

BYLAWS

OF

THE 38TH OFFICER CANDIDATE

COURSE / BASIC CLASS 3-66

**UNITED STATES MARINE CORPS
ALUMNI**

TABLE OF CONTENTS

Page

ARTICLE 1 NAME AND PURPOSES 1

 Section 1.1. Name 1

 Section 1.2. Purposes..... 1

ARTICLE 2 MEMBERSHIP..... 1

 Section 2.1. Classes and Qualifications Of Membership 1

 Section 2.2. Rights of Members 2

 Section 2.3. Dues..... 2

 Section 2.4. Members in Good Standing..... 2

 Section 2.5. Termination of Membership..... 2

 Section 2.6. Transfer of Membership..... 2

ARTICLE 3 MEETINGS OF MEMBERS 2

 Section 3.1. Place of Meeting..... 2

 Section 3.2. Regular Meetings 3

 Section 3.3. Special Meetings; Calling 3

 Section 3.4. Proper Business of Special Meeting..... 3

 Section 3.5. General Notice Requirements for Members' Meetings 3

 Section 3.6. Notice of Certain Agenda Items 3

 Section 3.7. Manner of Giving Notice 4

 Section 3.8. Quorum..... 4

 Section 3.9. Adjournment and Notice of Adjourned Meetings 4

 Section 3.10. Voting..... 4

 Section 3.11. Approval by Majority Vote 4

 Section 3.12. Waiver of Notice or Consent by Absent Members 4

 Section 3.13. Action by Unanimous Written Consent Without a Meeting 5

ARTICLE 4 BOARD OF DIRECTORS..... 5

 Section 4.1. General Powers..... 5

 Section 4.2. Number and Qualifications 5

 Section 4.3. Election of Directors 5

 Section 4.4. Terms of Office 6

TABLE OF CONTENTS
(continued)

	Page
Section 4.5. Compensation	6
Section 4.6. Regular Meetings	6
Section 4.7. Special Meetings	6
Section 4.7.1 Executive Committee	6
Section 4.8. Communications.....	6
Section 4.9. Notice of Meetings	6
Section 4.10. Contents of Notice.....	7
Section 4.11. Waiver of Notice and Consent to Hold Meetings	7
Section 4.12. Quorum for Meeting.....	7
Section 4.13. Majority Action as a Board Action	7
Section 4.14. Conduct of Meetings	7
Section 4.15. Action by Unanimous Written Consent Without Meeting.....	8
Section 4.16. Vacancies.....	8
ARTICLE 5 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS.....	9
Section 5.1. Right to Indemnification	9
Section 5.2. Advance Payments	9
Section 5.3. Determinations; Payments.....	9
Section 5.4. Definitions	10
Section 5.5. Exclusivity.....	10
Section 5.6. Insurance	10
Section 5.7. Amendment	10
Section 5.8. No Personal Liability.....	10
ARTICLE 6 OFFICERS	11
Section 6.1. Number of Officers	11
Section 6.2. Qualification, Election, and Term of Office.....	11
Section 6.3. Subordinate Officers.....	11

TABLE OF CONTENTS
(continued)

	Page
Section 6.4. Removal and Resignation	11
Section 6.5. Vacancies	11
Section 6.6. Duties of the President/Chair	11
Section 6.7. Duties of the Vice-President	12
Section 6.8. Duties of Clerk.....	12
Section 6.9. Duties of the Sergeant-at-Arms.....	12
Section 6.10. Duties of the Treasurer.....	13
ARTICLE 7 COMMITTEES	13
Section 7.1. Board Committees	13
Section 7.2. Delegation of Authority to Board Committees.....	13
Section 7.3. Advisory Committees	14
Section 7.4. Meetings and Action of Committees	14
ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS	14
Section 8.1. Execution of Instruments	14
Section 8.2. Checks and Notes.....	14
Section 8.3. Deposits.....	15
ARTICLE 9 CONSTRUCTION AND DEFINITIONS.....	15
Section 9.1. Construction and Definitions	15
ARTICLE 10 AMENDMENTS	15
Section 10.1. Amendment By Members	15
Section 10.2. Notice	15

AMENDED & RESTATED BYLAWS OF
38TH OFFICER CANDIDATE COURSE / BASIC CLASS 3-66 UNITED STATES MARINE
CORPS ALUMNI

ARTICLE 1

NAME AND PURPOSES

Section 1.1. **Name.** The name of this Corporation is and shall be 38TH OFFICER CANDIDATE COURSE / BASIC CLASS 3-66 UNITED STATES MARINE CORPS ALUMNI (hereinafter referred to as the "Corporation").

Section 1.2. **Purposes.** The Corporation is organized under Chapter 180 of the Massachusetts General Laws for the following specific purposes:

(a) To carry on programs within the meaning of Section 501(c)(19) of the Internal Revenue Code of 1986, as amended (hereinafter the "Internal Revenue Code") to perpetuate the memory of deceased members of the 38th Officer Candidate Course and Basic Class 3-66 of the United States Marine Corps, to comfort their survivors and to raise funds and provide other support to benefit charities associated directly or indirectly with the United States Marine Corps.

(b) To provide social, recreational, and educational activities for the members of the Corporation (the "Members").

(c) To have and exercise all the powers necessary or convenient to carry into effect the objects for which the Corporation was formed and in general to have and exercise all the powers conferred by the Commonwealth of Massachusetts upon corporations created under Chapter 180 of the Massachusetts General Laws, as may be amended from time to time.

ARTICLE 2

MEMBERSHIP

Section 2.1. **Classes and Qualifications of Membership.** The Corporation consists of three classes of members, designated as "Voting Members," "Associate Members" and "Auxiliary Members" (collectively "Members").

(a) Any individual who successfully completed the 38th Officer Candidate Course and/or Basic Class 3-66 of the United States Marine Corps shall be eligible to

become a Voting Member on approval of a majority of the Board of Directors of the Corporation (the "Board" or the "Board of Directors").

(b) Any individual who served honorably in the United States Marine Corps and expresses an interest in and applies for membership in the Corporation shall be eligible to become an Associate Member on approval of a majority of the Board.

(c) Any surviving spouse, child, grandchild, or great-grandchild of a deceased "Voting Member," who expresses an interest in and applies for membership in the Corporation shall be eligible to become an Auxiliary Member on approval of a majority of the Board

(d) No member shall hold more than one (1) membership in the Corporation.

Section 2.2. **Rights of Members.** Voting Members shall have the right to vote on the election, removal and replacement of Directors and officers of the Corporation and on other matters brought to the Membership for vote or ballot by the Board from time-to-time. In addition, each Member shall have all other rights afforded members under Chapter 180 of the Massachusetts General Laws.

Section 2.3. **Dues.** The Board shall, from time to time, recommend the amount of dues to be paid by Members; however payment of dues is entirely voluntary and shall not be a condition of membership.

Section 2.4. **Members in Good Standing.** Members who are not suspended shall be Members in good standing.

Section 2.5. **Termination of Membership.** A membership in the Corporation shall terminate on occurrence of any of the following events:

- (a) Resignation of the Member;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; or
- (c) Death of the Member.

Section 2.6. **Transfer of Membership.** Memberships in the Corporation and all rights arising therefrom are non-transferable. Any attempt to transfer a membership or any rights therein shall be void ab initio.

ARTICLE 3

MEETINGS OF MEMBERS

Section 3.1. **Place of Meeting.** Meetings of the Members shall be held at any place within or outside the Commonwealth of Massachusetts designated by the Board after determining the sentiment of the Membership at the immediately preceding Regular Meeting of the

Members or by the written consent of all Voting Members entitled to vote at the meeting, given before or after the meeting.

Section 3.2. Regular Meetings. A regular meeting of Members (“Regular Meeting of the Members”) shall be held during September, October or November of odd-numbered years unless the Board fixes another date or time and so notifies the Members as provided in Sections 3.5 through 3.7 of these Bylaws. At the meeting, Directors and officers shall be elected and other proper business may be transacted, subject to Sections 3.6 and 3.8 of these Bylaws.

Section 3.3. Calling Special Meetings.

(a) A special meeting of Members for any lawful purpose may be called at any time by the President/Chair or the Board, and shall be called by the Clerk of the Corporation (as provided in Article 6 of these Bylaws), or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of Members representing at least ten (10) percent of Voting Members. In case none of the officers is able and willing to call a special meeting, the supreme judicial or superior court, upon application of said number of Voting Members, shall have jurisdiction in equity to authorize one or more of such Voting Members to call a meeting by giving such notice as is required by law.

(b) A special meeting called by any person entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President/Chair or the Clerk of the Corporation.

(c) The officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, in accordance with Sections 3.5 through 3.7 of these Bylaws. The notice shall be given at least ninety (90) days prior to the scheduled meeting if called by the Members (or at least one hundred twenty (120) days prior to the scheduled meeting if called by the President/Chair or the Board). If notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice.

Section 3.4. Proper Business of Special Meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 3.5. General Notice Requirements for Members' Meetings. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For a Regular Meeting of the Members, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors and officers are to be elected shall include the names of all persons who are nominees when notice is given. Except as provided in Section 3.6 of these Bylaws, any proper matter may be presented at the meeting.

Section 3.6. Notice of Certain Agenda Items. Approval by the Members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(a) Approving contracts or transactions between the Corporation and one or more interested persons:

- Bylaws;
- (b) Amending the Articles of Organization of the Corporation or these
 - (c) Increasing or decreasing the number Directors;
 - (d) Removing a Director or officer of the Corporation; or
 - (e) Approving the merger, dissolution or sale of all or substantially all the assets of the Corporation. Unless otherwise directed by the Board, any proceeds available upon dissolution and winding up, after making all payments otherwise required by law, shall be donated to the Marine Corps Heritage Foundation, or its successor, if in existence at the time of dissolution and winding up.

Section 3.7. Manner of Giving Notice.

(a) If notice of a meeting of the Members is required by law or by these Bylaws, such notice shall be given: (i) by mail, postage prepaid, at least ten (10) days prior to the meeting; (ii) by facsimile, e-mail or other electronic means, or by deposit to an overnight delivery service at least seven (7) days prior to the meeting; or (iii) by communication in person, by hand or by telephone at least seven (7) days prior to the meeting or other event, in each case addressed or directed to the Member's usual or last-known business or residential address, voice, fax or e-mail location, as the case may be, as appears on the records of the Corporation. The foregoing notwithstanding, notices of special meetings shall be given in accordance with the time periods specified in Section 3.3(c) above.

(b) Each notice shall be given by the Clerk, or in case of death, absence, incapacity or refusal of the Clerk, by any other officer or by a person designated by either the Clerk, the person or persons calling the meeting, or by the Board.

Section 3.8. Quorum. At any meeting of the Members, not less than twenty-five (25) of the Voting Members in good standing shall constitute a quorum, except when a larger quorum is required by law or by the Articles of Organization of the Corporation.

Section 3.9. Adjournment and Notice of Adjourned Meetings. Any meeting of the Members may be adjourned to such date or dates not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present. The Clerk shall give notice of the adjourned meeting to the Members in accordance with Sections 3.5 through 3.7 of these Bylaws.

Section 3.10. Voting. Members entitled to vote at any meeting of Members shall be Members in good standing. Voting shall be by voice, except that voting on any matters so demanded before the voting begins by a majority of the Members at the meeting shall be by ballot. Each Member entitled to vote may cast one vote on each matter submitted to a vote of the Members.

Section 3.11. Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Members unless the vote of a greater number is required by Chapter 180 of the Massachusetts General Laws or by the Articles of Organization of the Corporation or these Bylaws.

Section 3.12. Waiver of Notice or Consent by Absent Members. Whenever notice of a Members meeting is required, such notice need not be given: (i) to any Member if a written

waiver of notice, executed by the Member (or such Member's authorized agent) before or after the meeting, is filed with the records of the meeting; or (ii) to any Member who attends the meeting without protesting prior to the commencement of the meeting the lack of notice to that Member. A waiver of notice need not specify the purposes of the meeting, except as provided in Section 3.6 of these Bylaws.

Section 3.13. **Action by Unanimous Written Consent Without a Meeting.** Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Members.

ARTICLE 4

BOARD OF DIRECTORS

Section 4.1. **General Powers.** Subject to the provisions of the Massachusetts General Laws and any limitations in the Articles of Organization of this Corporation and these Bylaws relating to action required or permitted to be taken or approved by the Members of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 4.2. **Number and Qualifications.** The Corporation shall have thirteen (13) Directors, including the Corporation's serving President/Chair, Vice President, Treasurer, Sergeant-at-Arms and Clerk and, for a period of two years after his last service as President/Chair, the immediate past President/Chair, who shall collectively be known as the Board. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The Directors must be Voting Members of this Corporation.

Section 4.3. **Election of Directors.** Election of Directors shall be held at each regular meeting of Members to fill the seats vacated by Directors whose terms expire as of the date of such meeting. However, if one or more vacancies on the Board are not filled by the election of Directors at a regular meeting, Directors may be elected at a special meeting of Members called and held for that purpose.

(a) Nomination by Committee. The Board shall appoint a Nomination Committee from among the Members of the Corporation to select qualified candidates for election to the Board and to the offices of the Corporation. The Nomination Committee shall meet at least two days before each Regular Meeting of the Members and shall submit the names of the nominees to the Board in sufficient time to allow the same to be received by the Members at least 48 hours before commencement of the meeting at which Directors and/or officers are to be elected or prominently and conspicuously displayed at reunion venues throughout each day of the reunion at which the election will take place.

(b) Nomination from the Floor. When a meeting is held for the election of Directors or officers, any Member present at the meeting in person or by proxy may place names in nomination.

Section 4.4. **Terms of Office.** Except as otherwise provided in section 4.2, directors shall be elected for a term of four (4) years each, with terms staggered so that at least six (6) directors are elected or reelected every two years, and may serve an unlimited number of consecutive terms. Each Director, including a Director elected at a regular or special meeting of Members, shall hold office until expiration of the term for which elected and until a successor is elected and qualified.

Section 4.5. **Compensation.** Directors shall not receive compensation for their services as members of the Board or officers of the Corporation.

Section 4.6. **Regular Meetings.** The Board shall meet twice, once no later than 48 hours before and once immediately after each Regular Meeting of the Members, in conjunction with and at the same location as each Regular Meeting of the Members and otherwise at such place within or outside the Commonwealth of Massachusetts which has been designated from time to time by resolution of the Board. In the absence of such designation, any meeting shall be valid only if held on the written consent of all Directors, given either before or after the meeting and filed with the Clerk of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board.

Section 4.7. **Special Meetings.** Special meetings of the Board may be called by the President/Chair, the Clerk, or by any two (2) Directors, or any twenty five (25) Members, and such meetings shall be held at the place, within or outside the Commonwealth of Massachusetts, designated by the Board.

Section 4.7.1 **Executive Committee.** The Board may designate an Executive Committee of no less than five (5) of its Members to conduct any business of the corporation, including business otherwise to be conducted at a regular or special meeting of the Board, subject only to later ratification at a later Regular or Special Meeting. The Executive Committee may conduct its business by telephone, e-mail or electronic instant messenger according to rules and procedures approved by the Board. Whether or not later ratified, actions of the Executive Committee shall be valid and enforceable from the time such action is taken until the Board meets to consider whether to ratify those actions.

Section 4.8. **Communications.** Any meeting, regular or special, may be held by telephone or video conference call or similar communications equipment, so long as all Directors participating in such meeting can hear one another. In addition, special meetings of the Board may, according to rules approved by the Board to insure authenticity, reliability, and contemporaneous communications, be held through instant messaging or equivalent electronic media and, specifically, may include balloting and formulation and discussion of issues before and after the time of the meeting through use of electronic mail.

Section 4.9. **Notice of Meetings.** Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or electronic mail. If sent by mail or electronic mail, the notice shall be deemed to be delivered on its deposit in the mails or on its transmission. Such notices shall be addressed to each Director at his address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is

held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 4.10. **Contents of Notice.** Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting and whether, and if so under what circumstances, remote communications attendance will be employed. The purpose of any Board meeting need not be specified in the notice.

Section 4.11. **Waiver of Notice and Consent to Holding Meetings.** The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals, shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to such Director.

Section 4.12. **Quorum for Meeting.**

(a) A quorum shall consist of no less than seven (7) Directors.

(b) Except as otherwise provided in these Bylaws or in the Articles of Organization of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the chair of the meeting shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

(c) When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 4.9 above.

Section 4.13. **Majority Action as a Board Action.** Each Director shall be entitled to cast one (1) vote on each matter that comes before the Board for a vote. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Organization of this Corporation or these Bylaws, or the provisions of Chapter 180 of the Massachusetts General Laws require a greater percentage or different voting rules for approval of a matter by the Board.

Section 4.14. **Conduct of Meetings.** Meetings of the Board shall be presided over by the President/Chair of the Corporation, or, in his absence, by the Vice President, or, in his absence by the Clerk, or in his absence, by a chair chosen by a majority of the Directors present at the meeting. The Clerk of the Corporation shall act as secretary of all meetings of the Board, provided that in his absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 4.15. **Action by Unanimous Written Consent Without Meeting.** Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all of the Directors consent to the action in writing, and the written consents are filed with the records of the

meetings of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 4.16. **Vacancies.** Vacancies on the Board shall exist (1) on the death or resignation of any Director, (2) on the removal of any Director by the Members as set forth in Section 4.16(b) hereof, (3) on the removal of any Director by the remaining Directors as set forth in Section 4.16(c) hereof, (4) whenever the number of authorized Directors is increased, and (5) on the failure of the Members, at any meeting of Members at which any Director(s) are to be elected, to elect the number of Directors required to fill vacancies on the Board as of the date of that meeting.

(a) Any Director may resign effective upon giving written notice to the President/Chair, the Clerk or the Board, unless the notice specifies an effective date at some other time or upon the happening of some other event.

(b) The Members may remove any Director, with or without cause, by a vote of a majority of the Voting Members at a Regular Meeting of the Members called for that purpose and for which notice of the purpose thereof has been given.

(c) A Director may be removed for cause by a vote of a majority of the Directors then in office.

(d) Except for vacancies created by the Members' removal of Directors, vacancies on the Board may be filled on an interim basis until the next Regular Meeting by a majority of the Directors then in office, whether or not less than a quorum, or by the sole remaining Director.

(e) A person elected to fill a vacancy as provided in this Section 4.16 shall hold office until the expiration of the term he is elected to fill or until his death, resignation or removal from office.

(f) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

(g) A Director may be removed for cause only after a reasonable notice and an opportunity to be heard before the body proposing to remove him.

[No further text on this page]

ARTICLE 5

INDEMNIFICATION BY CORPORATION OF MEMBERS, DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 5.1. **Right to Indemnification.** The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(19) of the Internal Revenue Code is not affected thereby, indemnify each person serving or who has served as an Officer or Agent (as hereinafter defined) of the Corporation, against all liabilities and expenses (including judgments, awards, amounts paid in settlement, and reasonable fees and disbursements of counsel) imposed upon, or reasonably incurred by, such person in connection with or resulting from any Claim (as hereinafter defined), in which he may become involved as a party or otherwise, by reason of being or having been an Officer or Agent of the Corporation, or by reason of any alleged acts or omissions in such capacity. No indemnification shall be provided to any person 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 such action was in the best interests of the Corporation, or with respect to a criminal matter where he had reasonable cause to believe that his conduct was unlawful. Furthermore, no indemnification shall be provided to any person with respect to any Claim by or in the right of the Corporation if such person is adjudicated to be liable to the Corporation or makes a settlement payment to the Corporation, unless a court otherwise determines that indemnification is appropriate under the circumstances.

Section 5.2. **Advance Payments.** Expenses incurred by an Officer or Agent in defending a Claim may be paid by the Corporation in advance of the final disposition of such Claim upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be ineligible for indemnification under this Article, which undertaking shall be an unlimited general obligation but need not be secured.

Section 5.3. **Determinations; Payments.** All advance and other payments of any indemnification under this Article shall be authorized by any one of the following procedures:

(a) The Board of Directors, shall find, by a vote of a disinterested quorum of its Directors (without counting the vote or presence for purposes of a quorum of any Director who is claiming such indemnification or is a party to the Claim in question), that the person claiming such indemnification is eligible to receive the same and, in the case of a settlement, that the amount paid in settlement, or the portion thereof as to which indemnification is to be given, is reasonable under the circumstances; or

(b) Independent legal counsel shall have delivered to the Corporation their written opinion to the same effect; or

(c) The Members of the Corporation, by a vote of a disinterested quorum of its Members (without counting the vote or presence for purposes of a quorum of any Member who is claiming such indemnification or is a party to the Claim in question), shall have specifically determined that such person is eligible for such indemnification; or

(d) A court having jurisdiction shall have entered a final order ordering the payment of such indemnification.

Section 5.4. **Definitions.** As used in this Article 5, the terms:

(a) "Officer" means any person who serves or has served as a Director or officer of the Corporation, and his respective heirs, executors, administrators and assigns.

(b) "Agent" means any person who serves or has served at the request of the Corporation as the trustee or administrator of any employee benefit plan or program of the Corporation, or as a member, director, officer, trustee, employee, committee member or other agent of another organization in which the Corporation has an interest, and his respective heirs, executors, administrators and assigns.

(c) "Claim" means any threatened or actual administrative, civil or criminal claim, action, suit, investigation or proceeding, whether brought by or in the right of the Corporation, by another organization in which it has an interest, by a third party or otherwise, including a proceeding in which an Officer or Agent is successful in seeking indemnification under this Article 5.

Section 5.5. **Exclusivity.** The provisions for indemnification hereunder shall not limit any right of indemnification existing independently of this Article 5.

Section 5.6. **Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an Officer or Agent of the Corporation, or is or was serving at the request of the Corporation as an Officer or Agent of another organization or with respect to any employee benefit plan, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

Section 5.7. **Amendment.** The provisions of this Article may be amended or repealed at any time by the Members of the Corporation; provided, however, that no such amendment or repeal which adversely affects the rights of an Officer or Agent under this Article with respect to his acts or omissions at any time prior to such amendment or repeal shall apply to that person without his consent.

Section 5.8. **No Personal Liability.** The Members, 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 payment of any such contract or claim, or for payment of any debt, damages, judgment or decree, or any money that may otherwise become due or payable to them from the Corporation.

ARTICLE 6

OFFICERS

Section 6.1. **Number of Officers.** The officers of the Corporation shall be a President/Chair, a Vice President, a Clerk, a Treasurer, a Sergeant-at-Arms, and such other officers as may be elected by the Members.

Section 6.2. **Qualification, Election, and Term of Office.** Only Members in good standing may serve as officers of this Corporation. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has appointed a resident agent in accordance with the Massachusetts General Laws. Officers shall be nominated in accordance with Section 4.3 of these Bylaws and shall be elected at each regular meeting of Members to fill the seats vacated by officers whose terms expire as of the date of such meeting. Each officer shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected and qualified, whichever occurs first.

Section 6.3. **Subordinate Officers.** The Members may elect such other officers or agents as the Members may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Members.

Section 6.4. **Removal and Resignation.** The Members may remove any officer, with or without cause, by a vote of a majority of the Voting Members at a meeting called for that purpose and for which notice of the purpose thereof has been given; provided that an officer may be removed for cause only after a reasonable notice and an opportunity to be heard before the Members. Any officer may resign by delivering his written resignation to the President/Chair 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. Unless otherwise specified in the resignation notice, the acceptance of such resignation shall not be necessary to make it effective. The foregoing provisions of this Section 6.4 shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the Corporation.

Section 6.5. **Vacancies.** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled for the balance of the officer's term by the Board, subject to ratification or further action by the Voting Members at the next Regular Meeting of the Members.

Section 6.6. **Duties of the President/Chair.** The President/Chair shall preside at all meeting of the Members and of the Directors. He shall be the chief executive officer of the Corporation. It shall be the President/Chair's duty, and he shall have the power, to see that all orders and resolutions of the Directors are carried into effect. The President/Chair 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/Chair shall serve as an ex officio voting member of each committee of the Corporation. The President/Chair shall have other such powers and perform such other duties as may be prescribed by law, by the Articles of Organization of this Corporation, or by these Bylaws.

Section 6.7. **Duties of the Vice-President.** In the absence of the President/Chair, or in the event of his inability or refusal to act, the Vice-President shall perform all the duties of the President/Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President/Chair. The Vice-President shall have other such powers and perform such other duties as may be prescribed by law, by the Articles of Organization of this Corporation, or by these Bylaws.

Section 6.8. **Duties of Clerk.** The Clerk shall:

(a) Certify and keep at such location as shall be instructed by the Board the original, or a copy, of these Bylaws as amended or otherwise altered to date.

(b) Keep at such location as shall be instructed by the Board, a book of minutes of all meetings of the Directors and Members, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records as authorized by law or by these Bylaws.

(e) Keep or cause to be kept at such place as shall be instructed by the Board a membership roster containing the name and address and other vital contact information for each Member, and, in the case where any membership has been terminated, the Clerk shall have the former Member's name and other vital information removed or cause to have it removed from the membership roster.

(f) Exhibit at all reasonable times to any Director or Member of the Corporation, or to his agent or attorney, on request thereof, the Bylaws, the membership roster, and the minutes of the proceedings of the Directors and the Members of the Corporation.

(g) In general, perform all duties incident to the office of Clerk and such other duties as may be required by law, by the Articles of Organization of this Corporation, or by these Bylaws.

(h) Retain and supervise the Resident Agent located in the Commonwealth of Massachusetts in the performance of those duties required under Chapter 180 of the Massachusetts General Laws as they may now be or are hereafter amended.

(i) Cause to be submitted the annual reports required by the Commonwealth of Massachusetts.

(j) Cause to be submitted the returns required by the Internal Revenue Service under the provisions of Section 501(c)(19) of the Internal Revenue Service Code of 1986, as from time to time amended.

Section 6.9. **Duties of the Sergeant-at-Arms.** The Sergeant-at-Arms shall be responsible for the orderly conduct of all meetings of the membership, officers or the Board of Directors.

Section 6.10. **Duties of the Treasurer.** The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board.

(b) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his agent or attorney, on request thereof.

(f) Render to the President/Chair and Directors, on a semi-annual basis and whenever specifically requested, an account of any or all of his transactions as Treasurer and of the financial condition of the Corporation. A copy of such reports shall be provided to the Clerk of the Corporation and entered into the permanent records of the Corporation. A copy of such reports shall also be posted on the Corporation's website.

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(h) Prepare, or cause to be prepared, a budget for each Reunion from which a reasonable Registration Fee may be determined.

(i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Organization of the Corporation, or by these Bylaws.

ARTICLE 7

COMMITTEES

Section 7.1. **Board Committees. There shall be a reunion committee of the Board.** The Board may create an executive committee pursuant to Section 4.7.1 and such other Board committees as from time to time may be required. Each committee shall consist of at least two (2) members who are Directors of the Corporation.

Section 7.2. **Delegation of Authority to Board Committees.** The Board may delegate to any committees which consist solely of Directors any of the powers of the Board, except, however, the power to:

- (a) amend these Bylaws;
- (b) elect officers of the Corporation to fill vacancies in any such offices;
- (c) change the number of Directors and to fill vacancies in the Board;
- (d) remove officers or Directors from office;
- (e) authorize the payment of any distribution to the Members;
- (f) change the principal office of the Corporation; or
- (g) authorize a merger of the Corporation.

Section 7.3. Advisory Committees. The Board may establish one or more advisory committees to the Board. The members of any advisory committee shall be Members of the Corporation and may consist of Directors and non-Directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be restricted to making recommendations to the Board or Board committees, and implementing Board or Board committee decisions and policies under the supervision and control of the Board or Board committee.

Section 7.4. Meetings and Action of Committees. Except as otherwise provided herein or by the Board, Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Each committee created by the Board shall serve at the pleasure of the Board, and shall be subject to the control and direction of the Board. Each such committee shall act by not less than a majority of the whole authorized number of its members.

ARTICLE 8

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 8.1. Execution of Instruments. All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Corporation on its behalf shall be signed by the President/Chair or the Treasurer except as the Board may generally or in particular cases otherwise determine.

Section 8.2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory

notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the President/Chair or Treasurer of the Corporation.

Section 8.3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

ARTICLE 9

CONSTRUCTION AND DEFINITIONS

Section 9.1. **Construction and Definitions.** Unless the context requires otherwise, terms or expressions in the masculine shall include the feminine and the general provisions, rules of construction, and definition in Chapter 180 of the Massachusetts General Laws shall govern the construction of these Bylaws.

ARTICLE 10

AMENDMENTS

Section 10.1. **Amendment By Members.** New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of no less than two-thirds of the Voting Members present at a Regular Meeting. Any bylaw that requires a higher vote by the Members than otherwise required by law may not be altered, amended, or repealed except by that higher vote.

Section 10.2. **Notice.** Notice of the proposed amendment or new Bylaws shall be provided to the voting Members by posting a copy of the proposed amendment or new Bylaws prominently and conspicuously at reunion venues each day of the reunion at which Members will be asked to approve proposed amendment or new Bylaws or by other means, including electronic mail, that provides at least 48 hours notice to members before the Regular Meeting of the Members at which the proposed amendment or new Bylaws is to be considered is called to order.