

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

ARTICLE I

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The exact name of the corporation is:

Friends of the Bruce Freeman Rail Trail, Inc.

ARTICLE II

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

- (1) To work for the creation of a multipurpose recreational trail and alternative transportation corridor known as the Bruce Freeman Rail Trail connecting the city of Lowell and the towns of Chelmsford, Westford, Carlisle, Acton, Concord, Sudbury and Framingham and generally following the route of an unused railroad line formerly known as the Framingham & Lowell Railroad;
- (2) To work for the creation of trails and paths in the above communities that will facilitate connections with the Bruce Freeman Rail Trail;
- (3) To promote the use and enjoyment of the Bruce Freeman Rail Trail; and

- (4) To assist the communities through which the Bruce Freeman Rail Trail passes to maintain it in good condition.

The purposes for which the corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

There shall be one class of members. Any interested individual or organization subscribing to the purposes of the corporation may become a member of the corporation upon payment of annual dues in an amount and at such times as established by the Board of Directors. Each member shall be entitled to one vote on each matter submitted for a vote of the members. Organizational members shall be entitled to one vote which shall be made by a member or officer of such organization duly authorized to exercise the organizational member's voting power. Any members whose annual dues remain unpaid for 90 days shall be deemed to have resigned as a member on the 90th day that such dues remain unpaid. Any members may resign by filing a written notice of resignation with the Secretary of the corporation.

ARTICLE IV

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the corporation take part in any political campaign on behalf of any candidate for public office.

No assets of the corporation shall inure to the benefit of any private individual.

Upon dissolution and liquidation of the corporation, any remaining assets shall be transferred only to an organization having like charitable, scientific, literary, and educational purposes as are permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding financial or recording officers, whose names are set out on the following page, have been duly elected.

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

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth.

ARTICLE VII

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

a. The street address of the principal office of the corporation in Massachusetts is:

Friends of the Bruce Freeman Rail Trail, Inc. c/o Thomas S. Michelman, Secretary,

6 Magnolia Drive, Acton, MA 01720

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

	<u>Name</u>	<u>Residential Address</u>	<u>PO Address</u>
President:	Robert M. Armstrong	103 Coolidge Road, Concord MA 01742	Same
Treasurer:	Barbara B. Pike	118 Border Road, Concord MA 01742	Same
Secretary:	Thomas S. Michelman	6 Magnolia Drive, Acton MA 01720	Same
Directors:	Robert M. Armstrong	103 Coolidge Road., Concord MA 01742	Same
	Mary Christine Corr	66 Raymond Road, Concord MA 01742	Same
	Robert D. Hall	30 Possum Lane, Sudbury MA 01776	Same
	Stuart A. Johnstone	91 Pine Street, Concord MA 01742	Same
	Paul J. Malchodi	2 Shady Lane, Acton MA 01720	Same
	Charles F. Martin	26 Autumn Lane, Lincoln MA 01773	Box 727 Concord MA 01742
	Thomas S. Michelman	6 Magnolia Drive., Acton MA 01720	Same
	Barbara B. Pike	118 Border Road, Concord MA 01742	Same
	Joyce L. Reischutz	176 Great Road, Acton MA 01720	Same
	Richard C. Williamson	21 Pendleton Road., Sudbury MA 01776	Same

- c. The fiscal year of the corporation shall end on the last day of the month of: December
- d. The name and business address of the resident agent, if any, of the corporation: N/A

I, the below signed incorporator, do hereby certify under the pains and penalties of perjury that I have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I do hereby further certify that to the best of my knowledge the above-named officers and directors have not been similarly convicted.

Robert M. Armstrong

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I, whose signature appears below as incorporator and whose name and business or residential address *are clearly typed or printed* beneath such signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator this 16th day of November, 2004.

Robert M. Armstrong

103 Coolidge Road, Concord MA 01742

**BY-LAWS
OF
Friends of the Bruce Freeman Rail Trail, Inc.**

Adopted by the Board of Directors on 11/16/2004.
Amended on 11/24/2013 and on 11/24/2024

**ARTICLE I
NAME, PURPOSES AND OFFICES**

Section 1. NAME. The name of the corporation shall be: Friends of the Bruce Freeman Rail Trail, Inc.

Section 2. PURPOSES. The purposes of the corporation shall be as set forth in the Articles of Organization.

Section 3. PRINCIPAL OFFICE. The principal office of the corporation shall be located in Acton, Massachusetts. The Directors may at any time and from time to time change the location of the principal office of the corporation in the Commonwealth.

Section 4. OTHER OFFICES. The corporation may also have offices at other locations, within or without the Commonwealth of Massachusetts, as the Directors may from time to time designate.

**ARTICLE II
MEMBERSHIP**

Section 1. MEMBERS. The original members of the corporation shall be Robert M. Armstrong, Mary Christine Corr, Robert D. Hall, Stuart A. Johnstone, Paul J. Malchodi, Charles F. Martin, Thomas S. Michelman, Barbara B. Pike, Joyce L. Reischutz and Richard C. Williamson. The members of the corporation shall consist of a single class of active, voting members. Any interested individual or organization subscribing to the purposes of the corporation may become a member of the corporation upon payment of annual dues in an amount and at such times as set by the Directors.

Section 2. RIGHTS OF MEMBERS. The right of a member to vote and all ~~their his or her~~ right, title and interest in or to the corporation shall cease on the termination of ~~his or her their~~ membership. No member shall be entitled to share in the distribution of any part of the assets or property of the corporation, whether upon liquidation, dissolution or otherwise.

Section 3. NUMBER OF MEMBERS. The total number of members of the corporation shall be unlimited. The Clerk shall keep a list of the names and addresses (physical or email) of all members, and such list shall be conclusive as to whether a person or organization is or is not a member of the corporation.

Section 4. RESIGNATION. A member of the corporation may at any time resign by written resignation addressed and delivered to the President or Clerk of the corporation. Such resignation shall become effective as of date delivered or as otherwise stated.

Section 5. REMOVAL. A member of the corporation may be removed at any time with or without cause by a majority vote of the Board of Directors at any duly held regular or special meeting of the Directors, provided that the proposal to remove such member was specifically set forth in the notice of the meeting. Any such member shall be entitled to appear before and be heard at such meeting.

ARTICLE III **MEETINGS OF THE MEMBERS**

Section 1. PLACE. All meetings of the members of the corporation shall be held at the principal office of the corporation or at such other place within or without the Commonwealth of Massachusetts as may be fixed by the Directors or the President and stated in the notice of the meeting.

Section 2. ANNUAL MEETING. The annual meeting of the members of the corporation shall be held on the third Sunday of November in each year at 2:00 PM, or such other hour or time as may be stated in the Notice of the Annual Meeting, for the purpose of electing the Board of Directors and for the transaction of such other business as may properly come before the meeting. If in any year the annual meeting is not held on said date, a special meeting may be held in lieu thereof at a later date and the business transacted at such meeting shall have the same force and effect as if transacted at the annual meeting.

Section 3. SPECIAL MEETINGS. Special meetings of the members of the corporation may be called at any time by the President of the corporation, or a majority of the Board of Directors, and shall also be called upon the written request of five percent or more of the members of the corporation, addressed to the Clerk, and stating the object of such meeting.

Section 4. NOTICE. Written notice stating the place, day and hour of all meetings of members and the purpose or purposes thereof shall be given by the Clerk, or in the case of ~~his~~~~their~~ death, absence, incapacity or refusal, by any other officer, at least seven (7) days before the meeting to each member of the corporation by leaving such notice with him or at ~~his~~~~their~~ residence or usual place of business or by mailing it postage prepaid addressed to ~~them~~~~him~~ at either such address, or by sending ~~them~~~~him~~ a message via electronic mail at an address designated by the member. No notice of the time, place or purposes of any annual or special meeting of the members of the corporation shall be required if every member entitled to notice thereof or his attorney thereunto duly authorized, by a writing which is filed with the records of the meeting, waives such notice.

Section 5. QUORUM. At any meeting of the members of the corporation, the lesser of ~~3020~~ members or three percent of the members of the corporation in person or by proxy shall constitute a quorum. A majority of the members present, even though less than a quorum is present, may vote to adjourn from time to time, and any meeting so adjourned may upon the obtaining of a quorum be held without further notice than the announcement at the meeting when the vote for adjournment was taken, and any business may be transacted at any such adjourned meeting which might have been transacted at the meeting if a quorum had been present at the time originally set for the meeting.

Section 6. VOTING. Each member of the corporation shall be entitled to one vote in person or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than six months prior to the meeting at which it is used. The election of ~~D~~irectors, and upon demand of any member the vote upon any other question before the meeting, shall be by ballot. The affirmative vote of a majority of the members present at any meeting shall be necessary for action with respect to the matter voted upon, except as otherwise provided by law or these By-Laws.

Section 7. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a majority of all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of members. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE IV **DIRECTORS AND OFFICERS**

Section 1. TITLE AND QUALIFICATIONS. The corporation shall have a Board of Directors consisting of not less than three nor more than ~~twenty~~~~twenty-five~~ voting Directors, a President, a Treasurer, a Clerk, who may use the title of "Secretary", and such other officers and agents as the Board of Directors may determine. The same person may hold more than one office, and any Officer may also serve as a Director. A Director or officer shall be a member of the corporation and no officer need be a Director of the corporation. The Clerk shall be a resident of Massachusetts. No Director shall receive

compensation for ~~his or her~~their services as such; but may be reimbursed for actual out-of-pocket expenses incurred in service as a Director.

Section 2. ELECTION AND TENURE OF DIRECTORS. The first and original Board of Directors shall be elected by the incorporators at their first meeting. Thereafter, the Board of Directors shall be fixed and elected by the members at their annual meeting or special meeting held in lieu thereof. Starting at the 2013 Annual Meeting, Directors shall hold office for three years and until their successors are chosen and qualified. The term of the Directors shall be staggered so that the terms of approximately one-third of them expire each year. The Board may use any reasonable method to allocate the initial terms of Directors to establish the staggering of terms.

If the number of the Board of Directors as fixed at the annual meeting in any year or meeting held in lieu thereof is less than ten, the members may at a subsequent meeting held for the purpose increase the Board of Directors by no more than four at any such meeting (provided that the total number shall in no event exceed twenty) and may elect the additional Director or Directors or authorize the existing Board of Directors to do so.

Section 3. ELECTION AND TENURE OF OFFICERS. The initial President, Treasurer and Clerk shall be elected by the incorporators at their first meeting. Thereafter the President, Treasurer and Clerk shall be elected annually by the Board of Directors and shall hold office for one year and until their successors are chosen and qualified. Other officers shall hold their offices at the pleasure of the Board.

Section 4. VACANCIES. The Board shall have power to fill vacancies in any office including the office of Director, for whatever reason occurring, but a person so chosen shall hold office only until the next annual meeting, or meeting in lieu thereof, and thereafter until his successor is chosen and qualified.

Section 5. RESIGNATION. A Director or Officer may at any time resign by written notice addressed and delivered to the President or Clerk of the corporation. Such resignation shall be effective as of the date delivered or as otherwise stated therein.

Section 6. REMOVAL. A Director may be removed at any time with or without cause by a majority vote of the members present -at any duly held regular or special meeting thereof, provided that notice of intention to remove such Director is set forth in the notice of the meeting. Any such Director shall be entitled to appear before and be heard at such meeting. Any Officer may be removed from office, either with or without cause at any time by vote of a majority of all the Directors at any duly held regular or special meeting of the Board of Directors.

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS -AND OFFICERS

Section 1. GENERAL POWERS OF THE BOARD. The Board of Directors shall have general management and control of the property and affairs of the corporation and shall

have and may exercise all powers of the corporation except such as are expressly reserved to the members by law or by these By-Laws.

Section 2. CERTAIN SPECIFIC POWERS OF THE BOARD. Without limiting the foregoing general powers, the Board of Directors shall have power to elect or appoint committees, officers, or agents, in addition to those elsewhere provided for in these By-Laws, to prescribe the term of office, title, powers, and duties of such committees, officers, or agents; to determine the reasonable compensation of officers, employees, and agents and to make rules and regulations governing such officers, employees, and agents; to designate a substitute officer to perform the duties and exercise any of the powers of any officers in the event of the absence or disability of such officer; and generally to take any action which they may deem fit and proper to carry out the charitable purposes of the corporation as set forth in the Articles of Organization. An Executive Committee may be appointed from among the Directors by resolution passed by a majority of the whole Board then in office, and such a committee shall have all of the powers of the Board of Directors except as specially limited by the Board.

Section 3. CUSTODY AND INVESTMENT OF FUNDS. The Board of Directors may from time to time engage the services of a financial institution to have the custody and safekeeping of the funds of the corporation, or any of said funds, and to undertake the management and investment thereof, collect the income, and make disbursements from time to time from the principal or income of funds so held to such persons and in such manner as the Board shall prescribe.

Section 4. PRESIDENT. The President shall, if present, be the presiding officer at all meetings of the members of the corporation and at all meetings of the Board of Directors. ~~He or she~~ They shall be the chief executive officer of the corporation with authority generally to administer the operation and personnel of the corporation and to perform such other duties as may be prescribed by law or by the Board of Directors.

Section 5. TREASURER. The Treasurer shall have general charge of the financial affairs of the corporation, with custody of all moneys, securities, valuable papers, books, and accounts, and shall have authority, in the name and on behalf of the corporation, subject always to the general supervision and control of the Board of Directors and except as they may otherwise order and as otherwise provided by law or these By-Laws, to receive and pay moneys; to collect debts due the corporation; to endorse for deposit bills, checks, drafts, and promissory notes payable to the corporation; to execute transfers or assignments of certificates of stock, bonds, and other securities; and, except as otherwise provided in these By-Laws, to execute, under the corporate seal or otherwise, deeds, mortgages, bonds, contracts, agreements, and other documents. They ~~He~~ shall keep full and accurate accounts of the financial transactions of the corporation including distributions made by it from time to time and shall make such statements or reports therefrom as the Board of Directors may from time to time require. They ~~He~~ shall sign such other instruments and perform such other duties as may be prescribed by law or by the Board of Directors. If required by the Board, they ~~he~~ shall give bond for the faithful

performance of his duties, in such form, in such amount, and with such surety as the Board may prescribe.

Section 6. CLERK. The Clerk shall keep a true record of the votes and business transacted at all meetings of the members of the corporation and of the Board of Directors in a book or books to be kept for the purpose and of which ~~they he~~ shall have custody. ~~They He~~ shall also have custody of the corporate seal, if any. ~~They He~~ shall give notices of meetings as required by these By-Laws or by law, and shall perform such other duties as may be prescribed by the Board of Directors or may be imposed upon ~~them him~~ by law.

Section 7. OTHER OFFICERS. Other officers or agents appointed by the Board of Directors shall have such duties and may exercise such powers as the Board may from time to time prescribe. D

Section 8. HONORARY DIRECTORS. The Directors shall have the power to appoint from time to time any number of persons to serve the Board in an honorary and advisory capacity and without vote. Persons so appointed need not be members of the corporation and will not become members by reason of their appointment. They shall hold office until their death or until sooner terminated by an affirmative vote of a majority of the Directors present and voting at a regular or special meeting of the Board. Meetings of the Board shall not be invalidated by reason of omission of notice to Honorary Directors of such meeting.

ARTICLE VI CONTRACTS AND SERVICES

Section 1. EXECUTION. The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance, and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

Section 2. INTEREST IN CONTRACTS. The Directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, Directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the Directors or officers are personally interested as stockholders, Directors, or otherwise shall be at arm's length and not violative of the proscriptions in the Articles of Organization against the corporation's use

or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the corporation if such contract, transaction, or act is a prohibited transaction or would result in the loss of the tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Regulations thereunder as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction, or other action.

ARTICLE VII DIRECTORS' MEETINGS

Section 1. TIME AND PLACE. A regular meeting of the Board of Directors for purposes of organization for the ensuing year, election of the officers and transaction of any other business shall be held immediately following the annual meeting of the members of the corporation or special meeting held in lieu thereof. Special meetings of the Board of Directors may be held upon order of the President, or of any two Directors, at such time and at such place, within or without the Commonwealth of Massachusetts, as may be designated in the notice or waiver of notice of the meeting.

Section 2. NOTICE. A Director present at any meeting of the Board shall be presumed to have received due notice thereof. Any meeting shall be a legal meeting without notice if each Director, his attorney thereto duly authorized, waives notice, either before or after the meeting, by a writing filed with the records of the meeting. Whenever notice to any Director of a meeting of the Board is required, such notice shall be sufficient, whether given orally, or by telephone or telegram, or by writing in hand or via electronic mail, if received by ~~them him~~ at least three days before the meeting; and the mailing, postage prepaid, of a notice, stating the time and place of the meeting and addressed to a Director at ~~their his~~ last known place of business or residence as appearing on the books of the corporation, at least five days before the meeting, shall be sufficient notice thereof to such Director,

Section 3. QUORUM. The presence of ~~more than 50 percent of the number of voting Directors (i.e., non-Honorary Directors) shall constitute a quorum at any meeting, five Directors shall constitute a quorum at any meeting,~~ but less than a quorum may adjourn any meeting finally or from time to time ~~by majority vote of those voting Directors in attendance.~~

Section 4. INFORMAL ACTION. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if ~~two-thirds of voting all the~~ Directors consent to ~~an electronic voting process the action~~ in writing, ~~and the written consents are filed with the records of the meetings of directors. The subsequent vote taken electronically must pass with a majority approving. The written consents and electronic vote results are filed with the records of the meetings of Directors~~ Such consents ~~and electronic votes~~ shall be treated for all purposes as a vote at a meeting.

Section 5. PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT. Unless otherwise provided by law or the Articles of Organization, members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee, as the case may be, through conference telephone, shared-screen meetings, 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 VIII
INDEMNIFICATION AND INSURANCE

OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. DIRECTORS AND OFFICERS. The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Code as amended is not affected thereby, indemnify each of its Directors and officers (including persons who serve at its request as Directors or officers of another organization in which it has any interest, direct or indirect, as a shareholder, creditor, or others or who serve at its request in any capacity with respect to any employee benefit plan) (the "Indemnatee"), against all Charges (as hereinafter defined) reasonably incurred by the Indemnatee in connection with any claim, action, suit, or other proceeding or investigation, whether civil or criminal and including appeals (the "Proceeding"), in which the Indemnatee may be involved or with which the Indemnatee may be threatened as a party, while in office or thereafter, by reason of the Indemnatee's being or having been such a Director or officer, except (a) with respect to any matter as to which the Indemnatee shall have been adjudicated in any Proceeding not to have acted in good faith in the reasonable believe that the Indemnatee's action was in the best interests of the corporation (or, to the extent that such matter related to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan) or, in the case of a criminal proceeding, to have had reasonable cause to believe that the conduct in question was unlawful (the "Indemnification Standard"); or (b) with respect to any matter as to which no adjudication as to the issues of the Indemnification Standard has occurred whereby the corporation may indemnify any Indemnatee unless it is determined (a) by a majority vote of a quorum consisting of Directors who were not parties to such Proceeding or (b) by independent legal counsel in a written opinion (which counsel shall be appointed if such quorum is not obtainable) that the Indemnatee did not meet the Indemnification Standard; provided however, that as to any matter disposed of by a compromise payment by the Indemnatee, pursuant to a consent decree or otherwise, no indemnification for any Charges shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a majority vote of a question consisting of Directors who were not parties to such Proceeding notwithstanding the above or (b) independent legal counsel in a written opinion (which counsel shall be appointed if such quorum is not obtainable) to the effect that such Indemnatee acted in accordance with the Indemnification Standard.

Section 2. EMPLOYEES AND OTHER AGENTS. The Board of Directors may, by general vote or by vote pertaining to a specific employee or agent or class thereof, authorize indemnification of the corporation's employees and agents, other than those officers, Directors, and persons referred to in Section 1 above, to whatever extent they may determine, which may be in the same manner and the same extent provided above.

Section 3. ADVANCES. Expenses, including attorneys' fees, reasonably incurred by any Indemnitee in connection with the proceeding, defense or disposition of any Proceeding shall be paid by the corporation, in advance of the final disposition thereof, no later than 45 days after the written request of the Indemnitee for such advance, unless it is determined (a) by a majority vote of a quorum consisting of Directors who were not parties to such Proceeding or (b) by independent legal counsel in a written opinion (which counsel shall be appointed if such quorum is not obtainable) the Indemnitee did not meet the Indemnification Standards; provided, however, that such advances shall only be made upon receipt of an undertaking by the Indemnitee to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized under this Article VIII, which undertaking may be accepted without reference to the financial ability of the Indemnitee to make repayment.

Section 4. OTHER RIGHTS AND REMEDIES. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which any Indemnitee seeking indemnification may be entitled under any By-Law, agreement or disinterested Directors, or otherwise, both as to action in the Indemnitee's official capacity and to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such Indemnitee. All rights to indemnification under this Article VIII shall be of the Indemnitee's being or having been such a Directors or officer, except (a) with respect to any matter as to which the Indemnitee shall have been adjudicated in any Proceeding not to have acted in good faith in the reasonable believe that the Indemnitee's action was in the best interests of the corporation (or, to the extent that such matter related to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan) or, in the case of a criminal proceeding, to have had reasonable cause to believe that the conduct in question was unlawful (the "Indemnification Standard"); or (b) with respect to any matter as to which no adjudication as to the issues of the Indemnification Standard has occurred whereby the corporation may indemnify any Indemnitee unless it is determined (a) by a majority vote of a quorum consisting of Directors who were not parties to such Proceeding or (b) by independent legal counsel in a written opinion (which counsel shall be appointed if such quorum is not obtainable) that the Indemnitee did not meet the Indemnification Standard; provided however, that as to any matter disposed of by a compromise payment by the Indemnitee, pursuant to a consent decree or otherwise, no indemnification for any Charges shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice

that it involves such indemnification: (a) by a majority vote of a question consisting of Directors who were not parties to such Proceeding notwithstanding the above or (b)

independent legal counsel in a written opinion (which counsel shall be appointed if such quorum is not obtainable) to the effect that such Indemnitee acted in accordance with the Indemnification Standard. deemed to be in the nature of a contractual obligation of the corporation bargained for by each Indemnitee who serves in such capacity at any time while these By-Laws and other relevant provisions of the Massachusetts General Laws, Chapter 180 and other applicable law, if any, are in effect. No repeal or modification of these By-Laws shall adversely affect any such rights or obligations then existing with respect to any states of facts then or therefore existing or any Proceeding thereto fore or thereafter brought based in whole or in part upon any such state of facts. The corporation shall also indemnify and Indemnitee for attorneys' fees, costs and expense in connection with the successful enforcement of the Indemnitee's right under this Article VIII.

Section 5. DEFINITION OF "CHARGES". As used in this Article VIII the term "Charges" shall include, without limitation, judgment awards, amounts paid in settlement, excise taxes, awards by other tribunals or bodies, attorneys' fees, costs, fines, penalties, and other liabilities actually and reasonably incurred by any Indemnitee in connection with any Proceeding.

Section 6. PROCEDURE FOR INDEMNIFICATION. The corporation will promptly pay any Indemnitee. If the Board of Directors determines that the Indemnification Standard of conduct has not been met, the person seeking indemnification may petition a court for an independent determination. In such court action, the corporation shall have the burden of proving that indemnification would not be proper. The Indemnitee shall, as a condition, precedent to the Indemnitee's right to be indemnified here under, give to the corporation written notice in writing as soon as practicable of any set of facts for which indemnity could or will be sought pursuant to this Article VIII.

Section 7. INSURANCE. The Board of Directors may authorize the purchase and maintenance of insurance, in such amounts as the Board of Directors may from time to time deem appropriate, on behalf of any person who is or was an Indemnitee against any liability incurred by such Indemnitee in any such capacity, or arising out of such person's status as Indemnitee, whether or not such person is entitled to indemnification by the corporation pursuant to this Article VIII or otherwise and whether or not the corporation would have the power to indemnify the person against such liability.

Section 8. SAVINGS CLAUSE. If this Article VIII or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each Indemnitee as to all Charges with respect to any Proceeding to the full extent permitted by any applicable portion of this Article VIII that shall not have been invalidated or by any other applicable law.

ARTICLE IX INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a fiduciary is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE X **FISCAL YEAR**

The fiscal year of the corporation shall, unless otherwise fixed by the Board of Directors, end on the 31st day of December in every year.

ARTICLE XI **CORPORATE SEAL**

The corporation may, but need not, have a seal which shall consist of a die bearing the name of the corporation and such other device or inscription as the Board of Directors may determine. The form of the seal may be changed by order of the Board of Directors.

ARTICLE XII **MISCELLANEOUS RESTRICTIONS**

Section 1. SHARING PROFITS PROHIBITED. No Director, officer, employee, member of a committee, or other person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors.

Section 2. DISSOLUTION. Upon the dissolution or liquidation of the corporation, whether the same be voluntary or involuntary, or upon any distribution whatever of the assets or property, no member, Director or officer of the corporation will be entitled to or receive any part of the assets or property of the corporation (other than as reasonable compensation for services actually rendered). Upon any such dissolution or liquidation of the corporation, all of the assets and property of the corporation remaining after payment of all of its liabilities shall be disposed of by being transferred to such other charitable, religious, scientific, literary, or educational organization or organizations which are then exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended and

which are devoted to aims similar or substantially similar to those of this corporation in such manner and as may be determined by the Board of Directors.

Section 3. EXEMPT ACTIVITIES. Notwithstanding any other provision of these By-Laws, no member, Director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code and the Regulations thereunder as they now exist or as they may hereafter be amended.

Section 4. NO LIABILITY OF DIRECTORS AND OFFICERS. The members of the Board of Directors and officers of the corporation shall not be personally liable for the debts, liabilities or other obligations of the corporation. Officers and Directors shall not be liable to the 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. The liability of a Director officer shall not be limited or eliminated for any of the Director's or officer's acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, or as a result of any transaction from which the Director or officer derived an improper personal benefit.

ARTICLE XIII **AMENDMENTS**

These By-Laws may be altered, amended, or repealed, and new By-Laws not inconsistent with any provision of the Articles of Organization or statute may be made by the affirmative vote of a majority of the members of the corporation entitled to vote thereon at any regular or special meeting of the members duly called after notice to the members of that purpose.