

Lexington Arts and Crafts Society, Inc.
MINUTES
Special Meeting of Members
March 23, 2019
130 Waltham Street, Lexington, MA

Pursuant to a Notice of Special Meeting adopted by the Executive Board of the Lexington Arts and Crafts Society, Inc. (“LexArt”) on February 19, 2019 and published to the membership on February 20, 2019, the Meeting was called to order at 10:05 am by Louise Hara, LexArt President.

The following LexArt members were in attendance in person:

Mary Lou Eshelman	Mireille Gart	Dianne Wright
Wilda Ward	Kevin Nee	Louise Dunlay
Molly Nye	Carolyn Reckman	Tom Whelan
Milton Schmidt	Shirley King	Amy McLeod
Homai Schmidt	Janet Epsimos	Nancy Schlecht
Alison Lauriat	Jerik Tornheim	Terumi Irizawa
Katina Leodas	Bruce Neumann	Louise Hara
Lee Webster	Noelle Khattab	Catherine Hubbard
Linda Mann	Susan St Maurice	

Clerk Amy McLeod reported that 199 members not in attendance had submitted valid proxies.

Ms. Hara stated that the total of 225 members attending in person or via proxy exceeded the quorum requirement of one-quarter of the total number of members (229).

Each of the following actions were moved, seconded, discussed and adopted by vote of the members. (Note: Proxy votes not marked specifically as “For”, “Against”, or “Abstain” were not counted.)

1. APPROVAL AND ADOPTION OF RESTATED ARTICLES OF ORGANIZATION

VOTED: That the Corporation’s Articles of Organization be amended and restated in their entirety and that the form of Articles of Organization (the “*Restated Articles*”) in the form presented in the Meeting (Attachment A) be approved and adopted as the Articles of Organization of the Corporation, with such additions, deletions and other changes thereto as may be approved by the President of the Corporation.

VOTED: That, the President and Secretary of the Corporation be, and each hereby are, authorized to execute and file the Restated Articles in the name of and on behalf of the Corporation, in the form approved and adopted by the members, with the Office of the Secretary of the Commonwealth and the Office of the Attorney General for the Commonwealth of Massachusetts.

For: 209 (186 proxies, 23 in person)
Against: 4 (1 proxy, 3 in person)

Abstain: 12 (proxies)

Note: Two-thirds of all members (=193) required for adoption.

2. APPROVAL AND ADOPTION OF RESTATED BY-LAWS

VOTED: That the Corporation's By-Laws be amended and restated in their entirety and that the form of Restated By-Laws (the "**Restated By-Laws**") as presented at the Meeting (Attachment B) be approved and adopted as the By-Laws of the Corporation, with such additions, deletions and other changes thereto as may be approved by the President of the Corporation.

VOTED: That, that the President and Secretary of the Corporation be, and each hereby are, authorized to file the Restated By-Laws in the name of and on behalf of the Corporation, in the form adopted and approved by the members, with the Office of the Attorney General for the Commonwealth of Massachusetts.

For: 206 (186 proxies, 23 in person)

Against: 3 (0 proxies, 3 in person)

Abstain: 7 (proxies)

3. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

VOTED: That the following individuals be elected to serve as Directors of LexArt pursuant to the Restated By-Laws:

Peter Bain	Peter Kelley
Lauri Hugentobler	Katina Leodas
Todd Carey	Bruce Neumann
Nancy Cornelius	Jenny Pyle
Mireille Gart	Susan St. Maurice
Wayne Davis	Rachel Rosenblum
Louise Hara	Lee Webster
Matthew Siegal	

For all nominees: 211 (189 proxies, 22 in person)

For all nominees listed above, except those crossed out with a line: 5 proxies

4. GENERAL AUTHORIZATION

VOTED: That, the President, Treasurer and Secretary of the Corporation be, and each of them acting singly hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver any and all certificates, agreements and other documents, take any and all steps and do any and all things which any such officer may deem necessary or advisable in order to effectuate the purposes of each and all of the foregoing votes.

1. For: 190 (167 proxies, 23 in person)

Against: 10 (10 proxies, 0 in person)

Meeting adjourned at 10:50 am.

Respectfully submitted,

Terumi Irizawa
Clerk

Attachments:

- A. Amended and Restated Articles of Organization
- B. Amended and Restated

ATTACHMENT A

IDENTIFICATION

NO. _____

Filing Fee: \$35.00

Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

Name Approved

We, _____, *President / *Vice President,

and [Insert name of Clerk/Secretary], _____, *Clerk / *Assistant Clerk,

of The Lexington Arts and Crafts Society, Inc. _____, (Exact name of corporation)

located at 130 Waltham Street, Lexington, MA 02421 _____, (Street address of corporation in Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting

held on [insert date of member meeting], 20 _____, by a vote of: _____ members,

- Being at least two-thirds of the members or directors legally qualified to vote in meetings of the corporation where there is no amendment to the Articles of Organization; OR
[X] Being at least two-thirds of its members legally qualified to vote in meetings of the corporation where there is an amendment to the Articles of Organization; OR
Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3 and there is an amendment to the Articles of Organization; OR
In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein where there is an amendment to the Articles of Organization.

C []
P []
M []
R.A. []

*Delete the inapplicable words.
**Check only one box that applies.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

ATTACHMENT A

ARTICLE I

The name of the corporation is:

The Lexington Arts and Crafts Society, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

See continuation page 2A attached hereto and incorporated herein by reference.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

As set forth in the By-laws of the Corporation.

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See continuation pages 4A-4C attached hereto and incorporated herein by reference.

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ATTACHMENT A

ARTICLE V

The effective date of the Restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

Not applicable.

ARTICLE VI

The information contained in Article VI is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

130 Waltham Street, Lexington, MA 02421

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	See continuation page 6A attached hereto and incorporated herein by reference.		

Treasurer:

Clerk:

Directors:
(or officers
having the
powers of
directors)

c. The fiscal year of the corporation shall end on the last day of the month of:

May.

d. The name and business address of the resident agent, if any, of the corporation is:

[Insert name of registered agent.]

****We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:**

See continuation page X attached hereto and incorporated herein by reference.

SIGNED UNDER THE PENALTIES OF PERJURY, this _____ day of _____, 20 _____,

_____, *President / *Vice President,

[Insert name of Clerk/Secretary]

_____, *Clerk / *Assistant Clerk.

*Delete the inapplicable words.

**If there are no such amendments, state "None".

ATTACHMENT A

THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION (General Laws, Chapter 180, Section 7)

I hereby approve the within Restated Articles of Organization and, the filing fee in the amount of \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20 _____.

Effective Date: _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

Anne T. Leland

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

One Financial Center, Boston, MA 02111

Telephone: (617) 348-4837

Email: atleland@mintz.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

ATTACHMENT A

ATTACHMENT A

THE LEXINGTON ARTS AND CRAFTS SOCIETY, INC.

Attachment to Restated Articles of Organization

CONTINUATION PAGE 2A

ARTICLE II

This Corporation is organized exclusively for charitable, educational and scientific purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), or the corresponding provision(s) of any future United States Internal Revenue Law (“**Section 501(c)(3)**”). The purposes of this Corporation are to:

- (a) preserve and promote education and excellence in traditional and contemporary arts and crafts, and seek to support, encourage and inspire artisans at all stages of their creative journey and to promote art in the community; and
- (b) engage in and carry on any such other activities in furtherance of such purposes as corporations organized under Chapter 180 of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law (“**Chapter 180**”), may conduct, but only to the extent that such activities shall be permitted under Section 501(c)(3) of the Code.

In furtherance of such purposes, subject to the restrictions and limitations herein contained, this Corporation shall have and may exercise all of the powers necessary or convenient to effect any or all of the purposes for which this Corporation is formed, including all of the powers specified in Section 9 of Chapter 156B of the General Laws of the Commonwealth of Massachusetts (except the powers specified in paragraph (m) thereof), or the corresponding section(s) of any future successor corporation law applicable to corporations organized under Chapter 180, and the power to be a partner in any enterprise in which this Corporation would have the power to conduct itself, *provided, however*, that no such power shall be exercised in a manner inconsistent with said Chapter 180 or inconsistent with the exemption from federal income tax under Section 501(c)(3) of the Code.

Except to the extent permitted by Section 501(h) of the Code, or the corresponding section(s) of any future United States federal tax law, or by Section 501(c)(3) of the Code, no substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene (including through the publishing or distribution of statements) in any political campaign in favor of or opposing any candidate for public office. Notwithstanding any other provision of these Articles of Organization, as the same hereafter may be amended (these “**Articles of Organization**”), this Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under 170(c)(2) of the Code.

ATTACHMENT A

THE LEXINGTON ARTS AND CRAFTS SOCIETY, INC.

Attachment to Restated Articles of Organization

CONTINUATION PAGE 4A

ARTICLE IV

1. No part of the assets or net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this Corporation shall be authorized and empowered to (i) pay reasonable compensation for services rendered, (ii) reimburse reasonable expenses incurred on behalf of and for the benefit of this Corporation, and (iii) make payments and distributions in furtherance of this Corporation's purposes set forth in Article II hereof.

2. To the fullest extent permitted by law no director or officer of this Corporation shall be personally liable to this Corporation or its members, for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; *provided, however*, that this provision shall not eliminate the liability of an officer or director, to the extent such liability is imposed by applicable law, for (i) any breach of the officer's or director's duty of loyalty to this Corporation or its members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) any transaction from which the officer or director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

3. Neither the Board of Directors nor the members, nor any individual member nor any member of the Board of Directors nor any officer of this Corporation shall have power to bind individual members or individual directors or officers of this Corporation personally. All persons, corporations or other entities extending credit to, contracting with, or having any claim against this Corporation shall look only to funds and property of this Corporation for payment of any such contract or claim or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due and payable to them from this Corporation, so that neither the members nor the directors nor the officers, present or future, shall be personally liable therefore.

4. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director or officer of this Corporation, or any concern in which any director or officer has any interest, or any individual having any interest in such concern, may be a party or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this Corporation and:

- (a) such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact;

ATTACHMENT A

THE LEXINGTON ARTS AND CRAFTS SOCIETY, INC.

Attachment to Restated Articles of Organization

CONTINUATION PAGE 4B

ARTICLE IV

- (b) no such director, officer or individual shall be liable to account to this Corporation for any profit or benefit realized through such contract, transaction or act; and
- (c) any such director of this Corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same;

provided, however, that any such contract, transaction or act was fair to this Corporation at the time it was entered into or is authorized or ratified by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed. For purposes of this paragraph 4, the term “interest” includes personal interest and also interest as a director, officer, stockholder, shareholder, partner, trustee, member or beneficiary of any concern; and the term “concern” means any corporation, association, trust, partnership, firm, person or other entity other than this Corporation.

5. The directors of this Corporation may make, amend or repeal, in whole or in part, the Bylaws of this Corporation, except with respect to any provision thereof which the Bylaws require action by the Members, (a) provided that notice of the nature of the proposed amendment is given in the call of the meeting at which such vote is taken or each director waives such notice or attends such meeting, or (b) the directors act by unanimous written consent; provided, however, such power to make, amend or repeal the Bylaws of this Corporation shall not be exercised in a manner inconsistent with Chapter 180 or with the exemption from federal income taxation under Section 501(c)(3) of the Code.

6. It is intended that this Corporation shall be entitled to qualify for exemption from federal income tax under 501(c)(3) of the Code and that it shall not be a private foundation under section 509(a)A of the Code. During any period of time in which this Corporation is or may be deemed to be a private foundation as defined in Section 509(a) of the Code and notwithstanding any other provision of these Articles of Organization or the Bylaws of this Corporation, this Corporation shall at all times conduct its affairs as follows:

- a. This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section(s) of any future United States federal tax law.

ATTACHMENT A

- b. This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section(s) of any future United States federal tax law.

ATTACHMENT A

THE LEXINGTON ARTS AND CRAFTS SOCIETY, INC.

Attachment to Restated Articles of Organization

CONTINUATION PAGE 4C

ARTICLE IV

- c. This Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section(s) of any future United States federal tax law.
- d. This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section(s) of any future United States federal tax law.
- e. This Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code, or the corresponding section(s) of any future United States federal tax law.

7. To the fullest extent permitted by law this Corporation shall indemnify each of its directors and officers from and against all claims and liabilities by reason of having served in such capacity, and this Corporation shall have the power to indemnify its members, directors, officers, employees, agents, volunteers and other persons to the fullest extent legally permissible, but only to the extent that the status of this Corporation as exempt from federal income tax as an organization described in Section 501(c)(3) of the Code is not affected thereby.

8. This Corporation may at any time authorize its dissolution by affirmative vote of a majority of the total number of directors then in office and the approval by affirmative vote of a majority of its then current members; *provided, however*, that except as otherwise provided by law, in the event of any liquidation, dissolution, termination or winding up of this Corporation (whether voluntary, involuntary or by operation of the law), the property or assets of this Corporation remaining after providing for the payment of its debts, liabilities and obligations shall be conveyed, transferred, distributed and set over outright to one or more charitable, educational or scientific institution(s) or organization(s), created and organized for nonprofit purposes and in a geographic area similar to those of this Corporation, which qualify as exempt from income tax under Section 501(c)(3) of the Code (and in such proportions and in such manner) as a majority of the directors of this Corporation then in office may by vote then designate, as approved by the affirmative vote of a majority of the then current members of this Corporation, and in such manner so that such remaining assets may be applied to charitable, educational or scientific purposes in accordance with the doctrine of *cy pres* in all respects, and in each case as a court having jurisdiction in the premises, or a governmental body having authority in such circumstances, may approve or direct.

9. Persons of all races, religions, genders and national origins shall be entitled to all the rights, privileges, programs and activities generally made available to participants in the

ATTACHMENT A

Corporation, its programs and activities, and the Corporation shall not discriminate on the basis of race, religion, gender or national origin in administering its policies and programs.

ATTACHMENT A

THE LEXINGTON ARTS AND CRAFTS SOCIETY, INC.

Attachment to Restated Articles of Organization

CONTINUATION PAGE 6A

ARTICLE VI

BOARD OF DIRECTORS AND OFFICERS

<u>NAME</u>	<u>RESIDENTIAL ADDRESS</u>	<u>POST OFFICE ADDRESS</u>
President: _____	_____, Massachusetts _____	Same
Treasurer: _____	_____, Massachusetts _____	Same
Clerk: _____	_____, Massachusetts _____	Same
Directors: _____	_____, Massachusetts _____	Same
_____	_____, Massachusetts _____	Same
_____	_____, Massachusetts _____	Same
_____	_____, Massachusetts _____	Same
_____	_____, Massachusetts _____	Same
_____	_____, Massachusetts _____	Same
_____	_____, Massachusetts _____	Same

ATTACHMENT A

THE LEXINGTON ARTS AND CRAFTS SOCIETY, INC.

Attachment to Restated Articles of Organization

CONTINUATION PAGE X

These Restated Articles of Organization include the following amendments to the Corporation's Articles of Organization:

- A. The Articles of Organization have been restated and updated generally.
- B. Article II has been restated to include clarifying language regarding powers and limitations under applicable nonprofit law and to clarify and restate the Corporation's purposes.
- C. Article IV has been restated to include a provision eliminating the liability of directors and officers to the extent permitted by law and to include and clarify other provisions applicable to the Corporation.

ATTACHMENT B

LEXINGTON ARTS AND CRAFTS SOCIETY, INC.

A Massachusetts nonprofit corporation

AMENDED AND RESTATED BYLAWS

Adopted March 23, 2019

ARTICLE I

The Corporation

Section 1. Name and Purposes. The name and purposes of the Corporation shall be as set forth in the Corporation's Articles of Organization as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the "**Articles of Organization**") pursuant to Chapter 180 of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law ("**Chapter 180**"). As of the date of these Amended and Restated Bylaws (these "**Bylaws**"), the name of the Corporation is Lexington Arts and Crafts Society, Inc. (the "**Corporation**" or the "**Society**").

The Society is a non-profit educational center dedicated to the preservation and promotion of excellence in traditional and contemporary arts and crafts. To this end the Society seeks to support, encourage and inspire artisans at all stages of their creative journey and promote art in the community.

Section 2. Articles of Organization. These Bylaws, the powers of the Corporation and its Members and Board of Directors (the "**Board**" or the "**Board of Directors**"), and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to the provisions in regard thereto that may be set forth in the Articles of Organization. In the event of any conflict or inconsistency between the Articles of Organization and these Bylaws, the Articles of Organization shall control.

Section 3. Corporate Seal. The Board of Directors may adopt and alter the seal of the Corporation. The seal of the Corporation, if any, shall, subject to alteration by the Board of Directors, bear its name, the word "Massachusetts" and the year of its incorporation.

Section 4. Fiscal Year. The fiscal year of the Corporation shall commence on June 1st and end on May 31st of each year, unless otherwise determined by the Board of Directors.

Section 5. Location of Offices of Corporation. The principal office of the Corporation is located at 130 Waltham Street, Lexington, Massachusetts. The Board of Directors may approve a change of the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of a certificate or annual report indicating the new location with the Office of the Secretary of State of the Commonwealth of Massachusetts. The Corporation may establish and maintain offices in such other locations, within and outside of the Commonwealth of Massachusetts, as may be determined by the Board of Directors.

ATTACHMENT B

ARTICLE II

Members

Section 1. Membership. The Society shall have a single class of members who shall have the statutory voting rights of Members (the “Members”) under Chapter 180. The Members may be designated as or referred to in the discretion of the Board in different categories, such as honorary, senior, or other names designated by the Board, and the Corporation may have such other categories of “friends,” “associates,” “supporters” or others referred to as “members” as the Board of Directors may determine from time to time, provided that such other persons and organizations shall not be Members for purposes of these Bylaws or Chapter 180. Any person who expresses an interest in the arts and crafts and a willingness to pay Society dues and perform activities for the Society required of Members as determined from time to time by the Board shall be eligible for Membership. The Society’s Members consist of such persons and organizations elected or approved as Members by the Board of Directors, or by a duly authorized committee of the Board or a duly authorized employee or agent in accordance with membership standards approved by the Board from time to time and have not resigned or been removed in accordance with these Bylaws.

Section 2. Membership Dues. Membership Dues shall be established by the Board from time to time, following consultation with the Council of Guild Chairs.

Section 3. Powers of the Members. The Members shall have and may exercise all powers, rights and privileges afforded to “members” of a corporation organized under Chapter 180 including, without limitation, the power to elect Directors and the power to amend the Articles of Organization of the Corporation, subject to the provisions of the Articles of Organization and these Bylaws.

Section 4. Resignation. Any Member may resign at any time by giving notice of his or her resignation in writing to any officer of the Corporation.

Section 5. Removal. Members may be removed from membership at any time by the affirmative vote of a majority of the then total number of Directors for reasonable cause as determined by the Board in its sole discretion and shall be removed for failure to pay dues or satisfy membership requirements applicable to the membership category if such failure continues for thirty (30) days following notice from the Society.

ARTICLE III

Meetings of the Members

Section 1. Place. All meetings of the Members shall be held at the principal office of the Corporation or such other place within the Commonwealth of Massachusetts as determined by the Board of Directors and specified in the notice of meeting.

Section 2. Annual Meeting. The date, time and place of the annual meeting of the Members (referred to herein as the “**Annual Meeting**”) shall be fixed by the Directors for a date

ATTACHMENT B

in May of each year or at such other date as the Directors may select. In the event that no date for the Annual Meeting is established or if no Annual Meeting is held in accordance with the foregoing provisions, a special meeting of the Members may be held in lieu thereof with all the force and effect of an annual meeting.

Section 3. Special Meetings. Special meetings of the Members may be called by the President or by the affirmative vote of a majority of the total number of Directors then in office, 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 written application of Members representing at least ten percent (10%) of the smallest quorum of Members required for a vote upon any matter at the Annual Meeting. In case none of the officers is able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of said Members entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such Members to call a meeting by giving such notice as is required by law.

Section 4. Notice. All meetings of the Members shall be called by giving at least seven days' notice to each Member stating the place, day and hour for the meetings and the purpose thereof. Notices shall be mailed postpaid to or delivered at the address of the Members, or sent by electronic transmission to the email address of such Members, as such addresses appear on the books of the Corporation. Whenever notice of a meeting is required to be given a Member under applicable law, the Articles of Organization or these Bylaws, a written waiver thereof, executed before or after the meeting by such Member or his or her attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to such notice.

Section 5. Quorum. Twenty five percent of the Members in person or by proxy shall constitute a quorum, but a smaller number may adjourn from time to time without further notice until a quorum is present.

Section 6. Voting. At all meetings of the Members each Member shall be entitled to one vote. When a quorum is present at any meeting, elections of Directors at any meeting shall be determined by a plurality of the votes cast and all other matters shall be determined by a majority of the Members represented thereat, except where a larger vote is required by law, the Articles of Organization or these Bylaws. Members may vote by written proxy dated not more than six (6) months before the meeting named therein, which shall be filed with the clerk of the meeting, or any adjournment thereof, before being voted.

ARTICLE IV

Board of Directors

Section 1. Enumeration; Qualifications. The Board of Directors shall consist of such number of persons as shall be fixed, from time to time, by the affirmative vote of a majority of the total number of Directors then in office. The Chairperson of the Council of Guild Chairs shall serve as a member of the Board, *ex officio*. The Society shall seek to nominate and elect

ATTACHMENT B

individuals who are not members of a Guild so that such persons constitute at least forty percent (40%) of the Directors, but such composition shall not be required. Until three years following the adoption of these By-laws at the time any Director is elected at least a majority of the Directors shall be members of a Guild. Directors shall also possess such qualifications as may be determined by the affirmative vote of a majority of the total number of Directors then in office.

Section 2. Nomination and Election of Directors; Term of Office. The Nominating and Governance Committee of the Board of Directors shall propose individuals for consideration for nomination by the Board of Directors. The Board of Directors shall nominate individuals for election at each Annual Meeting, and any ten (10) Members may also nominate individuals for election at any Annual Meeting. Individuals shall be elected to serve as members of the Board of Directors at the Annual Meeting or at any special meeting held in lieu thereof. At the first Board Meeting following the adoption of these Bylaws, or as soon thereafter as the Board deems practicable, the Board of Directors shall be divided, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as reasonably possible, with the term of office of the first class to continue until the 2020 annual meeting of the Members or any special meeting in lieu thereof; the term of office of the second class to expire at the 2021 annual meeting of the Members or any special meeting in lieu thereof; and the term of office of the third class to expire at the 2022 annual meeting of the Members or any special meeting in lieu thereof; *provided* that the term of each Director shall continue until the election and qualification of a successor and be subject to such Director's earlier death, resignation or removal. At each annual meeting of the Members or special meeting in lieu thereof following such initial classification, Directors elected to succeed those Directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of Members or special meeting in lieu thereof after their election and until their successors are duly elected and qualified. In case of any increase or decrease, from time to time, in the number of Directors, the number of Directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of Directors shall shorten the term of any incumbent Director.

Section 3. Term Limits. Unless otherwise determined by the affirmative vote of two thirds of the total number of Directors then in office, Directors may serve no more than nine (9) consecutive years as member of the Board, including service prior to the adoption of these Bylaws. If a Director is serving as Director upon the adoption of these Bylaws and has served for nine (9) consecutive years, he or she may continue as a Director until the expiration of his or her term. If a Director is elected or appointed to serve less than a three (3) year term and her or his service is continuous, together with one or more full three (3) year terms, then the Director's service during that partial term shall not be counted as part of the nine (9) consecutive years of service for purposes of this Section 3. A Director who has served nine (9) consecutive years becomes eligible to serve again after one (1) year out of office.

Section 4. Vacancies. Any vacancy at any time existing in the Board of Directors (including any newly created seats on the Board) may be filled by the Board of Directors at any meeting. If the number of Directors then in office constitutes less than a quorum of the Board, any vacancy on the Board may be filled by the affirmative vote of a majority of the total number of Directors then remaining in office or by a sole remaining Director. Unless the Board of Directors specifies a different term at the time of election or appointment, each successor

ATTACHMENT B

Director shall hold office for the remainder of her or his predecessor's unexpired term and until her or his successor is duly elected and qualified, or in each case until she or he sooner dies, resigns, is removed or becomes disqualified.

Section 5. Resignation. Any Director may resign by delivering his or her written resignation to the Corporation at its principal office, to any meeting of the Board of Directors, or to the President or Clerk of the Corporation. Such resignation shall be effective upon receipt (unless it is specified to be effective at some other time or upon the happening of some other event) and acceptance thereof shall not be necessary to make it effective unless it so states; *provided, however,* that the Board of Directors may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning Director in his or her resignation.

Section 6. Removal. A Director may be removed from office, with or without cause, by the affirmative vote of a majority of the then total number of Members, or with cause by the affirmative vote of a majority of the then total number of Directors. A Director may be removed for cause only after reasonable notice and opportunity to be heard by the Members or the Directors, as applicable, prior to action thereon.

Section 7. Powers. The Board of Directors shall manage, control and be responsible for oversight of the affairs and property of the Corporation, and at all times may exercise on behalf of the Corporation all lawful powers, rights and privileges of the Corporation under Chapter 180 and any other applicable law, subject to the specific limitations of Chapter 180, the Articles of Organization and the Bylaws, and the specific rights of Members thereunder. The Board of Directors, in its discretion, may from time to time establish committees and define or limit the powers and duties thereof, and thereafter may disband the same. The Board of Directors may delegate its powers, or a portion thereof, to committees that either consist solely of Directors or give voting power only to Directors on any such committee, except that the Board of Directors may not delegate the powers specified in Section 55 of Chapter 156B of the Massachusetts General Laws. Subject to these Bylaws and applicable law, the Board of Directors may authorize officers, attorneys or agents of the Corporation to act on its behalf subject to such limitations as the Board of Directors determines.

Section 8. Compensation of Directors. The Corporation shall not pay any compensation to a Director for service as a member of the Board of Directors, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation as approved by the Board of Directors. A Director, solely because of being a Director, shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such other service.

ARTICLE V

Meetings of the Board of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established

ATTACHMENT B

by the Board of Directors and publicized among all directors. The Board of Directors shall seek to have at least six (6) meeting per year, but shall not be required to do so.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held at such time and place as may be determined from time to time by the Board of Directors, the President or by not less than ten percent (10%) of the total number of Directors then in office.

Section 3. Notice. Unless otherwise required by law, the Articles of Organization or these Bylaws, notice of each meeting of the Directors shall be given to each Director and Guild Board Observer: at least five (5) days prior to the meeting in the case of a regular meeting, and at least twenty-four (24) hours prior to the meeting in the case of a special meeting. Notice shall be given to each Director and Guild Board Observer (a) by the Clerk or, (b) in the case of the death, absence, incapacity or refusal of the Clerk, by the President, or (c) at the request of the Clerk, or (d) by the Directors calling the meeting, by:

- (i) mailing such notice to him or her, postage prepaid, and addressed to her or his home or business address appearing in the records of the Corporation;
- (ii) delivering such notice by hand, electronic mail or facsimile transmission or other means of written communication to his or her last known home or business address or electronic mail address or facsimile number appearing in the records of the Corporation; or
- (iii) giving notice to him or her in person or by telephone (provided that the person or persons that give any such oral notice shall certify in writing when such notice was given and such writing(s) shall be filed with the records of the meeting).

Notice need not be given to any Director if a written waiver of notice, executed by such Director before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A notice or waiver of notice of a Board of Directors' meeting need not specify the purposes of the meeting, except that any notice or waiver of notice of a special meeting or a regular meeting the purpose of which, at least in part, is to amend the Articles of Organization or these Bylaws, remove a Director, fill a vacancy in the Board of Directors or consider an interested transaction involving the Corporation shall contain a general description of the business to be transacted at such meeting.

Section 4. Quorum. Except as otherwise required by law, the Articles of Organization or these Bylaws, at any duly called meeting of the Board of Directors, the presence of a majority of the total number of Directors then in office and entitled to vote on any action proposed at the meeting shall constitute a quorum for the transaction of business. Each Director shall be entitled to cast one (1) vote on any matter that comes before the Board of Directors. Any meeting may be adjourned by a majority of the votes properly cast upon the question whether or not a quorum is present.

Section 5. Action at Meetings. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by

ATTACHMENT B

vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these Bylaws.

Section 6. Action by Written Consent. Any action by the Directors may be taken without a meeting if written consents thereto are signed by all the Directors and filed with the records of the Board of Directors' meetings. Such consents shall be treated as a vote of the Directors at a meeting for all purposes.

Section 7. Telephone Conference Meetings. The Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE VI

Committees

Section 1. Committees. The Board of Directors shall establish an Executive Committee, an Investments, Finance and Audit Committee and a Nominating and Governance Committee (the "**Primary Board Committees**") whose members shall be drawn from then current Directors. The Board of Directors, in its discretion and from time to time, may establish one or more additional standing or special committees (including compensation, development, program, advisory and other committees) whose members shall include at least one (1) or more Directors, and thereafter may disband the same. The Board of Directors may approve the appointment of individuals who are not Directors to serve as members of any committee other than the Primary Board Committees. Committee members shall serve at the pleasure of the Board of Directors. Committee members may be appointed for successive terms. The Executive Committee shall have the full power of the Board of Directors to the extent permitted by law, and other Committees may exercise such authority of the Board of Directors to the extent such authority is delegated by the Board, subject in each case to the limitations set forth in Article IV, Section 7 of these Bylaws. The Board shall determine the duties of any such committee at the time of establishment of the committee and may thereafter modify such duties as the Board determines. Unless the Board of Directors shall otherwise permit, each committee shall function under these Bylaws in accordance with the same rules as to voting, quorum, and notice, etc., as apply to the full Board of Directors. Each committee shall maintain a written record of their work and report to the full Board of Directors.

Section 2. Quorum of a Committee; Action at a Meeting. Except to the extent the Board of Directors may otherwise provide from time to time, a majority of the Directors then constituting the membership of any such committee shall constitute a quorum, except that when a committee shall have only one (1) Director, then one (1) Director shall constitute a quorum. When a quorum is present at any meeting of any such committee, the affirmative vote of a majority of those members present and voting shall be required to effect any action or to decide any question or measure presented to the committee, unless a larger vote shall be required by law, by the Articles of Organization, by these Bylaws or by vote of the Board of Directors, and provided that the affirmative vote of a majority of the Directors serving on such committee shall be required to effect any action that by law is required to be approved by the Board of Directors or a committee thereof.

ATTACHMENT B

Section 3. Action Without Meeting. Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if all Directors then serving as members of such committee consent to the action in writing or by electronic mail and such written consents and electronic mail transmissions are filed with the records of the meetings of such committee. Such consents and electronic mail transmissions shall be treated as a vote at a meeting of such committee for all purposes.

Section 4. Telephone Conference Meetings. The committee members may participate in a meeting of the committee by the use of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE VII

Advisory Boards or Committees

The Board of Directors shall establish the Council of Guild Chairs as set forth in Article X of these Bylaws and may determine to establish one or more advisory boards or committees to further the goals of the Corporation, including, for example, education, building, development, membership, marketing and outreach, sales and galleries, shows and events advisory boards or committees. Advisory boards or committees may be constituted of persons who are not Directors, but have an interest and willingness to advance the purposes of the Corporation, provided that at least one Director shall serve on each such advisory board and in such capacity shall serve as the liaison between the Board of Directors and such advisory board or committee. Any advisory board or committee may be discontinued by the Board of Directors at any time. An advisory board or committee shall be required to make at least annual reports to the Board of Directors.

ARTICLE VIII

Officers, Agents and Employees

Section 1. Enumeration. The officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Clerk (referred to collectively as the “**Primary Officers**”), and such other officers, if any, as the Board of Directors may from time to time determine. The Corporation may also have such agents, if any, as the Board of Directors may appoint from time to time.

Section 2. Election; Term. The Primary Officers of the Corporation shall be elected or appointed to serve upon the affirmative vote of a majority of the total number of Directors then in office. Unless the Board of Directors specifies a different term at the time of election or appointment, each of the Primary Officers shall be elected by the Board of Directors at their first meeting following the Annual Meeting and shall, subject to these Bylaws, hold office until the next Board of Directors meeting following the next Annual Meeting following her or his election or appointment and until her or his respective successor is duly elected and qualified, or until she or he sooner dies, resigns, is removed or becomes disqualified. Unless a different term is

ATTACHMENT B

specified at the time of election or appointment, other officers of the Corporation, if any, may be chosen by the Board of Directors at any meeting of the Board, and shall, subject to these Bylaws, hold office for a term of one (1) year and until her or his respective successor is duly elected and qualified, or until she or he sooner dies, resigns, is removed or becomes disqualified.

Section 3. Qualifications. The Nominating and Governance Committee of the Board shall propose the Primary Officers for the Board's consideration. Each Primary Officer other than the Clerk shall be a duly appointed or elected then serving member of the Board of Directors of the Corporation. Any two (2) or more offices may be held by the same person. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his or her duties to the Corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the Corporation. Officers shall meet such other qualifications as the Board of Directors may determine from time to time.

Section 4. Vacancy. Any vacancy at any time existing in any office may be filled by the Directors at any meeting of the Board of Directors and such successor shall hold office for the remainder of his or her predecessor's unexpired term and until his or her successor is chosen and qualified, or in each case until she or he sooner dies, resigns, is removed or becomes disqualified.

Section 5. Resignation. Any officer or agent may resign by delivering her or his written resignation to the Corporation at its principal office, to any meeting of the Board of Directors, or to the President or Clerk of the Corporation, and such resignation shall be effective upon receipt (unless it is specified to be effective at some other time or upon the happening of some other event) and the acceptance thereof shall not be necessary to make it effective unless it so states; *provided, however,* that the Board of Directors may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning officer in her or his resignation.

Section 6. Removal. The Board of Directors may remove any officer, with or without cause, by the affirmative vote of not less than a majority of the total number of Directors then in office at any regular meeting or special meeting of the Board of Directors; *provided, however,* that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon. Each agent appointed by the Board shall retain his or her authority at the pleasure of the Board of Directors and each agent so appointed may be removed, with or without cause, at any time by the Board of Directors. All other agents may be removed, with or without cause, at any time by the President or other officer of the Corporation.

Section 7. President. The President shall be the chief executive and presiding officer of the Corporation and, subject to the supervision of the Board of Directors of the Corporation, shall have general supervision, management and control of the administration of the day-to-day business, activities, programs and affairs of the Corporation. Unless the Board of Directors shall otherwise determine, the President shall serve as spokesperson for the Corporation. The President shall periodically report to the Board of Directors, upon request, as to the position of the Corporation and the day-to-day operation of its affairs and activities.

ATTACHMENT B

Section 8. Executive Director. The Corporation may if so determined by the Board of Directors have an Executive Director who shall have such authority and perform such duties as may be determined by the Board of Directors.

Section 9. Vice President. The Vice President, in the absence of the President, shall have the powers and assume the duties of the President. The Vice President shall perform such duties and have such powers in addition to the foregoing as the President or the Directors shall designate.

Section 10. Treasurer. The Treasurer shall, subject to the direction of the Board of Directors, be responsible for all financial matters of the Corporation and shall ensure that the Corporation keeps accurate and transparent financial books of accounts, accounting records and procedures, funds, securities and valuable documents of the Corporation. The Treasurer shall be responsible for the timely and accurate preparation of all financial and/or tax reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service and other governmental agencies. In addition to such other duties and powers as may be determined by the Board of Directors, the Treasurer shall have the duty to (i) cause regular reviews or audits of the Corporation's financial records to be made as required by Chapter 180 and the Attorney General of the Commonwealth of Massachusetts; (ii) disburse the Corporation's funds in accordance with approved policies and practices as may be ordered by the Board of Directors from time to time; and (iii) not less frequently than once each fiscal year and upon request by the President, provide a report to the Board of Directors of the financial condition and performance of the Corporation.

Section 11. Clerk. The Clerk shall record and maintain records of all resolutions, votes and proceedings of the Corporation, Members and Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts at the principal office of the Corporation, at the office of the Clerk, or at the office of the Corporation's resident agent if such an agent shall have been appointed. Such book or books shall also contain the original or attested copies of the Articles of Organization and Bylaws, and names and addresses of each Member, Director, officer and committee member. The Clerk shall serve or cause to be served all notices of meetings, other than committee meetings, pursuant to these Bylaws. If the Clerk is absent from any meeting of the Board of Directors, a temporary clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting. The Clerk shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 12. Additional Powers and Duties. Each officer shall, subject to these Bylaws and to any applicable provisions of law and the Articles of Organization, have, in addition to the duties specifically set forth in these Bylaws, such duties and powers as are customarily incident to such officer's office and such additional duties and powers as the President or the Directors may from time to time designate.

Section 13. Agents and Employees. The Board of Directors may appoint one or more agents and employees, who shall have such authority and perform such duties as may be prescribed by the Directors. The Board of Directors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

ATTACHMENT B

Section 14. Compensation of Agents and Employees. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board of Directors, or, if the Board of Directors delegates power to any officer or officers, then by such officer or officers. The Directors may require agents or employees to give security for the faithful performance of their duties.

ARTICLE IX

Guilds

Section 1. Existing Guilds; Formation of New Guilds. The Society currently has nine (9) Guilds: Ceramics, Decorative Arts/Basketry, Metalworkers, Needle Arts, Painters, Photography, Polymer Clay/Beaders, Weavers and Woodworkers (each, a “**Guild**,” and together with any additional guilds approved by the Board, the “**Guilds**”). One or more people may submit to the Board the request to form a new Guild for an art form not currently represented at the Society, including a written statement explaining the objectives of the new Guild and evidence that at least eight (8) individuals with suitable qualifications wish to join the new Guild. The Board shall review such request at its next meeting held no sooner than twenty (20) days after receipt of the request and, at such meeting or one of the next three (3) subsequent meetings, determine by majority vote of the whole Board whether to permit the formation of the new Guild, and if so whether to do so on a permanent or probationary basis. If the Board does approve a new Guild, the Board will take such reasonable steps as it determines to facilitate the development, integration and monitoring of the new Guild, including, if the Board determines at the time, appointing an existing Guild to mentor the new Guild and articulating guidelines for the new Guild to participate in both Guild and Society jobs with the existing Guilds so that all new Guild members are familiar with the workings and job commitments to the Society.

Section 2. Guild Governance. Each Guild, by vote of a majority of its members present in person or by proxy at a meeting called for such purpose shall annually appoint (a) a Chairperson, and (b) an individual, who may or may not be the same individual as the Chairperson, to attend Board Meetings as a non-voting observer (a “**Guild Board Observer**”). The Guild Board Observers shall report Board discussions to their Guilds and convey Guild concerns to the Board. Each Guild shall adopt bylaws or other governance guidelines, not inconsistent with these Bylaws or other Society rules, regarding the membership, dues, operations and member rights and responsibilities of such Guild.

Section 3. Guild Assets and Finances. The Guilds are divisions of the Society and as such all property and assets are owned by the Society. Guild property and dues paid to the Guild are under the day to day supervision of the Guild, subject to the supervision and direction of the Board from time to time. Each of the Guild Treasurers shall periodically at the request of the Treasurer and annually submit to the Corporation’s Treasurer an accounting of funds received by and expended from their respective Guilds.

Section 4. Dissolution of Guilds. One or more Guilds may be dissolved by the affirmative vote of two-thirds of the then total number of Directors for reasonable cause as

ATTACHMENT B

determined by the Board in its sole discretion, or by a vote of a majority of the then total number of Directors following a vote requesting such dissolution taken by a majority of the then total number of members of the Guild. In such case, the Guild, through its Chair shall work with the Board to resolve any outstanding obligations to the Society.

ARTICLE X

Council of Guild Chairs

Section 1. Council Composition. The Society shall have a Council of Guild Chairs (the “**Council**”) which shall consist of the then currently elected Chair of each Guild and, serving *ex officio*, the Executive Director if the Society then has one, or the President or the Vice-President as determined by the Board. The Council will appoint from among its members a Chairperson and a Secretary. The Chairperson shall serve as a member of the Board of Directors, *ex officio*.

Section 2. Council Purpose. The Council shall be responsible for assisting with coordinating and promoting cross Guild activities, including but not limited to multi-Guild shows and social events, sharing information, issue identification and solutions, activities and best practices on topics such as, but not limited to, equipment and maintenance, Guild membership and classes and workshops, and coordinating shared use of resources, including but not limited to space.

Section 3. Council Meetings. The Council shall endeavor to meet at least six (6) times a year at such time and place, and with such agenda as determined from time to time by the voting members of the Council, and absent such determination by the Executive Director, President or Vice-President then serving as the *ex officio* member of the Council.

ARTICLE XI

Inspection of Records

Books, accounts, documents and records of the Corporation shall be open to inspection by any Member or Director for any proper purpose during the usual hours of business. The original, or attested copies, of the Articles of Organization, these Bylaws and records of all meetings of the Members and Board of Directors and its committees, and records which shall contain the names of all Members, Directors and their record addresses, shall be kept in the Commonwealth of Massachusetts at the principal office of the Corporation, or at an office of the Clerk, attorney of record or the resident agent, if any, of the Corporation.

ARTICLE XII

Execution of Instruments; Evidence of Authority

ATTACHMENT B

Section 1. Checks, Notes, Drafts and Other Instruments. Unless the Board of Directors shall otherwise generally or in any specific instance authorize: (i) all checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the Corporation shall be signed by the President or the Treasurer of the Corporation or such other officers and/or employees or agents as shall be authorized to do so from time to time by the Board of Directors; and (ii) contracts, leases, transfers, conveyances, deeds, notes, bonds and all other written instruments shall be signed in the name and on behalf of the Corporation by the President or the Treasurer of the Corporation or such other officers and/or employees or agents as shall be authorized to do so from time to time by the Board of Directors, and such person or persons so signing such instrument may also seal, acknowledge, and deliver the same. Any instrument purporting to affect an interest in real estate, executed in the name of the Corporation, shall be executed by any two of the Primary Officers of the Corporation, at least one of whom shall be the President or the Treasurer of the Corporation and shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the Corporation.

Section 2. Evidence of Authority. A certificate executed by the Clerk, an assistant clerk or a temporary clerk as to any action taken by the Board of Directors, or any officer or representative of the Corporation shall, as to all persons who rely thereon in good faith, be conclusive evidence of such action.

ARTICLE XIII

Personal Liability; Indemnification; Insurance

Section 1. No Personal Liability with Regard to Certain Obligations of the Corporation. Except as otherwise provided by law, no Member, Director, officer, employee or other agent of the Corporation shall be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 2. Indemnification. The Corporation shall, to the fullest extent legally permissible and only to the extent that the status of the Corporation as an organization exempt from federal income tax under Section 501(c)(3) of the Code is not adversely affected thereby, indemnify each Indemnified Person (as defined below) against all liabilities and losses, including amounts paid in satisfaction of judgments, in compromise or as fines, penalties, excise taxes, court costs, witness fees, and Costs and Expenses (as defined below) incurred by, or imposed upon, the Indemnified Person in connection with or arising out of the defense or disposition of any Proceeding (as defined below) in which the Indemnified Person is or may become involved or with which the Indemnified Person may be threatened, while in office or thereafter, as a party, witness or otherwise, by reason of him or her being or having been an Indemnified Person, *except* with respect to any Proceeding as to which there shall have been a Final Adjudication (as defined below) that the Indemnified Person did not act in good faith in a manner that she or he reasonably believed to be in the best interests of the Corporation or, to the extent that such matter

ATTACHMENT B

relates to service with respect to a Related Entity, the Indemnified Person did not act in good faith in a manner she or he reasonably believed to be in the best interests of the Related Entity (or, if such Related Entity is an employee benefits plan, in the best interests of the participants or beneficiaries of such plan).

Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by an Indemnified Person, pursuant to a consent decree or otherwise, no indemnification for said payment shall be provided unless such compromise and indemnification therefor shall be 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 then in office;
- (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 Independent Legal Counsel (as defined below) 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 Indemnified Person appears to have acted in good faith and in the reasonable belief that the Indemnified Person's actions were in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to a Related Entity, in the best interests of the Related Entity (and, if the Related Entity is an employee benefit plan, in the best interests of the participants or beneficiaries of such plan)); or
- (D) by a court of competent jurisdiction.

Costs and Expenses incurred by an Indemnified Person in connection with the defense or disposition of any Proceeding shall be paid promptly by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such Indemnified Person to repay the amounts so paid by the Corporation if it is ultimately determined that indemnification for such Costs and Expenses is not permitted by law or under this Article. Such undertaking shall be accepted without reference to the financial ability of such Indemnified Person to make repayment.

If both the Corporation and the Indemnified Person are parties to a Proceeding (other than a claim, action or suit by or in the right of the Corporation to procure a judgment in its favor), counsel representing the Corporation therein also may represent such Indemnified Person (unless such dual representation would involve such counsel in an actual or potential conflict of interest in violation of applicable principles of professional ethics), and the Corporation shall pay all Costs and Expenses of such counsel incurred during the period of dual representation.

The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Article shall affect any rights to indemnification to which such Indemnified Person or other corporate personnel may be entitled by contract, by vote of the Board of Directors or otherwise under law.

ATTACHMENT B

Section 3. *Definitions.* As used in this Article, the terms:

- (i) **“Costs and Expenses”** means all reasonable costs and expenses incurred by an Indemnified Person in investigating, defending or appealing any Proceeding, including attorneys’, accountants’, experts’ and other professional fees and disbursements; reasonable compensation for time spent by the Indemnified Person on behalf of the Corporation during which she or he is not otherwise compensated by the Corporation or a third party; any premium, security for, and other costs relating to any costs or other appeal bond or its equivalent, whether such Proceeding is of a civil, criminal, arbitrational, administrative or investigative nature, whether formal or informal, including an action by or in the name of the Corporation. Costs and Expenses shall include all reasonable costs and expenses incurred by an Indemnified Person, including attorneys’, accountants’, experts’ and other professional fees and disbursements, in connection with successfully establishing his or her right to indemnification, in whole or in part, hereunder.
- (ii) **“Indemnified Person”** means each person who:
 - (a) shall be, or at any time shall have been, a Director or officer of the Corporation, or
 - (b) at the request of the Corporation, shall serve, or at any time shall have served, as an incorporator, Director, trustee, officer, employee, agent, member, manager or in any other capacity with respect to any Related Entity, or
 - (c) the Board of Directors by vote shall designate, who shall be, or at any time shall have been, an employee or agent of the Corporation or who shall serve, or at any time shall have served, at the request of the Corporation, in any capacity with respect to any Related Entity.
- (iii) **“Proceeding”** means any threatened, pending or completed claim, action, suit or proceeding or any alternative dispute resolution mechanism (including an action by or in the right of the Corporation or an affiliate of the Corporation) or any formal or informal inquiry, hearing or investigation, whether conducted by the Corporation or an affiliate of the Corporation or any other party, and any other action that an Indemnified Person in good faith believes might lead to the institution of any such action, suit or proceeding, whether civil, criminal, arbitrational, administrative, investigative or other, including any appeal relating to any of the foregoing.
- (iv) **“Related Entity”** means any corporation, limited liability company, partnership, joint venture, trust or other entity or enterprise in which the Corporation is in any way interested in, or as to which an Indemnified

ATTACHMENT B

Person is serving or shall have served at the Corporation's request or on its behalf, as a Director, officer, partner, employee, agent, fiduciary, member, manager or representative including, but not limited to, any employee benefit plan or any corporation of which the Corporation or any Related Entity is, directly or indirectly, a stockholder, member, limited or general partner, beneficiary or creditor.

- (v) “***Final Adjudication***” means a final judicial decision from which there is no further right to appeal.
- (vi) “***Independent Legal Counsel***” means a law firm, or a member of a law firm, that is experienced in matters of corporation law and neither presently is, nor in the previous five (5) years has been retained to represent: (A) the Corporation or the Indemnified Person in any other matter material to either party, or (B) any other party to the threatened, pending or completed proceeding or action giving rise to the claim for indemnification hereunder. Notwithstanding the foregoing, the term “Independent Legal Counsel” shall not include any person who, under the applicable standards of professional conduct then prevailing, would have a conflict of interest in representing either the Corporation or the Indemnified Person in a proceeding or action to determine the Corporation's obligations or such Indemnified Person's rights hereunder.
- (vii) “person,” “Director,” “officer,” “employee,” “agent” and “Indemnified Person” shall include their respective heirs, executors and administrators, and an “interested” Director, officer, employee or agent is one against whom in such capacity the Proceedings in question or other Proceedings on the same or similar grounds is then pending.

Section 4. Enforceability. It is the intention of the Corporation that the obligations of the Corporation, and the rights and benefits of Indemnified Persons under this Article shall vest upon the later of the date of the adoption of these Bylaws or when the individual becomes an Indemnified Person. It is the further intention of the Corporation to provide for indemnification in all cases under all circumstances where to do so would not violate applicable law (and notwithstanding any limitations permitted, but not required by statute) and the terms and provisions of this Article shall be interpreted and construed consistent with that intention. Nonetheless, if any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent permitted by law. Any amendment, alteration or repeal of this Article or Chapter 180 that adversely affects any right of an Indemnified Person (or his or her respective heirs, executors and administrators), shall be prospective only and shall not limit or eliminate any such right with respect to any Proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to any such amendment, alteration or repeal.

ATTACHMENT B

Section 5. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against or incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify or advance expenses to him or her against such liability.

ARTICLE XIV

No Inurement of Assets or Net Earnings; Compensation and Reimbursement of Expenses; Prohibition on Certain Activities

No part of the assets or the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, officers or other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services actually rendered, (ii) to reimburse reasonable expenses incurred on behalf of and for the benefit of the Corporation, and (iii) to make payments and distributions in furtherance of the Corporation's purposes set forth in the Articles of Organization.

ARTICLE XV

Dissolution

The Corporation may at any time authorize its dissolution by affirmative vote of a majority of the total number of Directors then in office and the approval by affirmative vote of a majority of the then current Members; *provided, however*, that except as otherwise provided by law, in the event of any liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of the law), the property or assets of the Corporation remaining after providing for the payment of its debts, liabilities and obligations shall be conveyed, transferred, distributed and set over outright to one or more charitable, educational or scientific institution(s) or organization(s), created and organized for nonprofit purposes and in a geographic area similar to those of the Corporation, which qualify as exempt from income tax under Section 501(c)(3) of the Code (and in such proportions and in such manner) as a majority of the Directors then in office may by vote then designate, as approved by the affirmative vote of a majority of the then current Members, and in such manner so that such remaining assets may be applied to charitable, educational or scientific purposes in accordance with the doctrine of *cy pres* in all respects, and in each case as a court having jurisdiction in the premises, or a governmental body having authority in such circumstances, may approve or direct.

ATTACHMENT B

ARTICLE XVI

Amendments

These Bylaws may be amended or repealed, in whole or in part, by a two-thirds vote of those Members present and voting (in person or by proxy) or mailed-in paper ballots at any Annual or Special Meeting of the Members, provided that a copy of the proposed change has been sent to each Member at least three weeks before the meeting. Notwithstanding the foregoing, Articles I, V-VIII, and XI-XIV may also be amended or repealed, in whole or in part, (a) by an affirmative vote of a majority of the total number of Directors then in office at any meeting provided that the notice of the meeting of the Board of Directors at which such action is taken shall have contained a general description of the proposed amendment, or (b) by the Directors acting by unanimous written consent. Not later than the time of giving notice of the meeting of Members next following the making, amending or repealing by the Directors of any bylaw, notice thereof stating the substance of such change shall be given to the Members. Any bylaw adopted by the Directors may be amended or repealed by the Members.