.3 NOT EXCLUSIVE. 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 X

### Benefactors, Sponsors, Advisors and Friends of the Corporation

- 10.1 GENERAL. The Board may from time to time designate certain persons or groups of persons by such title as benefactors, sponsors, advisors, or friends of the Corporation or otherwise as it deems appropriate. Such persons shall not be considered Members of the Corporation under Massachusetts law, rules or regulations and shall have no rights thereunder except as the Board designates, including without limitation (i) shall have no right to notice of, or to vote at, any meeting, (ii) shall not be considered for purposes of establishing a quorum, and (iii) shall have no other rights and responsibilities regarding the Corporation pursuant to M.G.L. c. 180 or any other applicable law, rule or regulation.
- 10.2 ADVISORY COMMITTEES. The Board may form one or more advisory committees comprised of individuals with knowledge, expertise or interests of value to the Corporation for any reason. The Board shall appoint members and determine the purpose, scope of authority, and activities for any such committee; *provided*, any such committee shall at all times be subject to the provisions applicable to Board committees contained in these Bylaws and the limitations imposed under this Article X.

## ARTICLE XI

### Miscellaneous

- 11.1 WAIVER OF NOTICE. Any notice required by these Bylaws, the Articles of Organization, or any law, may be waived before or after the action for which notice

is required by the party entitled thereto, unless otherwise provided by law. Attendance of a person at a meeting without protest shall constitute a waiver of notice.

- 11.2 COMMUNICATION BY FACSIMILE, ELECTRONIC, OR OTHER WRITTEN MEANS. Written notice or waiver of notice or other communication under these Bylaws may be given by facsimile transmission, electronic mail, or other means of written communication.
- 11.3 RECEIPT AND DISBURSEMENT OF FUNDS. The Board may designate such other officer or officers or other persons or agents who in addition to or instead of the President or the Treasurer shall be authorized to receive 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, Treasurer or the Board may from time to time designate or with such other corporations, firms, or individuals as the Board may from time to time designate
- 11.4 EXECUTION OF DOCUMENTS. Except as otherwise provided by law, the Board or these Bylaws, (i) any officer holding the position of President, Vice President or Treasurer may sign for the Corporation all deeds, agreements and other formal instruments, and (ii) with the President or Vice-President, the Clerk may sign in the name and on behalf of the Corporation contracts or agreements authorized by the Board.
- 11.5 AGENTS. Except as provided otherwise by law or these Bylaws, the Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument on the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation to any legal obligation or undertaking, to pledge its credit, or to render it liable to any third party for any purpose.
- 11.6 FISCAL YEAR. The fiscal year of the Corporation shall commence on August 1 of each year and end on July 31.
- 11.7 SEAL. The seal of the Corporation, if any, shall be as adopted by the Board from time to time.
- 11.8 AMENDMENTS. These Bylaws may be altered, amended, or repealed by a two-thirds (2/3) vote of the Members entitled to vote pursuant to Article 2.2. The vote shall be taken by written ballot and shall require the following process before becoming effective:



- (a) written notification of the proposed change in Bylaws shall be given promptly to all Members in accordance with the notice provisions of these Bylaws;
- (b) notwithstanding anything to the contrary in these Bylaws, such written notification shall include the date of a meeting for the Members to discuss the proposed change in Bylaws to be held not sooner than 14 days and not later than 30 days after the date of the written notification;
- (c) pursuant to Article 2.2 the Members shall vote on the proposed change in Bylaws by written ballot sent by the Clerk, no later than 7 days after the meeting; and
- (d) the proposed change in Bylaws shall take effect only if two-thirds (2/3) of all Members entitled to vote pursuant to Article 2.2 vote in favor of the change.