

THE COMMONWEALTH OF MASSACHUSETTS
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

ARTICLE I: NAME

The exact name of the corporation is:

Weymouth Trust for Student Success, Inc.

ARTICLE II: PURPOSE

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

The Weymouth Trust for Student Success, Inc. shall have the following purposes and may engage in the following activities:

- 1) To serve as the repository of official fundraising initiatives to support, maintain, and enrich the educational experience of students in the Weymouth Public Schools;
- 2) to accept donations and gifts on behalf of the Weymouth Public Schools for the support, maintenance, and enrichment of educational experiences of students;
- 3) to make distributions of such funds and to pay necessary expenses solely for the benefit of the Weymouth Public Schools;
- 4) to purchase goods and services for the benefit of the Weymouth Public Schools; and
- 5) to operate exclusively for charitable and educational purposes of the Weymouth Public Schools

ARTICLE III: BOARD OF DIRECTORS.

3.1 *Powers.* The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation. In addition to and without limiting the foregoing, the directors shall have and may exercise all powers, rights and privileges given to members of a corporation organized under Chapter 180 of the Massachusetts General Laws, as the same exists or may hereafter be amended, and as to any actions taken by the directors pursuant to any such powers, rights and privileges, the directors shall constitute the members of the corporation.

3.2 Number and Election. The number of directors of the corporation shall be fixed at nine; provided that the directors, by a vote of a 2/3rds majority of the directors present and entitled to vote thereon at any special or regular meeting for which a quorum exists, may increase the number of directors and establish the qualifications therefore, 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.

3.3 Qualification of Directors. The directors shall have the following qualifications and all have an equal vote:

the (1) Superintendent of the Weymouth Public Schools, or his/her designee, shall serve as a director ex officio ;

one (1) director shall be an administrator in the Weymouth Public Schools appointed by the Superintendent;

one (1) director shall be appointed annually by the Chairperson of the Weymouth School Committee;

two (2) directors shall, at the time of election as a director, be parents or guardians of current students enrolled in the Weymouth Public Schools. When vacancies occur, nominations may be put forth by individual parent councils and appointment will be made by the Superintendent;

two (2) directors shall be owners or employees of businesses that are headquartered in Weymouth and appointed by the Superintendent;

two (2) directors shall be employees of the Weymouth Public Schools and shall be involved directly in classroom instruction or building administration and are appointed by the Superintendent.

3.4 Term of Office. Unless the term is designated in the qualification of directors or the director serves ex officio, each director, shall be appointed or elected for a term of three (3) years; provided that no more than one third of the terms of directors shall expire in any one year; and further provided that all directors shall serve until his or her successor is appointed (or elected) and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified. Directors who leave the employ of the Weymouth Public Schools become disqualified to serve in that capacity. Terms of office for the first year of this corporation shall be staggered with three (3) members serving a one (1) year term, three (3) members serving two (2) year terms and three (3) members serving three (3) year terms.

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Attachment # 2

ARTICLE IV: Other Provisions

4.1. Officers. The elected officers of the corporation shall be president, vice-president, secretary, and treasurer and shall be elected by and serve at the pleasure of the board of directors.

4.2 Election and Terms. The officers shall be elected for a term of one year at the time of the annual meeting. If a vacancy occurs in one of the officers, it shall be filled by the board of directors at any regular or special meeting.

4.3 President – Powers and Duties. The president shall preside at all meetings of the board of directors; appoint committee chairpersons; carry out such other duties as usually pertain to the office of president; and serve as an ex-officio member of all committees.

4.4 Vice President – Powers and Duties. The vice-president shall perform such duties as delegated by the board of directors or the president and shall perform the duties of president in the absence of the president.

4.5 Secretary – Powers and Duties. The secretary shall keep minutes of the meetings of the board of directors and shall see that all notices are given in accordance with the provision of these by-laws.

4.6 Treasurer – Powers and Duties. The treasurer shall have charge of the administration of, and accounting for, corporate funds in accord with the corporation's policies. The treasurer shall prepare all financial statements required by law, the board of directors, or good accounting practices. The treasurer shall provide the board of directors with quarterly and annual reports of all corporate financial transactions and of the financial condition of the corporation.

4.7 Committees. Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, the board of directors shall have the power to act on all matters requiring prompt action between meetings of the directors except for such matters as are specified in Section 55 of Chapter 156B of the Massachusetts General Laws. 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. In the event that any member of a committee shall cease to be a director of the corporation for any reason, he or she shall forthwith cease to be a member of such committee.

4.8 Contributions. The corporation's primary purpose shall be to raise money or other forms of unrestricted contributions. The Corporation reserves the right to consider acceptance of restricted contributions. It is not the purpose of this corporation to replace general operating funds for the Weymouth Public Schools, nor to supplant funding derived from regular funding sources, such as funds provided by federal, state, or local governments. Therefore, contributions from the corporation are not intended to be considered a regular revenue source for the operation of the school district.

4.9 Books and Records. The corporation shall keep and maintain correct and complete books and records of account and shall keep minutes of the proceedings of its board of directors.

4.10 Audits. The books and records shall be kept at the corporation's registered office.

4.11 Annual Report. The board of directors shall make an annual report to the school district's school board served by the corporation. The report shall include the corporation's acts, goals, and financial condition.

4.12 Staff. The board of directors may accept the services and assistance of school and municipal personnel and community volunteers for the purpose of carrying out the work of the organization.

4.13 Amendments. Amendments to the by-laws shall be proposed in writing and filed with the secretary. The secretary shall see that a copy of the proposed amendments is sent to all the directors two (2) weeks prior to the meeting at which they are to be considered. The directors may adopt amendments to these by-laws by a two thirds (2/3) vote of the directors present at any regular meeting of the corporation, or any special meeting called for that purpose at which a quorum is present.

4.14 Dissolution. When the purpose for which it was established has been accomplished or abandoned, the corporation may be dissolved by a majority vote of the board of directors of the corporation. After paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to the school district, or some other foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and has an educational purpose.

Weymouth Trust for Student Success, Inc.

Board of Directors:

Mary Jo Livingstone
95 Riverview Drive, Bridgewater, MA 02324

Kathleen Sheridan
21 Weyfair Path, Weymouth, MA 02190

Laura Stevenson
53 Patricia Lane, Weymouth, MA 02190

Gerald Murphy
54 Mason Street, Weymouth, MA 02190

Suzanne Ferrari
33 Puritan Road, Weymouth, MA 02191

Nancy Hawkes
239 Randolph Road, Weymouth, MA 02190

Robert Terrevecchia
15 Tayla Drive, Weymouth, MA 02190

Nicole Hennessey
27 Elm Street, South Weymouth, MA 02190

Sean Guilfoyle
1 Raycroft Ave., Weymouth, MA 02188

Officers:

President: Kathleen Sheridan

Treasurer: Laura Stevenson

Secretary: Suzanne Ferrari

The Commonwealth of Massachusetts
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BY-LAWS
OF
WEYMOUTH TRUST FOR STUDENT SUCCESS, INC.

SECTION 1

**ARTICLES OF ORGANIZATION, LOCATION
CORPORATE SEAL AND FISCAL YEAR**

1.1 Articles of Organization. The name and purposes of the corporation shall be as set forth in its Articles of Organization. These By-Laws, the powers of the corporation and of its 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 as from time to time in effect.

1.2 Location. The principal office of the corporation in the Commonwealth of Massachusetts 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 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 end on December 31 in each year unless the directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

SECTION 2

ANNUAL MEETING

2.1 Annual Meeting. The annual meeting of the corporation shall be held on the first Tuesday of December in each year (unless that day be a legal holiday at the place where the meeting is to be held in which case the meeting shall be held at the same hour on the next succeeding day not a legal holiday) or at such other earlier or later date and time as shall be determined from time to time by the directors.

SECTION 3

SPONSORS, BENEFACTORS, CONTRIBUTORS ADVISORS, FRIENDS OF THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors 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 Powers. The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation. In addition to and without limiting the foregoing, the directors shall have and may exercise all powers, rights and privileges given to members of a corporation organized under Chapter 180 of the Massachusetts General Laws, as the same exists or may hereafter be amended, and as to any actions taken by the directors pursuant to any such powers, rights and privileges, the directors shall constitute the members of the corporation.

4.2 Number and Election. The number of directors of the corporation shall be fixed at nine; provided that the directors, by a vote of a 2/3rds majority of the directors present and entitled to vote thereon at any special or regular meeting for which a quorum exists, may increase the number of directors and establish the qualifications therefore, 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.

4.3 Qualification of Directors. The directors shall have the following qualifications and all have an equal vote:

(i) the (1) Superintendent of the Weymouth Public Schools, or his/her designee, shall serve as a director ex officio;

(ii) one (1) director shall be an administrator in the Weymouth Public Schools appointed by the Superintendent;

(iii) one (1) director shall be appointed annually by the Chairperson of the Weymouth School Committee;

(iv) two (2) directors shall, at the time of election as a director, be parents or guardians of current students enrolled in the Weymouth Public Schools.

When vacancies occur, nominations may be put forth by individual parent councils and appointment will be made by the Superintendent;

(v) two (2) directors shall be owners or employees of businesses that are headquartered in Weymouth;

(vi) two (2) directors shall be employees of the Weymouth Public Schools and shall be involved directly in classroom instruction appointed by the Superintendent.

4.4 Term of Office. Unless the term is designated in the qualification of directors or the director serves ex officio, each director, shall be appointed or elected for a term of three (3) years; provided that no more than one third of the terms of directors shall expire in any one year; and further provided that all directors shall serve until his or her successor is appointed (or elected) and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified. Directors who leave the employ of the Weymouth Public Schools become disqualified to serve in that capacity. Terms of office for the first year of this corporation shall be staggered with three (3) members serving a one (1) year term, three (3) members serving two (2) year terms and three (3) members serving three (3) year terms.

4.5 Committees. Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, the Executive Committee shall have the power to act on all matters requiring prompt action between meetings of the directors except for such matters as are specified in Section 55 of Chapter 156B of the Massachusetts General Laws. 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. In the event that any member of a committee shall cease to be a director of the corporation for any reason, he or she shall forthwith cease to be a member of such committee.

4.6 Regular Meetings. Regular meetings of the directors may be held without notice at such places and at such times as the directors may from time to time determine. A regular meeting of the directors may be held without notice immediately following and at the same place as the annual meeting.

4.7 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.

4.8 Notice of Special Meetings. Notice of the time and place of each special meeting of the directors shall be given to each director by mail at least five days or by e-

mail at least forty-eight hours before the meeting addressed to him or her at his or her usual or last known business or residence address or in person or by telephone at least twenty-four hours before the meeting. 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 her (or his or her 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 or her. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, by the Articles of Organization or by these By-Laws.

4.9 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 the 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.

4.10 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, by the Articles of Organization or by these By-Laws.

4.11 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.

4.12 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone, webinar, 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.

SECTION 5

OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the corporation shall be a President, Vice President, Treasurer, Secretary 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. 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, Vice President, Treasurer and Secretary 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, Vice-President, Treasurer and Secretary shall each hold office until the first meeting of the directors following the next annual meeting of the corporation and until his or her 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 corporation 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 authority at the pleasure of the directors.

5.4 President and Vice Presidents. 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 directors, except as the 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 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.

5.5 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 also be in charge of its books of account and accounting records and of its accounting procedures. It shall be the duty of the Treasurer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service and other federal or state agencies. He or she shall have such other duties and powers as designated by the directors or the President.

5.6 Secretary. The Secretary shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept with the Commonwealth at the principal office of the corporation or at the office of its Secretary or of its resident agent and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain the records of all meetings of incorporators and the originals, or attested copies, of the Articles of Organization and the By-Laws and the names of all directors and the address

of each. If the Secretary is absent from any meeting of directors, a Temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

SECTION 6

RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any director or officer may resign at any time by delivering his or her resignation in writing to the President or the Secretary or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.2 Removals. A director or officer may be removed with or without cause by the vote of a majority of the directors then in office. A director or officer may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors, which hearing may be waived.

6.3 No Right to Compensation. No officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no officer removed, shall have any right to any compensation as such officer for any period following his or her resignation or removal, or any right to damages on account of such removal, whether his or her compensation be by the month or by the year or otherwise; unless the directors shall in their discretion provide for compensation.

6.4 Vacancies. Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the Board, may be filled by the directors by vote of a majority of the directors then in office. The directors shall elect a successor if the office of the Vice President, Treasurer or Secretary becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the Vice President, Treasurer and Secretary until his or her successor is chosen and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

SECTION 7

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 the President or a Vice President and the Treasurer or an Assistant Treasurer, who may be one and the same person, 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 8

COMPENSATION; PERSONAL LIABILITY

8.1 Compensation. Directors shall serve without compensation.

8.2 No Personal Liability. The directors and officers 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 9

AMENDMENTS

These By-Laws may be altered, amended or repealed at any meeting of the directors, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby, by vote of a majority of the directors then in office.

SECTION 10

INDEMNIFICATION

10.1 Definitions. For purposes of the Section 10, the following terms shall have the following meanings:

(i) “Indemnitee” means any person who serves or has served as a member of the Board of Directors of the corporation, any person who serves or has served as an officer of the corporation or in any other office filled by election

or appointment by the Board of Directors and any person who serves or has served as an employee of the corporation;

- (ii) “Proceeding” means any action, suit or proceeding, whether civil, criminal or investigatory, brought or threatened in or before any court, tribunal or administrative or legislative body or agency;
- (iii) “Expense” means any liability fixed by a judgment, order, decree or award in a Proceeding, any fine or penalty, any liability reasonably incurred in connection with the settlement of a Proceeding and any professional fees and other expenses reasonably incurred in connection with a Proceeding or the settlement thereof; and
- (iv) “Enforcement *Proceeding*” means a Proceeding initiated by an Indemnitee or by his or her heirs or legal representatives in which he or she successfully enforces his or her rights to indemnification under this Section 10.

10.2 *General.* Except as otherwise expressly provided by this Section 10, the corporation shall indemnify each Indemnitee and his or her heirs and personal representatives, to the extent legally permissible, against all Expenses incurred by such Indemnitee in connection with any Proceeding in which he or she is involved as a result of serving or having served as a director, officer or employee of the corporation or, at the request of the corporation, as a director, officer, employee or other agent of any other organization or in any capacity with respect to any employee benefit plan.

No indemnification shall be provided to an Indemnitee or his or her heirs or personal representatives with respect to any matter as to which it shall have been adjudicated in any Proceeding that (i) such Indemnitee did not act in good faith in the reasonable belief that his or her action was in the best interest of the corporation or, to the extent that such matter related to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan, or (ii) such Indemnitee derived an improper personal benefit.

Notwithstanding any other provision of the Section 10, an Indemnitee and his or her heirs and personal representatives shall not be entitled to indemnification under this Section 10 with respect to acts or omissions occurring during any period in which such Indemnitee was not a director of the corporation except to the extent expressly approved by vote of the Board of Directors of the corporation.

To the extent authorized by a majority of the directors, indemnification under this Section 10 shall include, payment by the corporation of Expenses incurred by an Indemnitee or his or her heirs or personal representatives in

defending a Proceeding in advance of the final disposition of such proceeding; provided, however, that the corporation has first received an undertaking from such Indemnitee, or such heirs or personal representatives, to repay to the corporation all such advance payments if such Indemnitee, heirs or personal representatives shall be adjudicated in any Proceeding to be not entitled to such indemnification.

An Indemnitee and his or her heirs and personal representatives shall be entitled to indemnification under the Section 10 against all Expenses incurred by him or her in connection with any Enforcement proceeding.

An Indemnitee and his or her heirs and personal representatives shall not be entitled to indemnification under this Section 10 against Expenses incurred by any of them in connection with any Proceeding initiated by any of them other than an Enforcement Proceeding unless the initiation of such Proceeding was expressly approved in advance by vote of the board of directors of the corporation.

In any Enforcement Proceeding, and in any other Proceeding which involves, or in which is sought, a determination as to whether or not an Indemnitee or any of his or her heirs or personal representatives is entitled to indemnification under this Section 10, the party or parties seeking a determination that he or she is not so entitled shall bear the burden of proving the same.

Nothing in this Section 10 shall limit any lawful rights to indemnification existing independently of the Section 10. Nothing in this Section 10 shall be construed as limiting in any manner the power of the Board of directors of the corporation to provide indemnification to any person who is not a director of the corporation and who serves as an officer, employee or other agent of the corporation, who serves at the corporation's request as a director, officer, employee or other agent of another organization or who serves at the corporation's request in any capacity with respect to any employee benefit plan.

This Section 10 shall be deemed for all purposes to constitute a written agreement between the corporation and each Indemnitee which may be altered, amended or repealed in accordance with Section 9 of these By-Laws, provided that no alteration, amendment or repeal of this Section 10 shall adversely affect the rights and protection afforded to an Indemnitee and his or her heirs and personal representatives under this Section 10 for acts or omissions occurring before such alteration, amendment or repeal.

Weymouth Public Schools
Weymouth Trust for Student Success, Inc.
Articles of Organization

CONTINUATION SHEET IV

Additional provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, and for limiting, defining and regulation the powers of the corporation and of its directors:

4.1 The corporation shall have, and may exercise in furtherance of its corporate purposes, all 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 such Section 9) as now in force or as hereafter amended, provided, however, that no such power shall be exercised in a manner inconsistent with 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(c)(3) of the Internal Revenue Code.

4.2 The directors may make, amend or repeal the By-Laws of the corporation in whole or in part upon majority vote.

4.3 Meetings of the directors may be held anywhere in the United States.

4.4 No director or officer of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as such director or officer notwithstanding any provision of law imposing such liability, except to the extent that such exemption from liability is not permitted under Chapter 180 of the Massachusetts General Laws.

4.5 (a) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director or officer of the corporation, or any concern in which any such director or officer has any interest, or any individual having any interest in any such concern, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act (collectively called a "transaction") of the corporation, and

(1) such transaction shall not be in any way invalidated or otherwise affected by that fact; and

(2) no such director, officer, concern or individual shall be liable to account to the corporation for any profit or benefit realized through any such transaction; provided, however, that such transaction either was fair at the time it was entered into or is authorized or ratified by a majority of the directors who are not so interested and to whom the nature

of such interest has been disclosed and who have made any findings required by law. Except to the extent otherwise provided by law, and interested director of the corporation may be counted in determining the existence of a quorum at any meeting at which such transaction shall be authorized and may vote to authorize such transaction.

(b) For purposes of this Section 4.5, the term “interest” shall include personal interest and also interest as a director, officer, stockholder, shareholder, trustee or beneficiary of any concern; and the term “concern” shall mean any corporation, association, trust, partnership, firm person or other entity other than the corporation.

(c) No transaction shall be avoided by reason of any provision of this Section 4.5 which would be valid but for such provision.

4.6 No part of the assets or net earnings of the corporation shall inure to the benefit of any officer or director of the corporation or any individual (except that the corporation shall have the authority to pay reasonable compensation for personal services actually rendered and to make payments and distributions in furtherance of its corporate purposes); 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 distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

4.7 If and so long as the corporation is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), then notwithstanding any other provision of the Articles of Organization or the By-Laws of the corporation, the following provisions shall apply:

(a) the income of the corporation for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, and

(b) the corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Internal Revenue Code), nor retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code), nor make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

4.8 Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the

corporation shall be disposed of pursuant to Massachusetts General Laws, Chapter 180, to one or more organizations with similar purposes and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

4.9 Persons of any race and religion and of either sex shall be entitled to all the rights, privileges, programs and activities generally made available to participants in the corporation, its programs and activities, and the corporation shall not discriminate on the basis of race, religion or sex in administering its policies and programs.

4.10 All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the Massachusetts General Laws or any Chapter thereof shall be deemed to refer to such General Laws or Chapter as now in force or hereafter amended; and (iii) to particular Sections of the Internal Revenue Code or such General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

