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1. **Membership.** The corporation shall not have any members. Any action or vote required or permitted by law to be taken by members shall be taken by action or vote of the same percentage of the Directors of the corporation.

ARTICLE II

Directors

1. **Powers.** The Board of Directors shall have the powers and duties of a board of directors under Massachusetts law. The Directors shall have the entire charge, control and management of the corporation and its property, and may exercise all or any of its powers.
2. **Number and Election.** Except as otherwise provided by these By-Laws or in the Articles of Organization, the number of Directors that shall constitute the whole Board of Directors shall be fixed, and the Directors elected, by the Directors at the annual meeting.
3. **Vacancies.** Any vacancy at any time, existing in the Board of Directors, may be filled by vote of the remaining Directors at any meeting.
4. **Enlargement of the Board of Directors.** The number of the Board of Directors may be increased and one or more additional Directors may be elected at any meeting of the Directors.
5. **Tenure.** Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, Directors shall hold office until the next annual meeting of Directors and thereafter until their successors are chosen and qualified.
6. **Resignation.** Any Director may resign at any time by delivering his written resignation to the corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.
7. **Removal.** A Director may be removed from office with or without cause by vote of a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.
8. **Annual Meeting.** The Annual Meeting of the Board of Directors shall be held at the principal office of the corporation on the first Monday in March each year, for the purpose of electing Directors, and for the transaction of such other business as may properly come before the meeting. In the event that the annual meeting is not held on such date, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

9. **Regular Meetings.** Regular meetings of the Directors may be held at such times and places as may be fixed by the President or by resolution of the Board.
10. **Special Meetings.** Special meetings of the Directors may be called by the President or by any two Directors, or by one Director in the event that there is only one Director, and shall be held at the place designated in the notice or call thereof.
11. **Notices.** Notices of the time and place of each meeting of the Directors shall be given to each Director by the Clerk, by the Director calling the meeting, or by such other person as shall be designated by the Directors. Notice shall be given by mailing to each Director, postage prepaid, and addressed to him at his address as registered on the books of the corporation, or if not so registered at his last known home or business address, a written notice of such meeting at least five days before the meeting or (b) by delivering such notice to him by hand, facsimile transmission, electronic mail, in person, or by telephone, at least 48 hours before the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him 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 notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting.
12. **Quorum.** At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum for the transaction of business; provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting may adjourn the meeting.
13. **Action at Meeting.** At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-Laws.
14. **Action by Written Consent.** Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.
15. **Committees.** The Directors may, by vote of a majority of the number of Directors then in office, elect from their number an executive or other committees and may, by like vote, delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibited from delegating. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors. The Directors shall have the power to fill vacancies in, change the membership of, or to disband, any such committee.

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

ARTICLE III

Officers

1. **Enumeration.** The officers of the corporation shall be a President, a Treasurer, a Clerk, and such Vice Presidents, Assistant Treasurers, Assistant Clerks, and other officers as may from time to time be determined by the Directors. The Board of Directors may appoint one of its Directors to the office of Chairman of the Board and from time to time define the powers and duties of that office.
2. **Election and Vacancies.** The President, Treasurer and Clerk shall be elected annually by the Directors at their annual meeting or the special meeting held in lieu thereof. Other officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy at any time existing in any office may be filled by the Directors at any meeting and such successor in office shall hold office for the unexpired term of his predecessor.
3. **Qualification.** An officer may, but need not be, a Director. Any two or more offices may be held by the same person. The Clerk shall be a resident of Massachusetts, unless the corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the corporation.
4. **Tenure.** Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the President, Treasurer and Clerk shall each hold office until the next annual meeting of Directors, or the special meeting held in lieu thereof, and thereafter until his successor is chosen and qualified. Other officers shall hold office until the next annual meeting of Directors, or the special meeting held in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them.
5. **Resignation.** Any officer may resign by delivering his written resignation to the corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.
6. **Removal.** The Directors may remove any officer appointed by the Directors with or without cause by a vote of a majority of the entire number of Directors then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

7. **President.** The President when present shall preside at all meetings of the Directors. He shall be the chief executive officer of the corporation except as the Board of Directors may otherwise provide. It shall be his duty and he shall have the power to see that all orders and resolutions of the Directors are carried into effect. He shall from time to time report to the Directors all matters within his knowledge which the interests of the corporation may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.
8. **Vice Presidents.** In the absence or disability of the President, his powers and duties shall be performed by the Vice President, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Vice President shall have such other powers and perform such other duties as the Directors shall from time to time designate.
9. **Treasurer.** The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of accounts. He shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. He shall promptly render to the President and to the Directors such statements of his transactions and accounts as the President and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.
10. **Assistant Treasurers.** In the absence or disability of the Treasurer, his powers and duties shall be performed by the Assistant Treasurer, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Assistant Treasurer shall have such other powers and perform such other duties as the Directors shall from time to time designate.
11. **Clerk.** The Clerk shall record in books kept for the purpose all votes and proceedings of the Directors at their meetings. The Clerk shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.
12. **Assistant Clerks.** In the absence of the Clerk from any meeting of the Directors, the Assistant Clerk, if one be elected, or otherwise a Temporary Clerk designated by the person presiding at the meeting, shall perform the duties of the Clerk. Each Assistant Clerk shall have such other powers and perform such other duties as the Directors may from time to time designate.

ARTICLE IV

Inspection of Records

Books, accounts, documents and records of the corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-Laws, and records of all meetings of the incorporators and Directors, and records which shall contain the names of all Directors and their record addresses, shall be kept in Massachusetts at the principal office of the corporation, or at an office of the Clerk or the

resident agent, if any, of the corporation. Said copies and records need not all be kept in the same office.

ARTICLE V

Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by any officer or officers or person or persons authorized by the Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

ARTICLE VI

Seal

The seal of the corporation shall be circular in form, bearing its name, the word "Massachusetts," and the year of its incorporation. Any officer, if authorized by the Directors, may affix the seal to any instrument requiring the corporate seal.

ARTICLE VII

Fiscal Year

The fiscal year of the corporation shall end on December 31 in each year.

ARTICLE VIII

Interested Directors and Officers

The Directors shall have the power to fix their compensation from time to time. No contract or transaction between the corporation and one or more of its Directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its 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 Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, nor shall any Director or officer be under any liability to the corporation on account of any such contract or transaction if:

- (a) The material facts as to his 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 Directors; or

- (b) 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 or a committee thereof.

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 authorizes the contract or transaction, and their votes may be counted for the purpose of a vote by the Directors approving such contract or transaction.

ARTICLE IX

Indemnification

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 in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his 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 shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his 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 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:

- (a) by a majority vote of a quorum consisting of disinterested Directors;
- (b) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;
- (c) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
- (d) by a court of competent jurisdiction.

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 good faith belief that he 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.

If both the corporation and any person to be indemnified are parties to an action, suit or proceeding (other than an action or suit by or in the right of the corporation to procure a judgment in its favor), counsel representing the corporation therein may also represent such indemnified person (unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principles of professional ethics), and the corporation shall pay all fees and expenses of such counsel incurred during the period of dual representation other than those, if any, as would not have been incurred if counsel were representing only the corporation; and any allocation made in good faith by such counsel of fees and disbursements payable under this paragraph by the corporation versus fees and disbursements payable by any such indemnified person shall be final and binding upon the corporation and such indemnified person.

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 in this Article shall affect any rights to indemnification to which corporate 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 in this Article 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 of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent permitted by law.

ARTICLE X

Amendments

The Directors may make, amend, or repeal these By-Laws, in whole or in part, by vote of a majority of the Directors present and voting at any meeting; provided that notice of the proposed amendment, and of the time and place of the meeting at which action on the amendment is expected, has been provided to each Director at least thirty days prior to the said meeting.