B

Examiner

Name Approved

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION
(Under G.L. Ch. 180)

ARTICLE I

The name of the corporation is:

Mansfield Youth Soccer, Inc.

ARTICLE II

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

SEE CONTINUATION SHEET A

98341055

C ☐
P ☑
M ☐
R.A. ☐

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P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8½ x 11 sheets of pap[er] leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requirin[g] each such addition is clearly indicated.

ARTICLE III

If the corporation has one or more classes of members, 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:

NOT APPLICABLE

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 SHEET B

* 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.

CONTINUATION SHEET A

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

(a) To promote, foster, advance, develop, supervise and voluntarily assist in all lawful ways the interest of players who will participate in youth soccer within the Town of Mansfield. To help and voluntarily assist players in developing qualities of citizenship, sportsmanship, and adulthood. For charitable purposes in connection with the encouragement in the building of physical fitness, citizenship, sportsmanship, character, and adulthood.

(b) Said corporation is formed for the purpose of promoting the game of soccer; of acquiring by lease, purchase or otherwise, and owning, holding and selling such real estate and personal property as may be necessary or convenient for the construction, maintaining and operation of field(s) and building(s) for soccer and other athletic sports for the use of its members and guests, and providing means and facilities for social friendship for its members and their guests and of acquiring by purchase, lease or otherwise of a club house, club rooms and other equipment, and to buy, sell and acquire all necessary paraphernalia, sporting goods and merchandise, and in the selling of the same to its members and guests, and to do all things necessary and incidental thereto in the furtherance of the purposes of this corporation.

(c) To promote, foster, encourage interest in soccer and other athletic activities; to provide places for holding meetings; to acquire and own such real estate and personal property as may be necessary; to do all things permitted by Chapter 180 of the Massachusetts General Laws.

(d) All such other purposes as are permissible for a corporation formed under Chapter 180 of the Massachusetts General Laws.

The corporation is organized exclusively for charitable and educational purposes within the meaning of Sec.501(1)(3) of the Internal Revenue Code of 1986, as amended.

CONTINUATION SHEET B

(a) No officer or Director shall be personally liable to the Corporation or its members for monetary damages for any breach of fiduciary duty as an officer or Director notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (i) for breach of the officer's or Director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the officer or Director derived an improper personal benefit.

(b) The Corporation shall make no contribution for other than religious, charitable, scientific, literary or educational purposes.

(c) The Corporation may be a partner to the maximum extent permitted by law in any enterprise which it would have power to conduct by itself.

(d) The Directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or the By-Laws requires action by the members.

(e) Meetings of the members may be held anywhere in Massachusetts.

(f) The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.

(g) The Corporation may make contracts of guarantee and suretyship, whether or not in furtherance of its purposes; provided, however, that (a) such contracts are necessary or convenient to the conduct, promotion or attainment of the business of a corporation all of the outstanding stock of which is owned, directly or indirectly by the Corporation; and (b) the Board of Directors of the Corporation has determined that such contracts are necessary or convenient to the conduct, promotion or attainment of the business of the Corporation.

(h) No part of the net earnings or the assets of the Corporation shall inure to the benefit of any member, officer or Director of the Corporation or any private individual, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its exempt purposes.

(i) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Internal Revenue Code, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles of Organization, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

CONTINUATION SHEET 8 PAGE 2

(j) In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute, in any proportion considered prudent, all the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes and at the time qualifying as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes. In all events, the Corporation shall comply with the provisions of Chapter 180, Section 11A of the Massachusetts General Laws.

(k) No contract or transaction between the Corporation and one or more of its members, Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its members, Directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the member, Director or officer is present at or participates in the meeting of the members or the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, nor shall any member, Director or officer be under any liability to the Corporation on account of any such contract or transaction if:

(1) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically approved by vote of the members; or

(3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, and if they are members, their votes may be counted for the purpose of a vote by the members approving such contract or transaction.

CONTINUATION SHEET B PAGE 3

(m) The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, officer, employee or other agent of the Corporation, or at its request as a Director, officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation (or, to the extent that such matter relates to serve with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefor shall be approved:

(i) by a majority vote of a quorum consisting of disinterested Directors;

(ii) if such quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;

(iii) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan);

(iv) by a majority vote of the members which majority may include interested members, Directors and officers; or

(v) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article, and (b) an undertaking by such individual to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such indemnified person may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporation personnel other than the persons designated in this Article may be entitled by contract, by vote of the Board of Directors, or otherwise under law.

As used herein the terms "person", "Director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" Director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereof, 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 hereof shall be held valid and be enforced to the fullest extent permitted by law.

(n) All references herein to (i) the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, (ii) any chapter of the Massachusetts General Laws shall be deemed to refer to said chapter as now in force and hereafter amended, and (iii) particular sections of the Internal Revenue Code or Massachusetts General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

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 below, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if a later date is desired, specify date, (not more than 30 days after date of filing).

The information contained in ARTICLE VII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VII

a. The post office address of the initial principal office of the corporation IN MASSACHUSETTS is.

27 Nelson Way, Mansfield, MA 02048

b. The name, residence and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Richard Skelly	27 Nelson Way Mansfield, MA 02048	SAME
Treasurer:	Bruce Fallows	15 Avon Street Mansfield, MA 02048	SAME
Clerk:	Christine Colwell	83 Tanya Drive Mansfield, MA 02048	SAME

Director— (or officers having the powers of directors).

NAME	RESIDENCE	POST OFFICE ADDRESS
SEE CONTINUATION SHEET C		

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

June

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:

NONE

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

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each 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(s) this 11th day of August 1978

Richard Skelly

Bruce Fallows

Christine Colwell

NOTE: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

CONTINUATION SHEET C
DIRECTORS

NAME	RESIDENCE	POST OFFICE ADDRESS
Richard Skelly	27 Nelson Way, Mansfield, MA 02048	SAME
Bruce Fallows	15 Avon Street, Mansfield, MA 02048	SAME
Christine Colwell	83 Tanya Drive, Mansfield, MA 02048	SAME
Paula MacDonald	170 S. Main Street, Mansfield, MA 02048	SAME
Timothy Hernon	4 Leonard Circle, Mansfield, MA 02048	SAME
William Murphy	670 Elm Street, Mansfield, MA 02048	SAME
William Romero	119 York Road, Mansfield, MA 02048	SAME
Perry DiMascio	20 Douglas Drive, Mansfield, MA 02048	SAME
Michael Gifford	860 School Street, Mansfield, MA 02048	SAME
Bruce Freal	15 Pleasant Street #5, Mansfield, MA 02048	SAME
Nancy LeClair	298 Ware Street, Mansfield, MA 02048	SAME
Donna Harrington	136 Highland Avenue, Mansfield, MA 02048	SAME

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of $[illegible] having been paid, said articles are deemed to have been filed with me this [illegible] day of December 1998.

Effective date

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 2/18/99 CLERK [illegible]

A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE RETURNED

TO: Francis J. Spillane, Esq.
83 Mechanic Street
P.O. Box 393

Foxborough, MA 02035

Telephone: 508-543-0100

BY-LAWS
OF
MANSFIELD YOUTH SOCCER, INC.

Section 1. Name, Purposes, Location, Corporate Seal and Fiscal Year

1.1 Name and Purposes. The name and purposes of the corporation shall be as set forth in the Articles of Organization.

1.2 Location. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at a place set forth in the articles of organization of the corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.4 Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the directors, end on the 30th day of June in each year.

Section 2. Members

2.1 Number, Election and Qualification. The incorporators initially and the directors thereafter shall establish the requirement(s) necessary to become a member of the corporation. Each year at their annual meeting the directors shall fix the requirement(s) and all qualified individuals meeting the requirement(s) shall thereafter become members. The requirement(s) and anything else in these by-laws and the actions of the Board of Directors should not attempt to accomplish discrimination in its membership in any way or manner. In addition to the requirement(s), membership is limited to residents of Mansfield with registered players within the Mansfield Youth Soccer Program or any other person, corporation or association that the directors determine could have an association or reason to assist the purposes of this corporation.

2.2 Tenure. Each member shall hold office until the next annual meeting of members and until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified.

2.3 Powers and Rights. In addition to the right to elect directors as provided in Section 4.1 and such other powers and rights as are vested in them by law, the articles of organization or these by-laws, the members shall have such other powers and rights as the directors may designate.

2.4 Suspension or Removal. A member may be suspended or removed (a) with or without cause by vote of a majority of the members then in office or (b) with cause by vote of two-thirds of the directors then in office. A member may be removed for cause only after reasonable notice and opportunity to be heard.

2.5 Resignation. A member may resign by delivering his written resignation to the president, treasurer or clerk of the corporation, to a meeting of the members or directors or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

2.6 Vacancies. Any vacancy in the membership, except a vacancy resulting from enlargement (which must be filled in accordance with Section 2.1) may be filled by the members. Each successor shall hold office for the unexpired term or until he sooner dies, resigns, is removed or becomes disqualified. The members shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

2.7 Annual Meetings. The annual meeting of the members shall be held on the first Tuesday in May in each year or if that date is a legal holiday in the place where the meeting is to be held, then at the same hour on the next succeeding day not a legal holiday. The annual meeting may be held at the principal office of the corporation or at such other place within Massachusetts as the president, members or directors shall determine. No change in the date fixed in these by-laws for the annual meeting shall be made within thirty (30) days before the date stated herein. Notice of any change of the date fixed in these by-laws for the annual meeting shall be given to all members at least fourteen (14) days before the new date fixed for such meeting.

If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these by-laws, except in this Section 2.7, to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 2.9 and 2.10.

2.8 Regular Meetings. Regular meetings of the members may be held at such places within Massachusetts and at such times as the members may determine.

2.9 Special Meetings. Special meetings of the members may be held at any time and at any place within Massachusetts. Special meetings of the members may be called by the president or by the directors, and shall be called by the clerk, or in the case of the death, absence, incapacity or refusal of the clerk, by any other officer, upon written application of three or more members.

2.10 Call and Notice.

a. *Annual and Regular Meetings.* No call or notice shall be required for annual or regular meetings of members, provided that reasonable notice (i) of the first regular meeting following the determination by the members of the times and places for regular meetings shall be given to absent members, (ii) of an annual meeting not held at the principal office of the corporation shall be given to each member, (iii) specifying the purpose of an annual or regular meeting shall be given to each member if either contracts or transactions of the corporation with interested persons or amendments to these by-laws (as adopted by directors or otherwise) are to be considered at the meeting and (iv) shall be given as otherwise required by law, the articles of organization or these by-laws (including Section 2.7).

b. *Special Meetings*. Reasonable notice of the time and place of special meetings of the members shall be given to each member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, (ii) amendments to these by-laws (as adopted by the directors or otherwise), (iii) an increase or decrease in the number of members or directors, or (iv) removal or suspension of a member or director.

c. *Reasonable and Sufficient Notice*. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by mail at least ninety-six (96) hours or by telegram at least forty-eight (48) hours before the meeting addressed to him or her at his or her usual or last known business or residence address or to give notice to him or her in person or by telephone at least twenty-four (24) hours before the meeting.

d. *Waiver of Notice*. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

2.11 Quorum. At any meeting of the members, eight (8) of the members then in office (whether present in person or duly represented) shall constitute a quorum. Any meeting may adjourn to such date or dates not more than seven (7) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.12 Action by Vote. Each member shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the articles of organization, or these by-laws.

2.13 Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if 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 the members. Such consents shall be treated for all purposes as a vote at a meeting.

2.14 Proxies. Members may vote either in person or by written proxy dated not more than six (6) months before the meeting named therein, which proxies shall be filed before being voted with the clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

2.15 Compensation. Members shall be entitled to receive for their services such amount if any, as the directors may determine, which may include expenses of attendance at meetings. Members shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

Section 3. Sponsors, Benefactors, Contributors, Advisers, Friends of the Corporation.

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section 4. Board of Directors.

4.1 Number and Election. The members annually at their annual meeting shall fix the number of directors and shall elect the number of directors so fixed. At any special or regular meeting the members or directors then in office may increase the number of directors and elect new directors to complete the number so fixed; or they may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors.

4.2 Tenure. Each director shall hold office until the next annual meeting of members and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

4.3 Powers. The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the articles of organization or these by-laws.

4.4 Committees. The directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

4.5 Suspension or Removal. A director may be suspended or removed (a) with or without cause by vote of a majority of the members then in office or (b) with cause by vote of a majority of the directors then in office. A director may be removed with cause only after reasonable notice and opportunity to be heard.

4.6 Resignation. A director may resign by delivering his written resignation to the president, treasurer or clerk of the corporation, to a meeting of the members or directors or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.7 Vacancies. Any vacancy in the board of directors, except a vacancy resulting from enlargement which must be filled in accordance with Section 4.1 may be filled by the members or directors. Each successor shall hold office for the unexpired term or until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

4.8 Regular Meetings. Regular meetings of the directors may be held at such places and at such times as the directors may determine.

4.9 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the chairman of the board of directors (or if there be no such chairman, the president) or by two or more directors.

4.10 Call and Notice.

a. *Regular Meetings.* No call or notice shall be required for regular meetings of directors, provided that reasonable notice (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent members, (ii) specifying the purpose of a regular meeting shall be given to each director if either contracts or transactions of the corporation with interested persons or amendments to these by-laws are to be considered at the meeting and (iii) shall be given as otherwise required by law, the articles of organization or these by-laws.

b. *Special Meetings.* Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, (ii) amendments to these by-laws, (iii) an increase or decrease in the number of directors, or (iv) removal or suspension of a director.

c. *Reasonable and Sufficient Notice*. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by mail at least ninety-six (96) hours or by telegram at least forty-eight (48) hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four (24) hours before the meeting.

d. *Waiver of Notice*. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him (or his attorney thereunto authorized) 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. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of the meeting.

4.11 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.12 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization, or these by-laws.

4.13 Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.14 Compensation. Directors shall not be entitled to receive compensation for their services. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

Section 5. Officers and Agents

5.1 Number and Qualification. The officers of the corporation shall be a president, treasurer, clerk and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. An officer may but need not be a director or member. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. The president, treasurer and clerk shall be elected annually by the directors at their first meeting following the annual meeting of the members. Other officers, if any, may be elected by the directors at any time.

5.3 Tenure. The president, treasurer and clerk shall each hold office until the first meeting of the directors following the next annual meeting of the members and until his successor is chosen and qualified, and each other officer shall hold office until the first meeting of the directors following the next annual meeting of the members unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the directors.

5.4 Chairman of the Board of Directors. If a chairman of the board of directors is elected, he or she shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

5.5 President and Vice President. The President shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the members and, if no chairman of the board of directors is elected, at all meetings of the directors, except as the members or directors otherwise determine.

The vice president or vice presidents, if any, shall have such duties and powers as the directors shall determine. The vice president, or first vice president if there are more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his or her inability to act.

5.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He or she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall have such other duties and powers as designated by the directors or the president. He or she shall also be in charge of its books of account and accounting records, and of its accounting procedures.

5.7 Clerk. The clerk shall record and maintain records of all proceedings of the members and directors in a book or series of books kept for the purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings or incorporators and the original, or attested copies, of the articles of organization and by-laws and names of all members and directors and the address of each. If the clerk is absent from any meeting of members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

5.8 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.9 Resignation. An officer may resign by delivering his written resignation to the president, treasurer or clerk of the corporation, to a meeting of the members or directors or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.10 Vacancies. If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and clerk until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

Section 6. Execution of Papers

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the president or a vice president and the other is the treasurer or an assistant treasurer, 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.

Section 7. Personal Liability

The members, directors and officer of the corporation shall not 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 8. Amendments

These by-laws may be altered, amended or repealed in whole or in part by vote of two-thirds of the directors then in office, except with respect to any provision thereof which by law, the articles of organization or these by-laws requires action by the members. 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 by-laws, notice thereof stating the substance of such change shall be given to all members. The members may alter, amend or repeal any by-laws adopted by the directors or otherwise or adopt, alter, amend or repeal any provision which by-law, the articles or organization or these by-laws requires action by the members.