

ASHLAND BUSINESS ASSOCIATION, INC.

CONSENT OF SOLE INCORPORATOR

November 5, 2018

The undersigned, being the Sole Incorporator of Ashland Business Association, Inc., a Massachusetts nonprofit corporation (the "Corporation"), hereby consents to the adoption, as of the date written above, of the following actions:

- RESOLVED: That the Articles of Organization in the form attached as Exhibit A hereto be, and they hereby are, approved and adopted as the Articles of Organization of the Corporation;
- RESOLVED: That the By-Laws in the form attached as Exhibit B hereto be, and they hereby are, approved and adopted as the By-Laws of the Corporation;
- RESOLVED: That Michael Kane, Richard Bennett and Adam Sachs be, and they hereby are, the initial Statutory Members of the Corporation;
- RESOLVED: That the number of directors of the Corporation be, and it hereby is, initially fixed at three (3);
- RESOLVED: That Michael Kane, Richard Bennett and Adam Sachs be, and they hereby are, elected as the initial directors of the Corporation, each to serve until his or her successor is duly elected and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified; and
- RESOLVED: That the persons whose names are set forth below be, and each of them hereby is, elected to the office of the Corporation set forth below opposite such person's name, to hold such office until the next annual meeting of the Board of Directors, or special meeting in lieu thereof, and thereafter until such person's respective successor is duly elected and qualified, or until such person sooner dies, resigns, is removed or becomes disqualified:

President:	Adam Sachs
Vice President:	Patricia Kendall
Treasurer:	Richard Bennett
Clerk:	Chrissy Reynolds
Assistant Clerk:	Nadine Nesbitt


Clifford Esher, *Sole Incorporator*

EXHIBIT A

Articles of Organization

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

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

Examiner

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

Name
Approved

ARTICLE I

The exact name of the corporation is:

Ashland Business Association, Inc.

ARTICLE II

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

Please see Attachment II, attached hereto and incorporated herein by reference.

C
P
M
R.A.

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

P.C.

ARTICLE III

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

The statutory members of the Corporation (the "Statutory Members") shall consist of the Directors thereof. The Statutory Members shall be vested with all rights, privileges, duties and obligations of statutory Members under the Massachusetts General Laws.

The Corporation shall also have a separate and distinct class of associates and constituents (the "Associate Members") who shall not constitute Statutory Members, who shall be comprised of such persons as may be elected by a vote of the majority of the Directors in accordance with the By-laws, and who shall have such rights, privileges, duties and obligations with respect to the affairs of the Corporation as are set out in the By-laws.

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:

Please see Attachment IV, attached hereto and incorporated herein by reference.

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.

***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.

ARTICLE VI

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

ARTICLE VII

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

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

101 Main St., Ashland, MA 01721

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Please see Attachment VII,	attached hereto and incorporated herein by	reference.

Treasurer:

Clerk:

Directors:
(or officers
having the
powers of
directors)

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

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

I/We, the below signed incorporator(s), 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 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 name(s) 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 _____ day of November, 20 18 ,

Clifford Esher

c/o Foley Hoag LLP, 155 Seaport Boulevard

Boston, MA 02210

Note: If an 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.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

I hereby certify that, upon examination of these 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 \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____ 20 ____ .

Effective date: _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

Adrienne Ellman

Foley Hoag LLP, 155 Seaport Blvd.

Boston, MA 02210

Telephone: 617-832-1000

Email: AEllman@foleyhoag.com

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

ATTACHMENT II

ASHLAND BUSINESS ASSOCIATION, INC.

Article II: Purposes of the Corporation

The Corporation is organized and shall be operated exclusively as a business league, chamber of commerce, and board of trade within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended, or under any successor section thereto (the “Code”), and regulations promulgated thereunder to promote the common business interests of its members. The purposes of this Corporation include, but are not limited to, the following:

- (a) To promote the common business and economic interests of commercial enterprises which either operate in the Town of Ashland, Massachusetts or have owners who reside in the Town of Ashland, Massachusetts;
- (b) To educate commercial enterprise owners who either reside in the Town of Ashland, Massachusetts or operate businesses in the Town of Ashland, Massachusetts concerning the advancement of their common business and economic interests;
- (c) To provide guidance, mentorship and direction (including, without limitation, through the awarding of scholarships) to persons interested or otherwise engaged in promoting and advancing the common business interests of commercial enterprise owners who either reside in the Town of Ashland, Massachusetts or operate businesses in the Town of Ashland, Massachusetts;
- (d) To raise funds necessary to sustain the foregoing activities and to expend such funds exclusively for the Corporation’s purposes;
- (e) To engage in any lawful act or activity in furtherance of the foregoing and in furtherance of the purposes of the Corporation as are permitted under Chapter 180 of the Massachusetts General Laws; and
- (f) To engage in and carry on any other activities not inconsistent with these purposes, which are permitted to a corporation organized under Chapter 180 of the Massachusetts General Laws, but only to the extent that such activities shall not preclude classification of the Corporation as an organization exempt from federal income taxation under section 501(c)(6) of the Code.

The foregoing clauses shall be construed as both purposes and powers, and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of the Corporation as are permitted under Chapter 180 of the Massachusetts General Laws.

ATTACHMENT IV

ASHLAND BUSINESS ASSOCIATION, INC.

Article IV : Additional Provisions

1. The Corporation shall have in furtherance of its corporate purposes all of the powers specified in section 6 of Chapter 180 and in sections 9 and 9A of Chapter 156B of the Massachusetts General Laws (except those provided in paragraph (m) of section 9) as now in force or as hereafter amended; *provided, however*, that no such power shall be exercised in a manner inconsistent with said Chapter 180 or any other chapter of the Massachusetts General Laws or inconsistent with the exemption from federal income tax to which the Corporation shall be entitled under section 501(a) of the Code.
2. Notwithstanding any other provision of these Articles, the Corporation is organized to and shall only carry on activities permitted to be carried on by a corporation exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(6) of the Code. All powers of this Corporation shall be exercised only in such manner as will assure the operation of this Corporation exclusively for those purposes permitted under section 501(c)(6) of the Code, it being the intention that this Corporation shall be exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(6) of the Code, and all purposes and powers herein shall be interpreted and exercised consistent with this intention.
3. Except as may be otherwise required by law, the Corporation may at any time, by the affirmative vote of at least two-thirds of the members of the Corporation entitled to vote thereon, merge or consolidate with or into any corporation which is organized and operated as an organization described in section 501(c)(6) of the Code and organized for any one or more of the purposes of the Corporation as set forth in these Articles of Organization, as from time to time amended, or for purposes substantially similar thereto.
4. No part of the assets or net earnings, if any, of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or other private individual, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article II. It is intended that the Corporation shall be entitled to exemption from federal income tax under section 501(c)(6) of the Code.
5. The Corporation shall not discriminate on the basis of race, religion, national origin, sex, sexual orientation, gender identity, age, income, culture or physical ability in administering its policies and programs.

6. Except as may be otherwise required by law or by the By-Laws of the Corporation, these Articles of Organization may be amended from time to time by an affirmative vote of at least two-thirds of the members of the Corporation entitled to vote thereon; *provided, however,* that no such amendment shall in any way authorize or permit the Corporation to be operated for any purpose or in any manner that would deprive the Corporation of its status as an organization described in section 501(c)(6) of the Code.
7. No officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for, or arising out of, a breach of fiduciary duty as an officer or director of the Corporation notwithstanding any provision of law imposing such liability; *provided, however,* that this provision shall not eliminate or limit the liability of an officer or director, to the extent that such liability is imposed by applicable law, (i) for any breach of the officer's or director's duty of loyalty to the Corporation, (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. This provision shall not eliminate or limit the liability of an officer or director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.
8. The directors may make, amend, or repeal the By-Laws of the Corporation in whole or in part by an affirmative vote of a majority of the directors of the Corporation entitled to vote thereon. No adoption, amendment, or repeal of the By-Laws shall in any way authorize or permit the Corporation to be operated for any purpose or in any manner that would deprive the Corporation of its status as an organization described in section 501(c)(6) of the Code.
9. Meetings of the members or directors of the Corporation may be held anywhere in the United States.
10. Except as may be otherwise required by law or by the By-Laws of the Corporation, the Corporation may at any time, by the affirmative vote of at least two-thirds of the members of the Corporation entitled to vote, sell, lease, exchange or otherwise dispose of all or substantially all of its property and assets upon such terms and conditions as it deems expedient, except that no such vote shall be required if such action does not involve or will not result in a material change in the nature of the activities conducted by the Corporation.
11. Except as may be otherwise required by law or by the By-Laws of the Corporation, the Corporation may, at any time, authorize a petition for its dissolution to be filed pursuant to section 11 of Chapter 180 of the Massachusetts General Laws; *provided, however,* that in the event of any liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed and set over in accordance with section 11 of Chapter 180 of the

Massachusetts General Laws as a majority of the directors of the Corporation may by vote designate and in such proportions and in such manner as may be determined in such vote.

ATTACHMENT VII

Ashland Business Association, Inc.

Article VII b. : Directors and Officers

	Name	Residential Address	Post Office Address
<i>President</i>	Adam Sachs	2 Esther Lane Ashland, MA 01721	
<i>Vice President</i>	Patricia Kendall	25 Olive Street, Ashland, MA 01721	
<i>Treasurer</i>	Richard Bennett	9 Sand Stone Way Ashland, MA 01721	
<i>Clerk</i>	Chrissy Reynolds	55 Morton Street Holliston, MA 01746	
<i>Assistant Clerk</i>	Nadine Nesbitt	75 Main Street Ashland, MA 01721	
<i>Director</i>	Michael Kane	7 Forest Ave. Framingham, MA 01702	
<i>Director</i>	Richard Bennett	9 Sand Stone Way Ashland, MA 01721	
<i>Director</i>	Adam Sachs	2 Esther Lane Ashland, MA 01721	

EXHIBIT B

By-Laws

BY-LAWS
OF
ASHLAND BUSINESS ASSOCIATION, INC.
(the “Corporation”)

ARTICLE I
General Provisions

Section 1. Articles of Organization. The name and purposes of the Corporation shall be as set forth in its Articles of Organization. The powers of the Corporation and of its members, directors and officers, and all matters concerning the conduct and regulation of the affairs of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization. In the event of any inconsistency between the Articles of Organization and these By-Laws, the Articles of Organization shall be controlling. All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization as from time to time amended.

Section 2. Two Classes of Members. In accordance with the Articles of Organization, the Corporation shall have two classes of members: voting members consisting of the Statutory Members (as defined below) and non-voting members consisting of the Associate Members (as defined below).

ARTICLE II
Statutory Members

In accordance with the Articles of Organization, the statutory members of the Corporation (the “Statutory Members”) shall be the directors thereof. Any action or vote required or permitted by law to be taken by Statutory Members of the Corporation shall be taken by action or vote of the same percentage of directors.

ARTICLE III
Associate Members

Section 1. Associate Membership Candidates. Any individual who is either (i) a resident of the Town of Ashland, Massachusetts who operates a commercial enterprise, (ii) operates a commercial enterprise within the Town of Ashland, Massachusetts, or (iii) any other individual approved by the Board of Directors to apply for admission to associate membership, may apply as a candidate for associate membership in the Corporation. The procedure for admission to associate membership in the Corporation is set forth in Section 2 below.

Section 2. Admission to Associate Membership. Any person possessing the requisite qualifications to secure admission to associate membership in the Corporation shall make written application to the Board of Directors or to such person or committee as the Board of Directors may by resolution designate from time to time. The application (on such form and in such manner as shall be prescribed by the Board of Directors from time to time) shall be signed by the

applicant. Final admission to associate membership shall be by action of the Board of Directors. Each person duly admitted to associate membership in the Corporation (a “Associate Member”) shall subscribe to and agree to be bound by these By-Laws, all amendments thereto, and the documented policies and procedures established from time to time by the Board of Directors.

Section 3. Classes of Associate Membership. The Board of Directors may from time to time establish classes of Associate Members, with such respective rights, privileges and obligations as the Board of Directors may determine in its discretion.

Section 4. Rights and Privileges of Associate Membership; Non-Voting. The Associate Members shall have no right to vote on the election of Directors or vote on any other action of the Corporation. The Associate Members shall have no right to authorize any action of the Corporation and shall have no right conferred upon members by statute. The Associate Members may attend meetings and other functions of the Corporations as determined by the Directors from time to time.

Section 5. Associate Membership Dues. Associate Members shall pay such annual or other periodic dues (including assessments and/or other fees) in such amounts and manner and pursuant to such method of collection as shall be established from time to time by the Board of Directors. Only Associate Members whose dues have been properly and timely paid shall be considered Associate Members in good standing for purposes of these By-Laws.

Section 6. Delinquent Dues. Any Associate Member who is delinquent in the payment of dues referred to in Section 5 above shall not be entitled to exercise the rights and privileges of associate membership in the Corporation. The treasurer shall notify an Associate Member that has become delinquent in paying dues of the delinquency within thirty (30) days after the date on which the dues are payable. If the delinquency persists, the treasurer shall send a second delinquency notice to the delinquent Associate Member after sixty (60) days of such delinquency. In the event that such delinquency persists for more than ninety (90) days, the associate membership and all rights and privileges of the delinquent Associate Member in the Corporation will be automatically suspended, and such Associate Member may be subject to expulsion from the Corporation pursuant to Section 7 below.

Section 7. Suspension and Expulsion.

- (a) Any Associate Member who is delinquent in the payment of dues for a period of more than ninety (90) days shall automatically be suspended from associate membership in the Corporation. Any Associate Member of the Corporation who or which violates any of the By-Laws, documented policies, procedures or resolutions established or adopted by the Board of Directors from time to time shall by the affirmative vote of at least two-thirds (2/3) of the Board of Directors be subject to suspension, expulsion, or any other sanction deemed appropriate by the Board of Directors; provided, that suspension or expulsion for any reason (other than non-payment of dues) shall occur only after the affected Associate Member has been advised, in advance and in writing, of the proposed suspension or expulsion and the reasons therefor, and has been given an opportunity to submit to the Board of Directors reasons why such suspension or expulsion

should not be imposed. If the Board of Directors determines in good faith that sufficient grounds exist for imposition of sanctions, the Board of Directors shall vote on suspension, expulsion or other appropriate sanctions, and the decision of the Board of Directors shall be final and binding.

- (b) An Associate Member whose associate membership in the Corporation is suspended shall not be entitled to any of the rights and privileges of an Associate Member during the period of suspension until such time as such Associate Member complies with the requirements of the Board of Directors for the removal of the suspension and a return to good standing.
- (c) An Associate Member expelled for any reason shall forfeit any dues paid during associate membership. No Associate Member who has been expelled shall be eligible for readmission to associate membership in the Corporation for at least three (3) calendar months from the date of expulsion unless the Board of Directors otherwise determines. Such former Associate Members shall not be readmitted until all arrears in dues and/or monetary obligations to the Corporation shall have been paid.

Section 8. Resignation. Any Associate Member of the Corporation may withdraw from associate membership by tendering a written resignation to the Board of Directors and full payment of any dues (and each and every installment thereof) remaining unpaid on the date of tender of resignation; provided, that the resignation of an Associate Member shall not relieve the Associate Member from any obligations incurred or commitments made prior to resignation. No refund of dues shall be made in the event of resignation.

ARTICLE IV Directors

Section 1. Powers. The affairs of the Corporation shall be managed by a Board of Directors who shall have and may exercise all the powers of the Corporation.

Section 2. Number, Election and Term of Office.

The first Board of Directors shall consist of such number of directors as may be named in the Articles of Organization or as may be fixed by the incorporator. Thereafter, the number of directors shall consist of not less than three (3) nor more than fifteen (15) directors and such number shall be set from time to time by at least a majority of the directors. The directors shall be elected from and among the Associate Members, and shall be elected at the annual meeting of the directors. Each director shall hold office for a period of one year from the date of his or her election, and thereafter until his or her respective successor is chosen and qualified or until his or her earlier death, resignation or removal. Directors may be re-elected to successive terms and may serve as one or more officers. Any vacancy, including a vacancy resulting from an enlargement of the board, may be filled by at least a majority vote of the directors in office. The Board of Directors of the Corporation may exercise all the powers of the Corporation notwithstanding any vacancies in the number of directors.

Section 3. Resignation and Removal. Any director may resign by delivering a written resignation to the president or the clerk or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any director may be removed from office with or without cause by vote of at least two-thirds (2/3) of the directors.

Section 4. Annual Meeting. The annual meeting of the directors of the Corporation shall be held at such place, within or without The Commonwealth of Massachusetts, and at such time as the Board of Directors shall determine, except that such date shall not be a legal holiday. If such annual meeting is omitted on the day herein provided, a special meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting.

Section 5. Regular Meetings. Regular meetings of the directors may be held at such places and times as the directors may from time to time determine.

Section 6. Special Meetings. Special meetings of the directors may be held at any time and place designated when called by the president or a majority of the directors. Notice of any special meeting shall be given as provided in Section 7 of Article IV of these By-Laws.

Section 7. Notice of Meetings. Notice of all meetings of the directors shall be given to each director by the clerk, or, in case of the death, absence, incapacity or refusal of the clerk, by the officer or directors calling the meeting. Such notice shall be given to each director in person or by telephone, telegram, facsimile transmission, e-mail or other electronic means sent to such director's business or home address at least 24 hours in advance of the meeting, or by mail addressed to such business or home address and sent at least five days in advance of the meeting. Except as required by law, notice of any meeting of directors need not be given: (i) to any director who, either before or after the meeting, delivers a written waiver of notice, executed by the director, which is filed with the records of the meeting; or (ii) to any director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any regular or special meeting unless otherwise required by law, the Articles of Organization or these By-Laws.

Section 8. Action at Meetings. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. In the absence of a quorum a lesser number of directors may, without further notice, adjourn the meeting to any other time. At any meeting of directors at which a quorum is present, the vote of a majority of those directors present shall decide any matter unless the Articles of Organization, these By-Laws or any applicable law requires a different vote.

Section 9. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a written consent thereto is signed by all the directors or all the members of the applicable committee and filed with the records of the meetings of the directors. Any such written consent shall be treated for all purposes as a vote at a meeting.

Section 10. Vacancies. Continuing members of the Board of Directors may act despite a vacancy or vacancies on the Board of Directors and shall for this purpose be deemed to constitute the full Board of Directors. Any vacancy on the Board of Directors, however occurring, may be filled by the directors at any meeting of directors. Vacancies, if filled, shall be filled for the balance of the term.

Section 11. Compensation. Directors shall not receive any compensation for their services as members of the Board of Directors. However, directors may, if authorized by the Board of Directors, be reimbursed for necessary expenses, including travel expenses, reasonably incurred by them in the performance of their duties as directors.

Section 12. Meetings by Telephone Conference. Directors may hold meetings by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE V

Committees of the Board

The Board of Directors may elect from their own number an Executive Committee and an Audit Committee and may elect such other committees as they may from time to time determine necessary or advisable, and may delegate, to the extent permitted by law, the Articles of Organization or these By-Laws, such powers and duties thereto as the Board of Directors may deem advisable. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. Any committee may, subject to the approval of the Board of Directors, make further rules for the conduct of its business. However, unless otherwise provided by vote of the Board of Directors or by rules established by the Board of Directors, the business of any committee shall be conducted as nearly as possible in the same manner as is provided in these By-Laws for the Board of Directors, including without limitation, the power to act by unanimous written consent and to conduct meetings by telephone conference. The members of any committee shall remain in office at the pleasure of the directors.

ARTICLE VI

Officers

Section 1. Officers. The officers of the Corporation shall consist of a president, vice president, treasurer, a clerk, and such other officers as the directors may from time to time determine. An officer may, but need not be, a director. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The president, treasurer, and clerk shall be elected annually by the directors. Any other officers determined necessary or desirable by the directors may be elected by the directors. Except as otherwise provided by law, the Articles of Organization or these By-Laws, all officers shall hold office until the next annual meeting of directors or special meeting in lieu thereof, and thereafter until their respective successors are duly elected and qualified, unless a shorter term is specified in the vote electing or appointing

them. If the position of the president becomes vacant, the vice president shall succeed for the remainder of the term. The directors shall elect a successor if the office of the vice president, treasurer or clerk becomes vacant. The directors may elect a successor if any other office becomes vacant.

Section 3. Resignation and Removal. Any officer may resign by delivering a written resignation to the president or clerk or to the Corporation at its principal office and such resignation shall be effective upon receipt, unless it is specified to be effective at some later time. The directors may remove any officer, with or without cause, by a vote of at least a majority of the directors then in office.

Section 4. President. The president shall, subject to the direction and control of the Board of Directors, carry on the general affairs of the Corporation and shall preside when present at all meetings of the directors. The president shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the directors.

Section 4. Vice President. The vice president shall, subject to the direction and control of the Board of Directors and in the president's absence or inability to act, have the powers and carry on the duties of the president, but only so long as such absence or inability continues. The vice president shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the directors.

Section 5. Treasurer. The treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the Corporation, and shall keep full and accurate books of account. The treasurer shall maintain custody of all funds, securities and valuable documents of the Corporation, except as the directors may otherwise provide. The treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the directors.

Section 6. Clerk. The clerk shall record and maintain, or cause to be recorded and maintained, records of all proceedings of the directors in a book or series of books kept for that purpose at the principal office of the Corporation, at the office of its clerk or of its resident agent, or at such other location designated by the Board of Directors, and shall be open at all reasonable times to inspection by any director or officer. Such book or books shall also contain records of all meetings of the sole incorporator and the original, or attested copies, of the Articles of Organization and By-Laws and names of all directors and the address of each. The clerk also shall give such notices of meetings of directors as are required by these By-Laws. The clerk shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the directors. In the absence of the clerk from any meeting of directors, a temporary clerk designated by the person presiding at the meeting shall perform the duties of the clerk.

Section 7. Other Officers. Other officers shall have such duties and powers as may be designated from time to time by the directors.

ARTICLE VII
Provisions Relative to Transactions with Interested Persons

The Corporation may enter into contracts and transact business with one or more of its members, directors or officers or with any corporation, organization or other concern in which one or more of its members, directors or officers are directors, officers, stockholders, partners or otherwise interested; and, in the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such members, directors or officers of the Corporation have or may have interests which are or might be adverse to the interest of the Corporation even though the vote or action of members, directors or officers having such adverse interest may have been necessary to obligate the Corporation upon such contract or transaction. In the absence of fraud, no member, director or officer of the Corporation having such adverse interest shall be liable to the Corporation or to any creditor thereof or to any other person for loss incurred by it under or by reason of such contract or transaction, nor shall any such member, director or officer be accountable for any gains or profits realized thereon.

ARTICLE VIII
Miscellaneous Provisions

Section 1. Execution of Instruments. Any contracts, deeds, leases, bonds, notes, checks and other instruments of an amount or value up to and including \$5,000 that are authorized to be executed by an officer of the Corporation on its behalf shall be signed by the president or the treasurer, and any contracts, deeds, leases, bonds, notes, checks and other instruments of an amount or value over \$5,000 that are authorized to be executed by an officer of the Corporation on its behalf shall be signed by the president and the treasurer, except as the directors may generally or in particular cases otherwise determine.

Section 2. Location. The principal office of the Corporation shall initially be located at the 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, provided that no such change shall be effective until a certificate of change or an annual report is filed with the Secretary of The Commonwealth of Massachusetts specifying the street address of the new principal office of the Corporation in The Commonwealth of Massachusetts. The directors may establish other offices and places of business in The Commonwealth of Massachusetts or elsewhere.

Section 3. Fiscal Year. Except as from time to time otherwise determined by the directors of the Corporation, the fiscal year of the Corporation shall end on the last day of December in each year.

ARTICLE IX
Indemnification

To the extent legally permissible, including to the extent that the status of the Corporation as exempt from federal income tax under Section 501(c)(6) of the Code, is not affected thereby, the Corporation shall indemnify each person who may serve or who has served at any time as a director or officer of the Corporation, or who at the request of the Corporation may serve or at any time has served as a director, officer or trustee of, or in a similar capacity with, another

organization, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, a proceeding authorized by at least a majority of the full Board of Directors, or a proceeding that seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action or omission was in the best interests of the Corporation. Such indemnification may, to the extent authorized by the Corporation, include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization, including an employee benefit plan, shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she has a fiduciary duty.

The payment of any indemnification shall be conclusively deemed authorized by the Corporation under this Article IX, if

- (a) the payment has been approved or ratified (i) by at least a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding or (ii) by at least a majority vote of a committee of two or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board of Directors (in which selection directors who are parties may participate); or
- (b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (i) or (ii) of subparagraph (a); or
- (c) the directors have otherwise acted in accordance with the standard of conduct applied under Chapter 180 of the Massachusetts General Laws.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such director or officer or other persons may be entitled. Nothing

contained in this article shall affect any rights to indemnification to which Corporation employees or agents other than directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

ARTICLE X
Amendments

The directors may make, amend, or repeal these By-Laws in whole or in part by an affirmative vote of a majority of the directors of the Corporation entitled to vote thereon. No adoption, amendment, or repeal of the By-Laws shall in any way authorize or permit the Corporation to be operated for any purpose or in any manner that would deprive the Corporation of its status as an organization described in Section 501(c)(6) of the Code.

Adopted November 5, 2018.