



MAPS By-Laws of the Corporation

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BY-LAWS
TABLE OF CONTENTS

		Page(s)
ARTICLE I		
	NAME, LOCATION, PURPOSE	1
1.1	Name	1
1.2	Location	1
1.3	Purpose	1
ARTICLE II		
	MEMBERSHIP	2
2.1	No Members	2
ARTICLE III		
	BOARD OF DIRECTORS	2
3.1	Powers of the Board	2
3.2	Number (Board Size)	2
3.3	Nominations and Election	2
3.4	Tenure	3
3.5	Vacancies	3
3.6	Leave of Absence	3
3.7	Director Removal	4
3.8	Location of Meetings	4
3.9	Annual Meeting	4
3.10	Regular Meetings of the Board	5
3.11	Special Meetings of the Board	5
3.12	Notice of Meetings	5
3.13	Waiver of Notice	6
3.14	Executive Session	6
3.15	Quorum of Board	6
3.16	Action of Board Meetings	6
3.17	Director Emeritus	7
ARTICLE IV		
	OFFICERS	7
4.1	Enumeration of Officers	7
4.2	Election and Tenure of Officers	7
4.3	Resignation and Removal	7
4.4	Term Limits for Officers	8
ARTICLE V		
	DUTIES OF OFFICERS	8
5.1	President	8
5.2	Vice-President	8
5.3	Chief Executive Officer	8
5.4	Treasurer	8

5.5	Secretary	9
5.6	Additional Powers of Officers	9
ARTICLE VI		
	COMMITTEES.....	9
6.1	Committees: Permanent and Temporary	9
6.2	Termination of Committees.....	9
6.3	Committees.....	9
6.4	Permanent Committee: Finance Committee	10
6.5	Permanent Committee: Executive Committee	10
6.6	Permanent Committee: Fundraising Committee	10
6.7	Permanent Committee: Board Affairs Committee	10
ARTICLE VII		
	CONFLICTS OF INTEREST AND CONFIDENTIALITY; INTERESTED PARTIES	11
7.1	Conflicts of Interest and Confidentiality.....	11
7.2	Transactions with Interested Parties.....	11
ARTICLE VIII		
	INDEMNIFICATION.....	11
8.1	Generally	11
8.2	Advances; Repayments	12
8.3	Authorization of Payment of Indemnification.....	12
8.4	Heirs, Executors and Administrations.....	12
8.5	Adverse Amendments.....	13
8.6	Employees and Staff.....	13
ARTICLE IX		
	MISCELLANEOUS PROVISIONS.....	13
9.1	Parliamentary Procedure	13
9.2	Corporate Seal.....	13
9.3	Execution of Instruments	13
9.4	Fiscal Year.....	14
9.5	Restriction of Activities of Representatives.....	14

ARTICLE I
NAME, LOCATION, PURPOSE

1.1 Name

The name of the Corporation shall be the Massachusetts Alliance of Portuguese Speakers, Inc., and may be known and may conduct business as “MAPS.”

1.2 Location

The principal office of the Corporation shall be located in the Commonwealth of Massachusetts and at the place designated in the 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 hereinafter 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”), which is 1046 Cambridge Street, Cambridge, MA, 02139. The Board (as defined below) may change the location of the principal office in the Commonwealth of Massachusetts upon filing a certificate or annual report indicating the new location with the Secretary 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.

1.3 Purpose

The mission of the Massachusetts Alliance of Portuguese Speakers is to improve the lives of Portuguese-speaking individuals and families from Massachusetts and help them become contributing, active participants in American society while maintaining a strong ethnic identity and a sense of community. MAPS works with and for the Brazilian, Cape Verdean, Portuguese, and other Portuguese-speaking communities to increase access and remove barriers to health, education and social services, through direct service, advocacy, leadership and community development.

The organization’s programs are dedicated to serving immigrants and their families from across the racially, ethnically and culturally diverse Portuguese-speaking world as well as supporting any underserved individuals in Massachusetts from other backgrounds who may benefit from our assistance on specific issues that align with the purpose of MAPS. MAPS is committed to finding innovative, community-based approaches to meeting the needs of its constituents, and to serving people from all walks of life, regardless of race, ethnicity, national origin, religion, sexual orientation, gender/gender identity, disability (physical or mental), age, economic status, and points of view. In pursuing such purposes, MAPS shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II **MEMBERSHIP**

2.1 No Members

The Corporation shall have no members and shall be governed by the Board of Directors (collectively the “Board” or the “Directors,” and each a “Director”). No person now or hereafter designated by the Corporation as a “member” for any purpose shall be or be deemed to be a member for purposes of the Articles of Organization or By-Laws of the Corporation or for purposes of Chapter 180 of the Massachusetts General Laws, as amended from time to time, or any other law, rule or regulation. Any action or vote required or permitted by Chapter 180 of the Massachusetts General Laws, as amended from time to time, or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the Directors of the Corporation.

ARTICLE III **BOARD OF DIRECTORS**

3.1 Powers of the Board

The Board shall manage the affairs of the Corporation and shall have and may exercise all powers of the Corporation, except those powers reserved to the Chief Executive Officer (“CEO”) by Chapter 180 or these By-Laws. .

3.2 Number (Board Size)

Except as otherwise provided for herein, the Board shall consist of **fifteen (15) persons**:

1. Who shall be elected by the Directors of the current Board;
2. Who are of Portuguese-speaking descent, the spouse/partner of an individual of Portuguese-speaking descent, demonstrate fluency in the Portuguese language or be an individual interested in supporting and/or working in the community;
3. Who have reached the age prescribed by law to enter into contracts; and
4. Who are not the spouse/partner, parent, child, or sibling of any other Director or staff member.

3.3 Nominations and Election

The nomination process shall be as follows. There shall be a Board Affairs Committee appointed by the President whose responsibility it shall be to solicit and verify from the community qualified candidates for the Board. The Board Affairs Committee shall present a ballot of candidates at the annual meeting held within 120 days of the close of the Fiscal Year (“Annual Meeting”) or at a held at any date and time when called by the President or by five (5) or more Directors (“Special Meeting”) called for the election to the Board.

The election of the Board will take place by secret ballot at the Annual Meeting or at a Special Meeting called for that purpose. Individuals receiving the highest number of votes will be elected.

3.4 Tenure

The term of office for each Director of the Board shall be three (3) years. The term shall commence as of the day of election and shall terminate upon the member's resignation, whether voluntary or involuntary, death, removal, or expiration of the three-year period. A position's tenure shall commence the day of election and shall terminate upon the election of a successor to that position as provided for herein.

Directors may be re-elected to successive terms.

3.5 Vacancies

Any vacancies created on the Board in the interim during the term of a position from any cause whatsoever such as death, resignation, or removal may be filled for any remaining portion of the term by the Board. The Board may fill any vacancy on the Board by an affirmative vote of a majority of Directors present at (i) the regularly held meeting of the Board ("Regular Meetings") subsequent to creation of the vacancy or (ii) a Special Meeting called to fill the vacancy.

A voluntary resignation shall be treated as formally tendered upon the written receipt of a notice of resignation to the President or any other Officer of the Corporation.

The absence of a Director at three (3) Regular Meetings of the Board within any fiscal year shall be considered an involuntary resignation as if submitted in writing as provided for herein. The Board may reinstate a Director who has resigned involuntarily in this manner, by a three-fourths (3/4) vote of Directors present at a Regular Meeting subsequent to said involuntary resignation or at a Special Meeting called to fill the vacancy created by that involuntary resignation. The Board may grant an exception to the involuntary resignation requirement. Such request shall be submitted in writing.

3.6 Leave of Absence

If a Director has requested, in writing, and has been granted, a leave of absence from the Board, such leave shall not exceed 12 months. A leave of absence must be approved by a majority vote of the Board.

During a leave of absence, such Directors shall be kept on all communications of the Board. A Director on a Leave of Absence may not be allowed to vote. A Director on a leave of absence can rescind their leave at any time and reactivate their status.

Upon expiration of the leave of absence and failure to rejoin the Board at the first scheduled Board meeting following the term of the authorized leave of absence, the Director shall be considered to have resigned involuntarily.

At no time are there to be more than two (2) Directors on an approved leave of absence.

3.7 Director Removal

A Director may be removed from the Board by a three-fourths (3/4) vote of all the Board not currently on a leave of absence for obstructing the Corporation in carrying out its purposes as set forth in these By-Laws or for acting in a manner harmful to the interests, purposes or good standing of the Corporation.

The vote on removal shall occur at the next Regular Meeting or at a Special Meeting called for the purposes of voting on the proposed removal. Any Director proposed for removal shall be entitled to written notice of the intent to vote on the proposed removal and the reason for the proposed removal delivered at least seven (7) calendar days prior to the Regular Meeting or Special Meeting. The Director shall be given an opportunity to respond.

3.8 Location of Meetings

All meetings of the Board may be held at the principal office of the Corporation or at such place in the Commonwealth of Massachusetts as the Board shall determine. The Board may also hold meetings by means of a conference telephone, video conference or similar communication 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. Meetings may be held in a hybrid fashion in which some Directors or other participants are physically present, and others are participating via phone or video conference.

The place at which any given meeting is to be held shall be specified in the notice of such meeting in accordance with Section 3.12 of these By-Laws.

3.9 Annual Meeting

The Annual Meeting of the Board shall be held within 120 days of the close of the Fiscal Year at such hour and place as the Board shall determine. The purpose of the Annual Meeting shall be prescribed by Chapter 180, by the Articles of Organization, and by these By-Laws. Purposes for which an Annual Meeting is to be held in addition to those required by Chapter 180, by the Articles of Organization, and by these By-Laws may be specified by the Board and included in notice of such meeting, in accordance with Section 3.12 of these By-Laws.

Every effort will be made to accommodate the linguistic needs of community members present at the meeting. If such Annual Meeting is not held during the prescribed time, a special meeting must be held in place thereof, and any business transacted, or election held at such meeting shall have the same effect as if transacted and held at the Annual Meeting.

3.10 Regular Meetings of the Board

Regular Meetings of the Board shall be held on the fourth Tuesday of every month, except in July and August, unless the Board shall otherwise provide by vote or by email, at the Corporation's principal office or at such other places within the Commonwealth of Massachusetts and at such times as the Board may determine. The Board may also hold meetings by means of a conference telephone, video conference or similar communication 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. Meetings may be held in a hybrid fashion in which some Directors or other participants are physically present, and others are participating via phone or video conference. Notice of Regular Meetings shall be given as provided in Section 3.12 of these By-Laws.

3.11 Special Meetings of the Board

Special Meetings of the Board may be held at the principal office of the Corporation or any other place. Special Meetings of the Board may also be held by means of a conference telephone, video conference or similar communication 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. Meetings may be held in a hybrid fashion in which some Directors or other participants are physically present, and others are participating via phone or video conference. Special Meetings may be held at any date and time when called by the President or by five (5) or more Directors. Notice of any Special Meeting shall be given as provided in Section 3.12 of these By-Laws.

3.12 Notice of Meetings

Notice of the date, time, place, and purpose of the Annual Meeting of the Board shall be given to each Director by the President, the Secretary, or by staff on their behalf. In the case of the death, absence, incapacity, or refusal of the President or the Secretary, notice shall be given by the Officer or one of the Directors calling the meeting. Such notice shall be in written form, in English and Portuguese, and shall be mailed, emailed, posted on social media platforms, or otherwise delivered in person according to each Director's usual or last known address at least ten (10) calendar days before the Annual Meeting.

Reminders of the date, time, place, and purpose of the Regular Meeting of the Board may be given to each Director by the President, the Secretary, or by staff on their behalf. In the case of the death, absence, incapacity, or refusal of the President or the Secretary, reminders may be given by the Officer or one of the Directors calling the meeting. Such reminders may be in written form, in English and Portuguese, and may be mailed, emailed, or otherwise delivered in person according to each Director's usual or last known address before the Regular Meeting.

Notice of the date, time, place, and purpose of the Special Meeting of the Board shall be given to each Director by the President or the Secretary or by staff on their behalf. In the case of the death, absence, incapacity, or refusal of the President or the Secretary, notice shall be given by the Officer or one of the Directors calling the meeting. Such notice shall be in written form, in English and Portuguese, and shall be mailed, emailed, posted on social media platforms, or otherwise delivered in person according to each Director's usual or last known address at least five (5) calendar days before the Special Meeting. If shorter notice is adequate under the circumstances, the President or the Secretary may provide notice to each Director in person, by telephone, video call, or other similar communication equipment at least forty-eight (48) hours before the Special Meeting.

3.13 Waiver of Notice

Notice of any meeting of the Board need not be given: (i) to any Director who, either before or after the meeting, delivers a waiver of notice, either in writing or by electronic mail, which is filed with the records of the meeting; or (ii) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice.

3.14 Executive Session

During any Regular or Special Meeting of the Board, a majority of the members of the Board voting may authorize an Executive Session. Participation in Executive Sessions presupposes a commitment of absolute confidentiality by all attendees. Other individuals may be invited to attend all or portions of an Executive Session as deemed necessary by the Board. Only the Directors, in consultation with the Executive Committee, may disclose any element of Executive Session proceedings when and as deemed appropriate.

3.15 Quorum of Board

At any Regular or special Meeting of the Board, a quorum will constitute one-third (1/3) or five (5) Directors, whichever is less, of the Board then in office but not on a leave of absence for the purpose of transacting business; but a lesser number may adjourn.

3.16 Action of Board Meetings

Whenever a quorum is present at a Regular Meeting or a Special Meeting of the Board, except when a larger vote is required Chapter 180 or these By-Laws, the affirmative vote of a majority of the members of the Board present and voting shall decide any question brought before the meeting.

Proxy votes will be recorded in the minutes of the meeting. A Director who is present in person or by means of a conference telephone, video conference or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, shall be considered effectively present for participation of board actions and votes. All Directors of the Board may vote by email or

other electronic platforms (including, but not limited to video conference, electronic surveys or electronic forms).

3.17 Director Emeritus

Any Director, having served a complete term as a Director of the Board, may, by a majority vote of the Board, be appointed to the position of Director Emeritus. Said position is to be honorary in nature without any power, authority, voting rights, responsibility, or obligation of a member of the Board.

ARTICLE IV **OFFICERS**

4.1 Enumeration of Officers

The officers of the Corporation shall consist of the President, Vice-President, Treasurer and Secretary (each an "Officer" and collectively, the "Officers"). All Officers may also be Directors.

4.2 Election and Tenure of Officers

The President, Vice-President, Treasurer and Secretary shall be elected every two years by the Board at the first Regular Meeting following the Annual Meeting. Except as otherwise provided by law, the Articles of Organization or these By-Laws, all Officers shall hold office until a successor is elected and qualified or until the death, resignation or removal of that Officer. If the office of President, Vice-President, Treasurer or Secretary becomes vacant, the Board shall elect a successor; if any other office becomes vacant, the Board may elect a successor. Each such successor shall hold office for the unexpired term and in the case of the President, Vice-President, Treasurer or Secretary, until a successor is chosen and qualified, or in each case until the Officer sooner dies, resigns, is removed or becomes disqualified.

No Officer may hold two or more offices of the Corporation concurrently. Any Officer vacancy created in the interim between elections for any cause whatsoever shall be filled for any unexpired portion of a term at a subsequent meeting of the Board then in office.

4.3 Resignation and Removal

Any Officer may resign by delivering a written resignation notice to the President or to the Corporation at its principal office or via electronic mail and such resignation shall be effective upon receipt, unless it is specified to be effective at some later time and no acceptance of such resignation shall be necessary to make it effective.

The Board may remove any Officer, with or without cause, by a vote of a majority of the Directors then in office. Said vote on removal shall occur at a Regular Meeting or at a Special Meeting called for voting on the removal of such Officer.

4.4 Term Limits for Officers

Elected Officers may not serve more than two (2) consecutive two-year terms. If an Officer serves for a period of less than three (3) months, then that period of time shall not count towards the two-year term limit.

ARTICLE V **DUTIES OF OFFICERS**

5.1 President

The duties of the President shall be to exercise general oversight authority on behalf of the Corporation. The President shall preside at all meetings of the Board, except as the Board shall otherwise determine, shall see that all orders and resolutions of the Board are varied out, and shall perform any other duties as the Board may assign. The President shall, among other duties prepare the agenda for Board meetings, maintain regular contact with the CEO and chair of the Executive Committee.

The President may vote as any other member when the vote is by ballot. In all other cases, the President may (but is not obliged to) vote whenever their vote will affect the result. That is, they may vote to either break or cause a tie; or, in a case where a two-thirds (2/3) vote is necessary, they may vote to attain or block the attainment of the two-thirds (2/3).

5.2 Vice-President

The Vice-President shall preside in the absence of the President at all meetings of the Board when the President is not present. All powers entrusted to the President shall be entrusted to the Vice-President if they are presiding at any meeting in the President's absence.

5.3 Chief Executive Officer

The Board shall appoint a CEO of the Corporation, whose authority and responsibility shall be to manage and operate the Corporation's affairs in accordance with the general policies and directions specified by the Board. The CEO shall be authorized to hire, terminate and supervise the daily operations of the employees of the Corporation, and shall have such additional authority and duties as the Board may from time to time prescribe. The CEO shall report to and be directly responsible to the President and Board. The CEO shall not be a Director but shall be invited to and shall participate in Board meetings except as the Board or Executive Committee shall otherwise determine.

5.4 Treasurer

The Treasurer shall cause regular books of account to be kept, and shall render to the Board, from time to time as may be required, an account of the financial condition of the Corporation, shall deliver an annual report at the annual meeting, and shall perform all other duties properly required of the Treasurer by the Board.

5.5 Secretary

The Secretary shall attend all sessions of the Board, except as the Board shall otherwise determine, and all meetings of the Corporation and shall record all votes and the minutes of all proceedings, and shall perform like duties for the standing committees when required. The Secretary shall keep a copy of the organizational documents of the Corporation, including any amendments thereto. The Secretary shall give or cause to be given notice of all meetings of the Board and shall perform all other duties as the Board or President shall assign. The Secretary shall be the custodian of the records of the Corporation.

In the absence of the Secretary, the minutes of all meetings of the Board shall be recorded by the person designated by the President or by the Board.

5.6 Additional Powers of Officers

Each Officer, subject to these By-Laws shall have in addition to the duties and powers herein set forth, such duties and powers as the Board may from time to time designate and also such duties and powers as are customarily incident to their office.

ARTICLE VI **COMMITTEES**

6.1 Committees: Permanent and Temporary

The Board, in its discretion, may from time to time establish such permanent committees and define or limit the powers and duties thereof, and thereafter may disband the same, as it deems appropriate to discharge its responsibilities. The board may also establish temporary committees as it may deem necessary and appropriate to address specified areas of responsibility.

6.2 Termination of Committees

A temporary committee may be terminated at any time by the Board. A permanent committee may be terminated by majority vote of the Board present and voting.

6.3 Committees

The Board may elect or appoint from their own number an Executive Committee to consist of not fewer than two members, and such other committees (which may include individuals who are not Directors) as they may from time to time determine necessary or advisable, and may delegate, to the extent permitted by law, the Articles of Organization or these By-Laws, such powers and duties thereto as they may deem advisable. Unless the Board otherwise determines, the Executive Committees shall have the power to act on all matters requiring prompt action between meetings of the Board except such matters as are specified in Section 55 of Chapter 156B of the Massachusetts General Laws.

At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the elected members of such committee. Any committee may, subject to the approval of the Board, make further rules for the conduct of its business. However, unless otherwise provided by vote of the Board or by rules established by the Board, the business of any committee shall be conducted in the same manner as is provided in these By-Laws for the Board. The members of any committee shall serve on such committee at the pleasure of the Board.

6.4 Permanent Committee: Finance Committee

There shall be a permanent Finance Committee chaired by the Treasurer or other member of the Board, as appointed. The Finance Committee will be responsible for reviewing the annual organizational budget and recommending it to the Board.

6.5 Permanent Committee: Executive Committee

There shall be a permanent Executive Committee chaired by the President. It shall include the Vice-President, the Treasurer, the Secretary and the CEO. The Executive Committee shall have the primary responsibility to oversee the normal administrative and operational activities of the Corporation. In case of an emergency, as declared by the President; the Executive Committee shall act on behalf of the Board. In all such cases, the President shall report such emergency actions at the next Regular Meeting of the Board or at a Special Meeting called for the purpose of reporting said emergency actions.

During July and August, the Executive Committee shall act on behalf of the Board, and the President shall report any such actions taken by the Executive Committee at the next Regular Meeting of the Board or at a Special Meeting called for the purpose of reporting such action. The Executive Committee cannot modify any action taken by the Board. The Executive Committee shall act as otherwise allowed in these By-Laws.

6.6 Permanent Committee: Fundraising Committee

There shall be a permanent Fundraising Committee which shall have primary responsibility for developing fundraising strategies necessary to carry on the functions of the Corporation. This committee may include both members of the Board and Staff.

6.7 Permanent Committee: Board Affairs Committee

There shall be a permanent Board Affairs Committee to ensure that there is equal representation of the communities the Corporation serves (as set forth in Section 1.3 of these By-Laws) on the Board. The committee will also be responsible for seeking out potential Directors and filling all vacancies during the calendar year. The committee will also make recommendations to the Board on areas relating to Board membership.

ARTICLE VII
CONFLICTS OF INTEREST AND CONFIDENTIALITY; INTERESTED PARTIES

7.1 Conflicts of Interest and Confidentiality

All Directors and Officers shall comply in all respects with the conflict of interest policies and procedures and the confidentiality obligations as adopted by the Board and as applicable to the Corporation.

7.2 Transactions with Interested Parties.

The Corporation may enter into contracts and transact business with one or more of its Directors or Officers or with any corporation, organization or other concern in which one or more of its Directors or Officers are directors, officers, stockholders, partners or otherwise interested; and, in the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such Directors or Officers of the Corporation have or may have interests which are or might be adverse to the interest of the Corporation even though the vote or action of Directors or Officers having such adverse interest may have been necessary to obligate the Corporation upon such contract or transaction. In the absence of fraud, no Director or Officer of the Corporation having such adverse interest shall be liable to the Corporation or to any creditor thereof or to any other person for loss incurred by it under or by reason of such contract or transaction, nor shall any such Director or Officer be accountable for any gains or profits realized thereon. If the Corporation enters into a contract or transacts business with any Director or Officer, such Director or Officer shall provide written notice of the contract or transaction to the Board. Such notice shall be provided by mail, email, or other electronic platforms at least 10 calendar days prior to performance of the contract or transaction.

ARTICLE VIII
INDEMNIFICATION

8.1 Generally

The Corporation shall, to the 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 person who may serve or who has served at any time as an Officer (including assistant officers), Director, employee or staff (collectively, "Indemnified Persons" and each an "Indemnified Person") of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, in which an Indemnified Person is or may become involved by reason of serving or having served in such capacity; provided that no indemnification shall be provided for any such Indemnified Person with respect to any proceeding as to which there shall have been a final adjudication that the Indemnified

Person did not act in good faith good faith in the reasonable belief that such action was in the best interests of the Corporation and with such care as an ordinarily prudent person in a like position with respect to a similar corporation organized under Chapter 180 would use under similar circumstances.

8.2 Advances; Repayments

Such indemnification may, to the extent authorized by the Board, include payment by the Corporation of expenses, including attorneys' fees, reasonably incurred 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 to repay such payment if not entitled to indemnification under this Section which undertaking may be accepted without regard to the financial ability of such Indemnified Person to make repayment.

8.3 Authorization of Payment of Indemnification

The payment of indemnification or advance shall be conclusively deemed authorized under this Article, and each Director or Officer approving such payment shall be wholly protected, if:

- a) the payment has been approved or ratified (1) by a majority vote of the Directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate); or
- b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Board in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the Directors then in office; or
- c) the Directors have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws, as amended from time to time; or
- d) a court having jurisdiction shall have approved the payment.

8.4 Heirs, Executors and Administrations.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

8.5 Adverse Amendments.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

8.6 Employees and Staff

To the extent legally permissible, the Corporation may indemnify any employee or staff of the Corporation to the extent authorized by the Board by an affirmative vote of a majority of the Directors entitled to vote. The foregoing provisions of this Article 8 shall apply to any indemnification of any employee or staff member under this Section 8.6.

ARTICLE IX **MISCELLANEOUS PROVISIONS**

9.1 Parliamentary Procedure

Robert's Rules of Order shall govern the conduct of any meeting of the Board.

9.2 Corporate Seal

The seal of the Corporation shall be subject to alternation by the Board, and shall consist of a flat-faced circular die with the words "MASSACHUSETTS" and "CORPORATE SEAL" together with the name of the Corporation and the year of its organization, but engraved thereon.

9.3 Execution of Instruments

All contracts, bonds, notes, checks, drafts and other instruments authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the CEO or, in his/her absence, the President or Treasurer, except as the Board may generally or in particular cases otherwise determine.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the President and the Secretary shall attest to such signatures and affix the Corporate Seal to the instruments, 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, By-Laws, resolutions or votes of the Corporation.

9.4 Fiscal Year

Except as from time to time otherwise provided by the Board, the fiscal year of the Corporation shall be twelve (12) months ending the last day of June of each year.

9.5 Restriction of Activities of Representatives

Notwithstanding any other provision of these By-Laws, no Officer or Director or any other representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken by an organization exempt under Section 501(c)(3) of the Internal Revenue Code 1986, as amended.

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