

**Bylaws**  
**of**  
**MASSACHUSETTS COMPUTER USING EDUCATORS, INC.**

**PURPOSE**

The corporate purpose of Massachusetts Computer Using Educators, Inc., is to share and exchange ideas, procedures, techniques, in order to promote educational use of technology in education, to collaborate with other agencies and organizations with similar purpose; to encourage formation of local and online groups for the same purpose.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the providing of facilities or equipment) or for the prevention of cruelty to children or animals as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954. No substantial portion of the activities of the corporation shall be carrying on propaganda, and no part of the activities of the corporation shall be participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office or for any political or partisan agenda.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of this corporation is **Massachusetts Computer Using Educators, Inc., (hereafter "MASSCUE")**. Its principal office shall be as specified in the Articles of Organization, or such other address as the Board of Directors shall from time to time select.

**ARTICLE II - ARTICLES OF ORGANIZATION**

The name and purposes of MASSCUE shall be as set forth in its Articles of Organization. These By-laws, the powers of the Corporation and of its Directors, and regulation of the affairs of MASSCUE shall be subject to the Articles of Organization in effect from time to time.

**ARTICLE III - MEMBERS AND MEMBERSHIP**

1. Criteria for membership in MASSCUE shall be as set forth by the Board of Directors from time to time. Membership is open to any individual regardless of race, color, creed, sex, national origin, sexual orientation or disability.

Membership dues may vary for different membership classes (Individual, Corporate, Student, or Complimentary) as determined by the Board of Directors.

2. All Membership dues shall be paid annually, in advance, and are nonrefundable.

3. Annual Meeting. The Corporation shall hold an annual meeting of Members at a time fixed by the Directors within 6 months after the end of the Corporation's fiscal year. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing Directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an annual meeting is not held at the time fixed in accordance with these Bylaws or the time for an annual meeting is not fixed in accordance with these Bylaws to be held within 13 months after the last annual meeting was held, the Corporation may designate a special meeting held thereafter as a special meeting in lieu of the annual meeting, and the meeting shall have all of the effect of an annual meeting.

4. Special Meetings. Special meetings of the Members may be called by the President or by the Directors, and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by another officer, if the holders of at least 10 per cent, or such lesser percentage as the Articles of Organization permit, of all the votes entitled to be cast on any issue to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose for which it is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special Members' meeting.

5. Place of Meetings. All meetings of Members shall be held at the principal office of the Corporation unless a different place is specified in the notice of the meeting or the meeting is held solely by means of remote communication in accordance with Section of this Article.

6. Requirement of Notice. A written notice of the date, time, and place of each annual and special Members' meeting describing the purposes of the meeting shall be given to Members entitled to vote at the meeting (and, to the extent required by law or the Articles of Organization, to Members not entitled to vote at the meeting) no fewer than forty nor no more than sixty days before the meeting date. If an annual or special meeting of Members is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place, if any, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given under this Section to persons who are Members as of the new record date. All notices to Members shall conform to the requirements of Article III.

7. Waiver of Notice. A Member may waive any notice required by law, the Articles of Organization, or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the Member entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A Member's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

8. Quorum.

(a) Unless otherwise provided by law, or in the Articles of Organization, these Bylaws or a resolution of the Directors requiring satisfaction of a greater quorum requirement for any voting group, a majority of the votes entitled to be cast on the matter by a voting group constitutes a quorum of that voting group for action on that matter.

(b) A Member once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless (1) the Member attends solely to object to lack of notice, defective notice or the conduct of the meeting on other grounds and does

not vote the Membership Units or otherwise consent that they are to be deemed present, or (2) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting.

9. Voting and Proxies. Unless the Articles of Organization provide otherwise, each outstanding Membership Unit, regardless of class, is entitled to one vote on each matter voted on at a Members' meeting. A Member may vote its/his/her/their units in person or may appear virtually. A Member cannot vote by proxy.

10. Action at Meeting. If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, or the Articles of Organization, these Bylaws or a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the Members, including more separate voting groups. Directors are elected by a plurality of the votes cast by the Membership Units entitled to vote in the election at a meeting at which a quorum is present. No ballot shall be required for such election unless requested by a Member present or represented at the meeting and entitled to vote in the election.

11. Action Without Meeting by Written Consent.

(a) Action taken at a Members' meeting may be taken without a meeting if the action is taken either: (1) by all Members entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, by Members having not less than the minimum number of votes necessary to take the action at a meeting at which all Members entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that describe the action taken, are signed by Members having the requisite votes, bear the date of the signatures of such Members, and are delivered to the Corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

(b) If action is to be taken pursuant to the consent of voting Members without a meeting, the Corporation, at least seven days before the action pursuant to the consent is taken, shall give notice, which complies in form with the requirements of Article III, of the action (1) to nonvoting Members in any case where such notice would be required by law if the action were to be taken pursuant to a vote by voting Members at a meeting, and (2) if the action is to be taken pursuant to the consent of less than all the Members entitled to vote on the matter, to all Members entitled to vote who did not consent to the action. The notice shall contain, or be accompanied by, the same material that would have been required by law to be sent to Members in or with the notice of a meeting at which the action would have been submitted to the Members for approval.

12. Record Date. The Directors may fix the record date in order to determine the Members entitled to notice of a Members' meeting, to demand a special meeting, to vote, or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be the close of business either on the day before the first notice is sent to Members, or, if no notice is sent, on the day before the meeting or, in the case of action without a meeting by written consent, the date the first Member signs the consent. A record date fixed under this Section may not be more than 70 days before the meeting or action requiring a determination of Members. A determination of Members entitled to notice of or to vote at a Members' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

13. Meetings by Remote Communications. Unless otherwise provided in the Articles of Organization, if authorized by the Directors: any annual or special meeting of Members need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, Members not physically present at a meeting of Members may, by means of remote communications: (a) participate in a meeting of Members; and (b) be deemed present in person and vote at a meeting of Members whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Member; (2) the Corporation shall implement reasonable measures to provide such Members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any Member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

14. Form of Member Action.

(a) Any vote, consent, waiver, or other action by a Member shall be considered given in writing, dated and signed, if, in lieu of any other means permitted by law, it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (i) that the electronic transmission was transmitted by the Member; and (ii) the date on which such Member transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Members.

(b) Any copy, facsimile or other reliable reproduction of a vote, consent, waiver or other action by a Member may be substituted or used in lieu of the original writing for any purpose for which the original writing could be used, but the copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

15. Members List for Meeting.

(a) After fixing a record date for a Members' meeting, the Corporation shall prepare an alphabetical list of the names of all its Members who are entitled to notice of the meeting. The list shall show the address of and number of Membership Units held by each Member, but need not include an electronic mail address or other electronic contact information for any Member.

(b) The Members list shall be available for inspection by any Member, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting: (1) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (2) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

(c) A Member, its/his/her/their agent, or attorney is entitled on written demand to inspect and, subject to the requirements of Section 2(c) of Article VI of these Bylaws, to copy the list, during regular business hours and at its/his/her/their expense, during the period it is available for inspection.

(d) The Corporation shall make the Members list available at the meeting, and any Member or its/his/her/their agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

16. Elections for the Board of Directors.

(a) An Election Committee, selected by the Board of Directors according to procedures which the Directors may adopt from time to time, will be responsible for conducting elections for the Board of Directors.

(b) Members may vote for the Board of Directors according to the rules set forth in these Bylaws.

(c) the Election Committee shall periodically solicit nominations for the Board of Directors. Members or the Elections Committee may make nominations in writing, in a form to be approved by the Board of Directors. The Election Committee shall certify nominations.

(d) The Elections Committee shall prepare a slate of certified candidates for the Board of Directors for vote at annual meeting in accordance with these Bylaws.

#### **ARTICLE IV - BOARD OF DIRECTORS**

1. Powers – The affairs of MASSCUE shall be managed by a Board of Directors, who shall exercise all of the powers of the Corporation. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.
2. Duties. The Board of Directors shall exercise all powers of the Corporation and direct its affairs.
3. Number and Election – The Board of Directors shall consist of six Directors, who shall be elected in the manner set forth below. In addition, the elected Board of Directors may appoint up to six additional Directors for the purpose of balancing geographic and educational responsibility. The Past President will serve as a non-voting advisor for one year after the Past President's term.
4. Qualification of Directors - Board members shall be chosen with a view toward maintaining a balanced Board of Directors having in aggregate the kinds of skills and experience which can contribute to the purposes and mission of MASSCUE. Each Director must be in a position to attend Board of Director meetings regularly, to serve on committees, to devote a substantial amount of time to the affairs of MASSCUE, and to become and remain acquainted with current developments. Directors shall be two of the following; (a) registered members of MASSCUE for at least one year, and who actively contributes to the organization as that is determined by the Board of Directors; (b) a community member who is (i) a current or retired educator; (ii) an employee of an educational entity (public, private, or charter schools, educational collaboratives, universities or colleges) within the Commonwealth of Massachusetts; (iii) a full time student, eighteen years of age or older; or (c) A community member that demonstrates support and exhibits qualities and skills that would support the mission of the Corporation. In the event that a Director meets this criteria upon election to office, and subsequently fails to meet the criteria, the Director may finish the remainder of their term.

- a. Nomination, Election and Term of Office of Directors – Directors shall be elected by the Member(s) at an Annual Meeting of the Corporation from a slate of candidates. Each Director shall be elected for a term of two (2) years (or such other term as the Board Members shall determine at the time of his/her election) and shall hold office until a successor has been elected. Terms of Directors may be staggered so that approximately one-third of the Directors are elected each year at the annual meeting. Appointed Directors can serve at most two (2) concurrent terms as an appointed director.
- b. Vacancies – Any vacancy in the Board of Directors, however occurring, may be filled by vote of a majority of the Directors at a special meeting called for that purpose. The vacant position shall be filled until the next election cycle at which time the vacant position shall be subject to election in accordance with these Bylaws.
- c. Resignation – Any Director may resign by delivering his or her written resignation to MASSCUE at its principal office, or to the Board President or Secretary/Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.
- d. Removal -The Members may remove one or more Directors with or without cause. A Director may be removed by the Members only at a meeting called for the purpose of removing him/her/them, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.– A Director may be removed from office with or without cause by vote of two-thirds (2/3) of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.
- e. Annual Meeting of the Board of Directors – The Annual Meeting of the Board of Directors will be held each year at such time and place as the Board shall determine. In addition to those prescribed by law, the Articles of Organization, or these By-laws, further purposes for which an Annual Meeting is to be held may be specified by the Board of Directors or by the President. If an Annual Meeting is not held in accordance with the foregoing provisions, a special meeting may be held in place thereof with all the force and effect of an Annual Meeting.
- f. Other Meetings – Regular meetings of the Board of Directors shall be held without call or notice at such places and at such times as the Board of Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice of the determination. Special meetings of the Directors may be held upon the oral or written call by the Executive Director, or two or more Directors, designating the date, hour and place thereof. The Board of Directors shall meet at least quarterly.
- g. Notice of Special Meetings – Notice of the date, hour and place of all special meetings of the Board of Directors shall be given to each Director by the Secretary/Clerk, or, in case of the death, absence, incapacity, or refusal of such person, by the President or one of the Directors calling the meeting. Notice shall be given to each Director either in person, by telephone, telecopier, e-mail, or by telegram sent to the Director’s business or home address at least twenty-four (24) hours in advance of the meeting, or by written notice mailed postage prepaid to such business or home address at least seventy-two (72) hours in advance of the meeting. Notice need not be given to a Director if a written waiver of notice is executed by such Director before or after a meeting and is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement of the lack of notice to such Director. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

- h. Quorum – At any meeting of the Board of Directors, a majority of the Directors then in office, and at least one Officer, shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting.
- i. Action at Meeting – At any meeting of the Board of Directors at which a quorum is present, a majority of those present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.
- j. Action Without Meeting – Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the Directors then in office and filed with the records of the meetings of the Board of Directors. Such consents shall be treated as a vote of the Board of Directors for all purposes.
- k. Remote/Electronic Meetings- Any action which may be taken at a Board Meeting may be taken by electronic polling.
- l. Duties - A Director shall perform the duties of a Director, including duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of MASSCUE, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared under the supervision of, or presented by: (1) one or more officers or employees of MASSCUE whom the Director believes to be reliable and competent as to the matters presented; (2) counsel, independent accountants, or other person as to matters which the Director believes to be within such person's professional or expert competence; or (3) a Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such committee merits confidence; so long as in each such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in the Articles of Organization, a person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

- m. Inspection. Every Director and Officer shall have the right upon reasonable notice and at any reasonable time to inspect all books, records, and documents, and to inspect the physical properties of MASSCUE.
- n. No Compensation. The Directors of MASSCUE shall serve as such on a volunteer basis, without compensation. Directors may be reimbursed for reasonable expenses incurred in connection with their service on or to the Board. Nothing herein precludes payment of reasonable compensation to Directors for services rendered the corporation in another capacity.

## ARTICLE V – OFFICERS

1. Enumeration – The Officers of MASSCUE shall be a President, Vice President, Treasurer, and a Secretary/Clerk. The Officers of MASSCUE may also include such other Officers as the Board of Directors may determine shall serve the best interests of the organization.
2. Election –President, Vice President, Treasurer, and Secretary/Clerk shall be selected annually by the Board of Directors . Other Officers may be chosen and their terms designated by the Board of Directors at such meeting or at any other meeting. Candidates for President, Vice President and Secretary must have actively served as a member of the Board of Directors for at least one full calendar year .
3. Qualification – The President, Vice President, Secretary, Treasurer and other Officers shall be Directors. The President and Vice President must be elected Directors, not appointed. The Secretary/Clerk shall be a resident of Massachusetts unless MASSCUE has a resident agent appointed for the purpose of service of process. President, Vice President and Secretary pool all must have served on board for at least one year prior to the board selection for these positions. There is no previous tenure requirement for Treasurer. Any Officer may be required by the Directors to give bond for the faithful performance of his or her duties in such amount and with such sureties as the Directors may determine.
4. Tenure – President, Vice President, Treasurer, Secretary/Clerk and any other Officers shall hold office until the next Annual Meeting of the Corporation and until their respective successors are chosen and qualified, unless a different term is specified in the vote choosing or appointing them.
5. Resignation - Any Officer may resign by delivering his or her written resignation to MASSCUE at its principal office, or to the President or Secretary/Clerk and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.
6. Removal – The Board of Directors may remove any Officer with or without cause by vote of two-thirds (2/3) of the Directors then in office, provided that an Officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of directors.
7. Vacancies – Any vacancy, however arising, in any office, may be filled for the un-expired portion of the term thereof by the Board of Directors. In the event of a vacancy in the Presidency, the President-Elect assumes the presidency. If less than one year of the President-Elect’s term has been served, the board votes to select one of the elected board members to serve as President-Elect until the next election, when a special election will be held for the second year. In the event that the president-elect position is vacated after the election for the second year, the Elections Committee will hold a special election within 30 days in accordance with these Bylaws.
8. President– The President shall preside at all meetings of the Board except as the directors shall otherwise determine. The President shall have any such other powers and duties as may be determined by the directors. Unless otherwise determined by the directors and subject to the control of the directors, the President shall have general charge and supervision of the affairs of the corporation. The President shall have any such other powers as may be designated from time to time by the Board of Directors. The President may serve as a voting member of any committee of the Board to which he may be appointed or elected and shall serve as an ex officio (without vote) member of all other committees of MASSCUE.



9. Treasurer – The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of MASSCUE and shall cause to be kept accurate books of account. The Treasurer shall chair the Finance Committee and shall have custody of all funds, securities, and valuable documents of MASSCUE, except as the Board of Directors may otherwise provide. If MASSCUE employs a CFO or other Senior Financial Manager, then the duties of the Treasurer shall be to work with such person in connection with the conduct and recording of the financial affairs of the corporation.

Any expenditure (with the exception of salaries for staff and items approved in annual budgets) over the amount of five thousand dollars (\$5,000) must be approved in advance by both the Finance Committee and Board of Directors.

10. Secretary/Clerk – The Secretary/Clerk shall attend and shall cause to be kept a record of all of the meetings of the Board of Directors. In addition, the Secretary/Clerk shall perform such other duties and have such other powers as may be designated from time to time by the Board of Directors. The Secretary/Clerk shall keep or cause to be kept, the records of MASSCUE.
11. Vice President - The Vice President shall perform such duties and have such powers as may be designated from time to time by the Board of Directors. In the event that the President is absent, the Vice President shall preside over meetings of the Board of Directors.
12. Other Officers – Each other Officer that may be chosen by the Board of Directors shall perform such duties and have such powers as may be designated from time to time by the Board of Directors.
13. Other Powers and Duties – Each Officer shall, subject to these By-laws, and in addition to the duties and powers specifically set forth in these By-laws, have such duties and powers as are customarily incident to his or her office.

#### **ARTICLE VI – STANDING COMMITTEES**

1. In accordance with rules as set forth by the Board of Directors, the Corporation shall have the following standing committees: Awards and Recognition, Bylaws, Policies and Procedures, Communications, Elections, Finance, Grants, Influence and Advocacy, Conference Committee, and Professional Development. The Board of Directors may form additional committees and disband same in its discretion.
2. Each Committee shall be chaired by a Board of Director, or by an individual appointed annually by the President.
3. Each Committee shall have only such power and authority as the Board, in its discretion, shall choose to delegate and, provided, that the Board shall not delegate its powers to any committee not solely comprised of Directors. Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these By-laws for the Board of Directors.

#### **ARTICLE VII – CONFLICT OF INTEREST**

The Board of Directors shall adopt a Conflict of Interest policy, Code of Conduct Policy, Board of Directors' Responsibility Policy, and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities operating in Massachusetts.

## ARTICLE VIII - NO PERSONAL LIABILITY AND INDEMNIFICATION

1. No Personal Liability. The directors and officers of MASSCUE shall not be personally liable for any debt, liability, or other obligation of MASSCUE.
2. Indemnification
  - a. MASSCUE shall, to the extent legally permissible, indemnify any director or officer, or former director or officer, of MASSCUE against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.
  - b. If authorized by the Board of Directors, MASSCUE may to the extent legally permissible indemnify each of its present and former agents, defined to include employees and agents other than indemnified persons as defined in the preceding paragraph, against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.
  - c. This provision does not apply to a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized in advance by MASSCUE.
  - d. No indemnification shall be provided with respect to any matter in which such person is finally adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; or, with respect to a claim of willful misconduct, default, or gross negligence in the conduct of the office of such director or officer, unless there be an adjudication of freedom there from.
  - e. Indemnification and payment hereunder shall include payment 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 section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.
  - f. Any payment hereunder in connection with a matter disposed of by a compromise payment (pursuant to a consent decree or otherwise) shall have been approved by MASSCUE in advance, which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.
  - g. The right of indemnification hereunder shall inure to the benefit of the heirs, executors or administrators of each such director or officer indemnified hereunder and shall be in addition to, and not exclusive of all, any other rights to which such persons might have. Nothing herein shall affect any other rights to indemnification which may be available by contract, or otherwise by law.

- h. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the corporation, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation might indemnify him against such liability. No vote of the directors to purchase or maintain any such insurance shall be invalid solely because any director participating therein is or may be a person insured by any such insurance.
- i. Responsibility with Respect to Employee Benefit Plan. If the corporation or any of its Directors or Officers sponsors or undertakes any responsibility as a fiduciary with respect to an employee benefit plan, then for purposes of indemnification of such persons under this Article: (i) a “Director” or “Officer” shall be deemed to include any Director or Officer of the corporation who serves at its request in any capacity with respect to said plan, (ii) such Director or Officer shall not be deemed to have failed to act 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 the participants or beneficiaries of said plan, and (iii) “Expenses” shall be deemed to include any taxes or penalties imposed on such Director or Officer with respect to said plan under applicable law.
- j. Non-Exclusivity. The provisions of this Article shall not be construed to limit the power of the corporation to indemnify its Directors or Officers to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law. In addition, the corporation shall have power to indemnify any of its agents or employees who are not Directors or Officers on any terms not prohibited by law which it deems to be appropriate. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this Article.

#### **ARTICLE IX - MISCELLANEOUS PROVISIONS**

1. Fiscal Year – Except as from time to time otherwise determined by the Board of directors, the fiscal year of MASSCUE shall end on the last day of June in each year.
2. Seal – If the Board of Directors determines to adopt a seal of MASSCUE, such seal shall, subject to alteration by the Board of directors, bear its name, the word “Massachusetts” and year of its incorporation.
3. Execution of Instruments – All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of MASSCUE in its behalf shall be signed by the President or the Treasurer except as the Board of directors may generally, or in particular cases, otherwise determine.
4. Corporate Records – The original, or attested copies, of the Articles of Organization, these By-laws, and records of all meetings of the directors, which shall contain the names and the record address of all directors and Officers, and any other legally required records shall be kept in Massachusetts at the principal office of MASSCUE or at an office of its Secretary/Clerk, or Resident Agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection of any member or director for any proper purpose.
5. Evidence of Authority – A certificate by the Secretary/Clerk as to any action taken by the Directors or any Officer or representative of MASSCUE shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

6. Ratification – Any action taken on behalf of MASSCUE by a Director, Officer, or representative of MASSCUE, which requires authorization by the Board of Directors, shall be deemed to have been duly authorized if subsequently ratified by the Board of Directors.
7. Resident Agent – If Secretary / Clerk is not a Massachusetts resident, the Directors may appoint a resident agent upon whom legal process may be served in any action or proceeding against the corporation. Said resident agent shall be either an individual who is a resident of and has a business address in Massachusetts, a corporation organized under the laws of Massachusetts, or a corporation organized under the laws of any other state of the United States, which has qualified to do business in, and has an office in, Massachusetts.
8. Dissolution- Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a state or local government for a public purpose. An act of dissolution must meet the same requirements as for passage of an amendment.
9. Recordkeeping – The President, Vice President and Executive Director will at a minimum have access to all records and systems of MASSCUE, unless it is a conflict of interest for the individual to have access or the Board of Directors votes that the individual should not have access to the particular record.

#### **ARTICLE X - AMENDMENTS**

These bylaws may be altered, amended or repealed in whole or in part by vote of at least two-thirds (2/3) the Members at a meeting called for that purpose, held within at least nine months after an amendment is proposed as set forth in this Article. Notice of the meeting shall specify the article to be affected and/or the subject matter of the proposed alteration, amendment or repeal and notice of such proposed action shall be given at a previous membership meeting. Proposed amendments must be approved by a majority of the Board of Directors before being brought to the membership for a vote. Alternatively, the membership may consider an amendment if same is endorsed by a petition signed by at least fifteen per cent (15%) of the membership.

#### **ARTICLE XI - EFFECTIVE DATE**

These By-laws were adopted \_\_\_\_\_, and shall remain in full force and effect, unless and until further amended by the MEMBERS as provided in ARTICLE X above.