GAZEHOUNDS OF NEW ENGLAND LURE COURSING CLUB, INC.

BYLAWS

ARTICLE I

General Provisions

Section 1. Name. The name of the corporation (the "Corporation") shall be as stated in its Articles of Organization.

Section 2. Purpose, Objectives, and Principal Office. The Corporation is a corporation organized under Chapter 180 of the Massachusetts General Laws ("Chapter 180") for the purposes and objectives set forth in its Articles of Organization, as they may be amended from time to time and, as permitted by law, the American Kennel Club, and to abide by the current American Sighthound Field Association Running Rules & Field Procedures, Lure Field Trials and the American Sighthound Field Association Constitution & Bylaws. The principal office of the Corporation shall be the location reported as the principal office in the Articles of Organization of the Corporation or subsequent filings with the Secretary of the Commonwealth of Massachusetts.

Section 3. Fiscal Year. Except as from time to time otherwise determined by the Board of Directors (the "Board of Directors" or the "Board"), the fiscal year of the Corporation shall end on December 31.

Section 4. Prohibition on Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Corporation's Articles of Organization. The voting members of the Corporation shall adopt and may from time to time revise these Bylaws as may be required to carry out these objectives.

ARTICLE II

Members

Section 1. Classes of Membership. Only voting members of the Corporation shall be or be deemed to be "members" of the Corporation for purposes of the Articles of Organization, Massachusetts General Laws Chapter 180, as amended, or any other law, rule, or regulation.

(a) Voting Members. Individuals eighteen (18) years of age and older who are members in good standing in both the American Kennel Club (the "AKC") and the American Sighthound Field Association ("ASFA") are eligible to become voting members of the Corporation. Adult members of a family who reside at the same address and who are each a member in good standing in both the AKC and ASFA are eligible for a family membership (a "Family Membership"); however, each Family Membership is only entitled to one vote. All members are encouraged to participate as a competitor and/or volunteer in at least fifty percent (50%) of all Corporation-sponsored field trials each calendar year.

(b) Non-Voting Members. Individuals eighteen (18) years of age and older who are members in good standing in both the AKC and ASFA who have submitted a membership application form and dues as discussed in Section 2 of this Article will be considered pending members and will not have voting rights. The Board of Directors may from time to time create or abolish one or more additional classes of non-voting members and determine the requirements for admission thereto. Non-voting members shall be admitted and shall have such duties, rights and privileges as determined by the Board of Directors from time to time, but no such member shall have any voting rights.

Section 2. Membership Admission, Removal, Resignation, Transfer, and Cancellation. Candidates for membership shall apply following a process specified by the Board from time to time. Admission to membership is subject to approval by a majority vote of the Board of Directors. Persons so approved shall become voting members upon payment of the applicable annual membership dues and, as long as they continue to pay such dues and have not had their membership cancelled as provided in this Section, shall remain voting members in good standing. A member who does not pay their dues by the deadline specified by the Board shall automatically be removed from membership. Suspension and removal of members for misconduct is addressed in Section 5 of this Article below. A member may resign by delivering a written resignation to the President or the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Memberships are nontransferable. Upon a member's resignation, removal or death, the Corporation will cancel their membership.

Section 3. Dues. The Board of Directors shall establish dues schedules for members from time to time, provided that dues shall not exceed $35 for an individual membership and $40 for a Family Membership. Dues shall be assessed and be payable annually on or before the first day of April. Dues are non-refundable upon cancellation of membership.

Section 4. Voting, Meetings and Actions of Voting Members.

(a) Voting Rights. At meetings of the voting members, each voting member is entitled to one vote. In the case of a Family Membership, the family shall designate in writing to the Secretary prior to the meeting one adult member to be the voting member at that meeting.

(b) Proxies. The Board may authorize voting by proxy at any voting members' meeting. Except as otherwise limited therein, a proxy shall entitle the voting member named therein to vote at any resumed meeting but shall not be valid after final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a voting member shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger.

(c) Format of Member Meetings.

(i) Board Authorization. The Board of Directors may authorize any meeting of voting members to be held either: (A) in-person at a physical location within the greater Worcester, Massachusetts area; (B) by means of remote communication; or (C) both at a physical location within the greater Worcester, Massachusetts area and by means of remote communication. Subject to such guidelines or procedures as the Board of Directors may adopt, voting members not physically present may participate in and vote at the meeting by means of remote communication and by such participation shall be deemed physically present at the meeting.

(ii) Remote Communication Measures. With respect to such participation and voting by means of remote communication, the Corporation shall implement reasonable measures to: (A) verify that each person deemed present and authorized to vote at the meeting by means of remote communication is a voting member; (B) provide voting members a reasonable opportunity to participate in the meeting and vote on matters submitted to the voting members at the meeting, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (C) maintain a record of any vote or other action a voting member takes at a meeting by means of remote communication.

(d) Annual Meeting. An annual meeting of voting members shall be held at such date, time, place and/or means of remote communication (as applicable) in the month of January or February as the Board of Directors may determine. If the annual meeting of the voting members is not held on such date, a special meeting in lieu thereof may be held with all the force and effect of an annual meeting of the voting members.

(e) Regular Meetings. Regular meetings of the voting members shall be held on such dates and at such times, places and/or means of remote communication (as applicable) as the Board of Directors may determine.

(f) Special Meetings. A special meeting of the voting members may be called at any time either by (i) the President or (ii) by the Board of Directors. The Secretary (or in the case of the death, absence, incapacity or refusal of the Secretary, any other officer) shall call a special meeting of the voting members upon written application of ten (10) percent or more of the total number of voting members in good standing.

(g) Notice. Notice of each regular meeting of the voting members (including the voting members' annual meeting) shall be given at least fourteen (14) days before the meeting to all voting members (including to each Family Membership) in good standing as of the notice date; except as otherwise required by law, the Articles of Organization or these Bylaws, such notice need not specify the purpose of the meeting. Notice of each special meeting of the voting members shall be given at least forty-eight (48) hours before the meeting to all voting members (including to each Family Membership) in good standing as of the notice date and shall state the purpose(s) of the meeting. Each such notice shall be given in written form as described in Section 8 of Article VI below by the Secretary (or the Secretary's designee described in Section 8 of Article IV) and shall state the date, time, place and/or (as applicable) means of remote communication of the meeting, and, where required, the purpose(s) of the meeting. Whenever notice of a meeting is required to be given to a voting member by law, the Articles of Organization or these Bylaws, a waiver thereof in written form, executed before or after the meeting by a voting member (or the attorney thereunto authorized of, as applicable, the voting member) and filed with the records of the meeting, shall be deemed equivalent to such notice.

(h) Quorum. At any meeting of voting members, twenty-five percent (25%) of the voting members (counting individual voting members and one voting member per Family Membership) in good standing present in person or, to the extent authorized by the Board, either represented by proxy or present by means of remote communication, shall constitute a quorum. In the absence of a quorum, those voting members present in person or, to the extent authorized by the Board, either represented by proxy or present by means of remote communication, may adjourn from time to time without further notice until a quorum is present.

(i) Action at a Meeting. At any meeting of the voting members, a voting member may vote in person or, to the extent authorized by the Board, either by proxy or by means of remote communication. Except where a greater vote is required by law, the Articles of Organization or these Bylaws, when a quorum is present, all matters brought to a vote shall be decided by a majority of the voting members present (in person or, to the extent authorized by the Board, either represented by proxy or present by means of remote communication) and entitled to vote.

(j) Action by Unanimous Written Consent. Any action by the voting members may be taken without a meeting if a consent thereto in written form is signed by all the voting members then in good standing and filed with the records of the meetings of the voting members. Such consent shall be treated for all purposes as a vote of the voting members at a meeting.

Section 5. Discipline.

(a) AKC and ASFA Suspension. Any member who is suspended from the privileges of the AKC or ASFA shall automatically be suspended from the privileges of the Corporation for a like period.

(b) Charges. Any member may bring charges against another member for alleged misconduct that is prejudicial to the best interests of the Corporation, the sighthound breeds and/or the sport of lure coursing. Written charges containing specific allegations must be filed with the Secretary. The Secretary shall send a copy of the charges to each member of the Board or shall present them at a special meeting of the Board called for that purpose, and the Board shall consider whether the actions in the charges, if proven, might constitute conduct prejudicial to the best interests of the Corporation and sighthound breeds.

(c) Board Hearing and Vote. If the Board determines that a hearing and vote to suspend or expel a member for misconduct is required, the Board shall fix a date of special meeting of the Board called for that purpose not less than three (3) weeks nor more than six (6) weeks from the receipt of the charges. Should the charges be sustained, the Board may by a majority vote of those present, suspend the member from all privileges of the Corporation for not more than six months from the date of the hearing. If the Board deems that punishment insufficient, it may also, by a majority vote of those present, expel the member from the Corporation.

(d) Membership Meeting to Contest Expulsion. If a member expelled from the Corporation wishes to contest the expulsion vote, they may request a special meeting of the membership called for that purpose. The membership may override the Board's vote to expel a member by a vote approved by two-thirds (2/3) of those members present.

ARTICLE III

Board of Directors

Section 1. Powers. The affairs and property of the Corporation shall be overseen by the Board of Directors, which shall have and may exercise all the powers of the Corporation not expressly reserved to the voting members by law, the Articles of Organization or these Bylaws.

Section 2. Number and Election. The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, Immediate Past President (for a one one-year term), each of whom serves ex officio as a Director, four (4) at-large Directors, and the ASFA Delegate. If the offices of Secretary and Treasurer are held by the same individual, the Board shall be comprised of the officers, four (4) at-large Directors, and the ASFA Delegate. All Directors shall be voting members in good standing. To be elected as an at-large Director or the ASFA Delegate, an individual must be a voting member in good standing and must be nominated by the members of the Corporation in accordance with nomination procedures established by the Board from time to time. Each at large Director and the ASFA Delegate shall be elected by simple majority at an annual meeting of the voting members (or special meeting in lieu thereof) and shall serve for a two-year term, until the close of the second annual meeting of voting members following the at-large Director's election (or special meeting in lieu thereof), and until their successor (if any) is chosen and qualified. An at-large Director and the ASFA Delegate may be elected for successive terms.

Section 3. Resignation and Removal. At large Directors and the ASFA Delegate may resign by delivering a written resignation to the President or the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office with or without cause by the affirmative vote of a majority of the Directors then in office, provided notice of a meeting at which such removal will be considered is given in written form and specifies such removal as a purpose of the meeting. An individual serving as a Director shall be automatically removed as a Director if the individual ceases to be a voting member in good standing. For any Director who also serves as an officer, resignation or removal as a Director constitutes resignation or removal as an officer.

Section 4. Vacancies. Any vacancy among the at-large Directors may be filled by the Board at any time from among the voting members in good standing. Each such successor at-large Director shall serve until the next annual meeting of the members (or special meeting in lieu thereof) and until their successor (if any) is chosen and qualified. The Board shall have and may exercise all of its powers and act on any matter notwithstanding any vacancies.

Section 5. Annual Meeting. An annual meeting of the Board of Directors shall be held directly after the annual meeting of the voting members in the month of January or February to address any annual business of the Corporation. If the annual meeting of the Board of Directors is not held on such date, a special meeting in lieu thereof may be held with all the force and effect of an annual meeting of the Board of Directors.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held a minimum of two times per year. One such regular meeting shall be held preceding the annual meeting of the voting members. A second regular meeting shall be held subsequently to welcome new Board members and to follow up on the business of the members' annual meeting. A regular meetings may be held on such date and at such time and place (or by such means of participation) designated by the President or the Board.

Section 7. Special Meetings. Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. A special meeting may be held on such date and at such time and place (or by such means of participation) designated by the President or the Directors calling the meeting.

Section 8. Notice of Meetings. Notice of all regular meetings of the Board setting forth the date, time, and place of (or means of participation in) any such meeting shall be given to all Directors by the Secretary (or the Secretary's designee as provided in Section 8 of Article IV) not less than fourteen (14) days prior to the date of such meeting. Notice of all special meetings of the Board shall be given to each Director by the Secretary (or the Secretary's designee), or (as applicable) one of the Directors calling the meeting, at least twenty-four (24) hours in advance of the meeting (or if given by mail, addressed to a Director's mailing address on record with the Corporation and postmarked at least forty-eight (48) hours in advance of the meeting); provided, however, if the President determines, in good faith, that the Board must convene a special meeting due to the urgency of a special situation, then the twenty-four (24) and forty-eight (48) hour notice requirements (as applicable) may be waived by the President (as applicable). A notice need not specify the purpose of any meeting unless a purpose of the meeting is to consider the removal of a Director or an officer, or any action which, by law, the Articles of Organization or these Bylaws, requires the purpose to be specified in the meeting notice; where the notice is required to specify the purpose of the meeting, such notice shall be given in written form. In all other cases, the notice may be given in person, by telephone or video communication, or in written form. Except as required by law, notice of any meeting need not be given: (a) to any Director who, either before or after the meeting, delivers a waiver of notice, executed by the Director, which is filed with the records of the meeting; or (b) to any Director who attends the meeting and who, either prior to the meeting or at the meeting, fails to protest the lack of such notice.

Section 9. Remote Participation at Meetings. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board or committee (as applicable) using 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 such meeting.

Section 10. Quorum; Action at Meetings. A majority of the Directors then in office shall constitute a quorum, but a lesser number may without further notice adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of the Directors present shall decide any matter unless the Articles of Organization, these Bylaws, or any applicable law requires a different vote.

Section 11. Action by Unanimous Written Consent. Any action by the Board may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the meetings of the Board. Such consent shall be treated for all purposes as a vote at a meeting.

Section 12. Non-Voting Directors. The Board may create classes of non-voting directors, such as honorary directors, emeritus directors and the like, and may elect persons to those classes for such terms and on such conditions as the Board may determine and may assign to such persons such responsibilities, duties and privileges as the Board may determine. Persons elected as non-voting directors shall not be Directors for the purposes of these Bylaws and shall have no votes at any meetings of the Board.

Section 13. Committees. The Board may establish and elect from among the Directors such committees as it may from time to time determine necessary or advisable, and may delegate to any such committee such powers and duties thereto as the Board may deem advisable, except the following powers and duties and any others that may not be delegated under applicable law: (a) removing Directors or officers, or filling vacancies in any of those positions; (b) changing the Corporation's principal office; or (c) changing the Corporation's fiscal year. As permitted by law, the committees may advance the work of the Corporation in such matters including, but not limited to, specialty shows, obedience trials, field work, trophies, annual prizes, and membership. The Board may also appoint persons other than Directors as non-voting members of such committees. The Board may establish advisory committees that do not have authority to act on behalf of the Corporation; persons other than Directors may be appointed as voting members of such advisory committees. Each committee shall keep a record of its actions and proceedings, and report its actions, if any, to the Board at the next meeting of the Board after such actions are taken. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the voting members of such committee. Except as the Board may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the Board or by such rules, its business shall be conducted so far as possible in the same manner as is provided by these Bylaws for the conduct of business by the Board.

ARTICLE IV

Officers, Employees and Agents

Section 1. Officers. The officers of the Corporation shall consist of a President, a Vice President, a Treasurer, and a Secretary. In addition, the Corporation may also have such other officers as the Board may determine from time to time.

Section 2. Election. The President, Vice President, Treasurer, and Secretary (the "Primary Officers") shall each be elected by and from among the voting members in good standing after nomination by the members of the Corporation in accordance with nomination procedures established by the Board from time to time. Each Primary Officer shall be elected by simple majority at an annual meeting of the voting members (or special meeting in lieu thereof) and shall serve for a two-year term, until the close of the second annual meeting of voting members following the Primary Officer's election (or special meeting in lieu thereof), and until their successor is chosen and qualified. A Primary Officer may be elected for successive terms. Any other officers determined necessary or desirable by the Board may be elected by the Board from time to time to serve for a term specified by the Board and until their respective successors (if any) are chosen and qualified, unless a shorter period shall have been specified by the terms of their election. The offices of Secretary and Treasurer may be held by the same person.

Section 3. Resignation and Removal. Any officer may resign by delivering a written resignation to the President or the Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Board may remove any officer with or without cause by a vote of a majority of the Directors then in office, provided notice of a meeting at which such removal will be considered is given in written form and specifies such removal as a purpose of the meeting. An individual serving as a Primary Officer shall be removed automatically as a Primary Officer if the individual ceases to be a voting member in good standing. A Director's resignation or removal as an officer shall constitute such Director's resignation as a Director.

Section 4. Vacancies. A vacancy in a Primary Officer position shall be filled by the Board of Directors from among the voting members in good standing. Each such successor Primary Officer shall serve for until the next annual meeting of the members (or special meeting in lieu thereof) and until their successor is chosen and qualified. The Board may fill vacancies in other officer positions.

Section 5. President. The President shall oversee and keep the Board of Directors informed of the overall management of the Corporation, subject to the supervision of the Board. The President shall preside at meetings of the Corporation. The President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Board.

Section 6. Vice President. The Vice President shall have the duties and exercise the power of the President in the case of the President's death, absence, or incapacity to carry out the responsibilities of the office of President. The Vice President shall have such other powers and duties as may be vested in that office by these Bylaws or by the Board.

Section 7. Treasurer. The Treasurer shall oversee and keep the Board of Directors informed of the financial condition of the Corporation. The Treasurer shall ensure that appropriate financial reports are made available to the Board of Directors and the voting members on a regular basis and as required by the Board. The Treasurer shall make the financial records of the Corporation available for inspection by the Board at reasonable times. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Board.

Section 8. Secretary. The Secretary shall (a) give such notices of meetings of the Corporation as are required by these Bylaws, (b) record the minutes of all meetings of the Corporation, (c) notify new members of their election to membership, and (d) keep the roll of the members of the Corporation. Where not inconsistent with law or these Bylaws, the Secretary may designate another individual to assist in performing these duties, so long as the Secretary oversees the notices and minutes prepared and distributed by that designee. In the absence of the Secretary or the Secretary's designee from any meeting of the Corporation, a temporary secretary designated by the person presiding at the meeting shall record the minutes of the meeting. The Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Board. The Secretary shall serve as the Corporation's clerk for purposes of Chapter 180, and shall be a resident of the Commonwealth of Massachusetts unless the Corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law.

Section 9. Employees and Agents. The Board of Directors may appoint employees and agents who shall serve at the pleasure of the Board and who shall have such authority and perform such duties as may be prescribed by the Board. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

ARTICLE V

Indemnification; Insurance

Section 1. Mandatory Indemnification.

(a) Generally. The Corporation shall, to the extent legally permissible, indemnify each person who serves or has served at any time as a Director, President, Vice President, Treasurer, Secretary or other officer of the Corporation or who, at the request of the Corporation, serves or has served at any time as an incorporator, director, trustee, officer, employee, agent, or member of another corporation, trust, association, firm or other organization ("Organization") or as a fiduciary or trustee of an employee benefit plan of the Corporation (collectively, "Mandatorily Indemnified Persons" and each a "Mandatorily Indemnified Person") against all expenses and liabilities (including, without limitation, reasonable counsel fees, judgments, fines, excise taxes, penalties, and settlement payments) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "Proceeding") in which such Mandatorily Indemnified Person may become involved by reason of serving or having served in such capacity; provided, however, that, to qualify for indemnification under this Article, any indemnification of payment in compromise or settlement by a Mandatorily Indemnified Person must be authorized in accordance with Section 4 of this Article. For purposes of this Article, the officers included as Mandatorily Indemnified Persons shall mean officers elected or appointed by the Board as specified in these Bylaws.

(b) No Mandatory Indemnification. The mandatory indemnification described in Section 1(a) of this Article shall not apply to a Proceeding voluntarily initiated by a Mandatorily Indemnified Person unless: (i) the Proceeding is a claim for indemnification hereunder (following the final disposition of such Proceeding); or (ii) the initiation of the Proceeding was authorized or ratified as specified in Section 4 of this Article.

(c) Prohibited Indemnification. Notwithstanding Section 1(a) of this Article, no indemnification shall be provided for any Mandatorily Indemnified Person with respect to any matter as to which the Mandatorily Indemnified Person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Mandatorily Indemnified Person's action was in the best interests of the Corporation (or, if the Proceeding relates to service with respect to another Organization or to an employee benefit plan, in the best interests of, as applicable, such other Organization or the participants or beneficiaries of such employee benefit plan). Furthermore, no indemnification shall be provided for any Mandatorily Indemnified Person with respect to any Proceeding 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 2. Discretionary Indemnification. The Corporation may, to the extent permitted by law, indemnify any person who serves or has served at any time as an employee or agent of the Corporation or who provides or has provided services to, on behalf of or at the request of the Corporation in any capacity other than one described in Section 1(a) of this Article (collectively, "Discretionarily Indemnified Persons" or individually, a "Discretionarily Indemnified Person") against all expenses and liabilities (including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments) reasonably incurred by or imposed upon such person in connection with any Proceeding in which such Discretionarily Indemnified Person may become involved by reason of serving or having served in such capacity. Notwithstanding the foregoing, no indemnification shall be provided for any such Discretionarily Indemnified Person with respect to any matter as to which the Discretionarily Indemnified Person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Discretionarily Indemnified Person's action was in the best interests of the Corporation.

Section 3. Advance Payments. Indemnification under this Article may include payment by the Corporation of reasonable expenses actually and reasonably incurred in defending a Proceeding in advance of the final disposition of such Proceeding, upon receipt of an undertaking by the person being indemnified to repay such payment if not entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such indemnified person to make repayment. Payment of such expenses shall be subject to such terms and conditions as the Corporation in its discretion deems appropriate and, for a Mandatorily Indemnified Person, must be authorized in accordance with Section 4 of this Article.

Section 4. Authorization. Any advance payment to a Mandatorily Indemnified Person described in Section 3 of this Article and any indemnification of payment in compromise or settlement by a Mandatorily Indemnified Person requires a determination that it is in the best interests of the Corporation and approval either:

(a) by a majority vote of the Directors in office who are not at that time parties to the proceeding ("Disinterested Directors");

(b) by a majority vote of a committee of two or more Disinterested Directors who are selected for this purpose by a majority vote of the Directors in office (in which selection Directors who are parties may participate);

(c) by a majority of the Directors in office, if the action is taken in reliance upon the opinion of independent legal counsel (who may be outside counsel to the Corporation) appointed for the purpose by vote of the Directors, to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that their action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to another Organization or to an employee benefit plan, in the best interests of such other Organization or of the participants or beneficiaries of such plan); or

(c) by a court of competent jurisdiction.

Section 5. Heirs, Executors and Administrators. The indemnification rights provided under this Article shall inure to the benefit of the heirs, executors and administrators of any person indemnified or entitled to indemnification hereunder.

Section 6. Effect on Other Rights. The indemnification rights provided under this Article shall be in addition to and not exclusive of any other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which the Corporation's Directors, officers, employees, agents and other persons may be entitled under the Articles of Organization, by contract or otherwise under law.

Section 7. Effect of Amendment or Repeal. No amendment or repeal of the provisions of this Article which adversely affects the rights of any person indemnified or entitled to indemnification hereunder shall apply to such person with respect to the acts or omissions of such person that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such person.

Section 8. Insurance. The Corporation shall have the power to purchase and maintain insurance, and pay retentions on that insurance, on behalf of any individual who serves as or has served as a Director, officer, employee, or agent of the Corporation, or who provides or has provided services either to the Corporation itself or at the request of the Corporation to another Organization or an employee benefit plan of the Corporation, (each a "Serving Individual") against any liability incurred by that individual in the individual's capacity as a Serving Individual, or arising out of the individual's status or service as a Serving Individual, whether or not the Corporation would have the power to indemnify or advance expenses to that individual against such liability.

ARTICLE VI

Miscellaneous Provisions

Section 1. Transactions with the Corporation. No contract or transaction between the Corporation and one or more of its Directors, officers or members, or between the Corporation and any other corporation, partnership, association, trust, or other organization in which one or more of the Corporation's Directors, officers or members are directors, officers, stockholders, trustees, or members, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director, officer or member is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because the Director, officer, or member's vote is counted for such purposes, if:

(a) the material facts as to the Director, officer, or member's relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(b) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board or a committee thereof.

Section 2. Ratification. Any transaction questioned on the ground of lack of authority, defective or irregular execution, adverse interest of a Director, officer, or member, non-disclosure, mis-computation, or the application of improper principles or practices of accounting, or on any other grounds, may be ratified by the Board and, if so ratified, shall have the same force and effect as if the questioned transaction had been originally duly authorized.

Section 3. Reliance on Records. In performing the duties of a Director or officer of the Corporation, a Director or officer shall be entitled to rely on information, opinions, reports, or records, including financial statements, books of account, and other financial records, in each case presented by or prepared by or under the supervision of (a) one or more officers or employees of the Corporation whom the Director or officer reasonably believes to be reliable and competent in the matters presented, (b) counsel, public accountants, or other persons as to matters which the Director or officer reasonably believes to be within such person's professional or expert competence, or (c) in the case of a Director, a duly constituted committee of the Board upon which he or she has not served, as to matters within its delegated authority, which committee the Director reasonably believes to merit confidence, but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Section 4. Execution of Instruments. All contracts, deeds, leases, bonds, notes, checks, and other instruments authorized to be executed by an officer of the Corporation on its behalf shall be signed by the President or the Treasurer except as the Board may generally or in particular cases otherwise determine.

Section 5. Voting of Securities. Except as the Board may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for the Corporation at any meeting of stockholders of any other corporation, the securities of which may be held by the Corporation.

Section 6. Corporate Records. The original or attested copies of the Articles of Organization, Bylaws and records of all meetings of the incorporator, the Board and the voting members shall be kept in Massachusetts at the principal office of the Corporation or of the Secretary, but such corporate records need not all be kept in the same office.

Section 7. Definitions. All references in these Bylaws to the Articles of Organization and to these Bylaws shall be deemed to refer, respectively, to the Articles of Organization and the Bylaws of the Corporation as amended and in effect from time to time.

Section 8. Written Form and Signatures. "Written form," "written" or "in writing" means: (a) in paper form or (b) in the form of a document that is stored in an electronic or other medium, that is retrievable in perceivable form and that may be reproduced in paper form. Whenever these Bylaws require or permit a signature, the signature may be a manual, facsimile, conformed or electronic signature. "Electronic signature" means an electronic symbol or process attached to, or logically associated with, a document and executed or adopted by a person with the intent to sign the document, as specified in the Massachusetts Uniform Electronic Transactions Act. Any notice, consent or other action to be provided or taken in writing or in written form may be given: by hand; by mail; by messenger or delivery service; or by any electronic transmission that creates a record that may be retained, retrieved and reviewed by a recipient thereof and that may be reproduced in paper form by the recipient.

ARTICLE VII

Amendments

Section 1. Articles of Organization. As required by Chapter 180, the voting members may approve the amendment or restatement of the Articles of Organization by vote of two-thirds (2/3) of the voting members in good standing, provided that notice of the meeting specifying amendment or repeal of the Articles of Organization as a purpose of the meeting is given in written form.

Section 2. Bylaws. These Bylaws may be amended or repealed, in whole or in part, by a two thirds (2/3) vote of voting members in good standing present at a meeting of the voting members at which a quorum is present, provided that notice of the meeting specifying amendment or repeal of these Bylaws as a purpose of the meeting is given in written form

ARTICLE VIII

Dissolution

As specified in Chapter 180, the Corporation may, by the vote of a majority of its voting members in good standing, authorize a petition for its dissolution to be filed in the Massachusetts Supreme Judicial or Superior Court as specified in Chapter 180, provided that notice of a meeting at which authorizing a petition for dissolution will be considered is given in written form as described in Section 8 of Article VI and specifies authorization of a petition for dissolution as a purpose of the meeting.

Article IX

Parliamentary Authority

The rules as contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any other special rules of order the Corporation may adopt.

Adopted as of _______________, 2026.