

**BY-LAWS OF THE
DANTE ALIGHIERI SOCIETY OF MASSACHUSETTS, INC.**

PART ONE: THE ORGANIZATION

1.1 Name. The name of this organization is "The Dante Alighieri Society of Massachusetts, Inc. (hereafter the "Society" or "corporation").

1.2 Purposes. The purposes of the Society are to (i) educate people of all ethnic and racial backgrounds about the Italian language and culture, (ii) develop and present educational programs with an emphasis on Italian language and culture and the experiences of Italian-Americans, (iii) promote harmonious relationships among members of the Italian-American community, (iv) foster cooperative relationships between Italian and Italian-American cultural organizations wherever situated, and (v) all matters ancillary to the foregoing.

1.3 Membership. There are six categories of members of the Society: Individual Members, Family Members, Student Members, Life Members, Corporate Members and *Ex Officio* Members. The criteria for membership, the types of members and provisions relating to dues are specified in PART TWO of these By-Laws.

1.4 Officers. The Officers of the Society are the President, the Treasurer, the Secretary and three Vice-Presidents. The description of the qualifications for office and the duties of the Officers are specified in PART THREE of these By-Laws.

1.5 Board of Directors. The election of Officers of the Society and all executive decision-making authority for the Society are vested solely in the Board of Directors. A description of the qualifications for office and the duties of the Directors and Officers are specified in PART THREE and PART FOUR of these By-Laws.

1.6 Standing and Ad Hoc Committees. There are eight Standing Committees as follows: the Executive Committee, the Membership Committee, the Nominating Committee, the Education Committee, the Publications Committee, the Building and Grounds Committee, the Cultural Activities Committee and the Public Relations Committee. The responsibilities of these Committees and the manner of appointment are set forth in PART FIVE of these By-Laws.

Ad hoc committees, including an Advisory Board, may be formed by the President for such purposes as he or she may determine. An *ad hoc* committee may request meetings with the Board of Directors by proposing a written agenda item to the President, who in his or her discretion may place an item on the agenda and invite a representative or representatives of *ad hoc* committee to attend a meeting of the Board of Directors.

No persons related by blood or marriage may serve on the same Committee.

1.7 Conduct of Business. The rules relating to meetings of the Board of Directors, the Standing Committees and the Membership are set forth in PART SIX of these By-Laws.

1.8 Election and Voting. The rules relating to nominations for election of Directors, voting and the conduct of elections are contained in PART SEVEN.

PART TWO: THE MEMBERS OF THE SOCIETY

2.1 Categories of Members. The Society is comprised of its members who shall be admitted to one of the following categories: Individual Members, Family Members, Student Members, Life Members, Corporate Members and *Ex Officio* Members.

2.1(a) Individual Members: persons who have attained the age of eighteen years.

2.1(b) Family Members: each spouse or domestic partner and any children under the age of eighteen years (who shall be nonvoting members).

2.1(c) Student Members: persons enrolled in a full time education program at a degree granting institution of higher learning.

2.1(d) Life Members: individuals or families who paid in one lump sum dues equivalent to ten times the dues Individual or Family Members.

2.1(e) Corporate Member: organizations such as corporations, partnerships, trusts and associations which seek membership as a body and not as an individual or family. Corporate annual membership dues are equivalent to four times the dues for Individual Members. With a corporate membership, the organization becomes a member of the society, but the persons who comprise the organization are not thereby members of the society. A corporate member is not entitled to vote on matters pertaining to the Society.

2.1(f) *Ex Officio* Members. The Italian Consul General and the Mayor of the City of Cambridge are entitled to the dignity and respect that should be accorded to holders of their offices. They may attend any Society events on the same terms as members, pay no dues, but do not have voting privileges.

2.2 Membership Application. Any person who desires to become an Individual, Family, Student or Life Member and any organization which desires to become a Corporate Member shall submit in writing a completed application accompanied by the dues applicable to that category of membership to the Membership Committee on a form prescribed for this purpose and approved by the Membership Committee.

The Membership Committee shall review each application and transmit a recommendation for approval or disapproval to the Board of Directors which shall be the final authority on matters pertaining to eligibility, qualifications or suitability for membership. A member shall, upon request, be provided with a copy of the By-Laws.

2.3 Dues. The dues for Individual, Family and Student members shall be set by the Board of Directors from time to time as the Board of Directors may determine. Dues shall be payable on or before January 31 for that year. Members whose dues are not paid by January 31 shall be notified in writing by first-class mail and informed that if the dues are not paid within 30 days of the issuance of the notice they will be dropped automatically from the roll of current members.

2.4 Membership Withdrawal. Any member who desires to withdraw from the Society shall submit a request in writing to the President who shall bring it to the attention of the Board of Directors. In the event of withdrawal, there shall be no full or prorated refund of membership dues.

2.5 Member Removal. Any member of the Society except the President may be removed from the Society by the vote of a majority vote of the Directors.

PART THREE: OFFICERS OF THE SOCIETY

3.1 Elected and Appointed Officers. The Board of Directors shall elect the Officers of the Society specified in section 1.4 of these By-Laws from the elected Board of Directors.

3.2 Previous Designations as Officer Emeritus: Persons who hold the title of Officer *Emeritus* at the time of the adoption of these By-Laws shall retain their titles and the corresponding privileges and duties set forth in Exhibit A to these By-Laws.

3.3 Terms of Office. The Officers referred to in section 1.4 shall be elected to two year terms, shall serve until a successor is elected by the Board of Directors and shall be eligible to succeed themselves, provided that (i) the President shall not serve for more than two terms whether or not consecutive, and (ii) no person who has previously been elected Chairman by the members shall be eligible to serve as President.

3.4 Multiple Offices. A person may simultaneously hold more than one office.

3.5 The President. The President is the Chief Executive Officer of the Society and the Chairman of the Executive Committee. The President has ultimate supervisory authority over all employees, independent contractors, subcontractors, vendors and volunteers. The President presides at all meetings of the members of the Society and the Board of Directors, is a member *ex officio* of all Standing Committees and may attend and participate and vote in the meetings of

any committees of the Society; provided, however, that the President may not vote at any meeting of the Nominating Committee.

The President is not obligated to call meetings of committees for ordinary administration. The Committee Chairs may call meetings after consultation with the President if the Chair wishes to discuss an extra-ordinary administrative or programmatic issue. The President prepares the agendas for membership meetings, meetings of the Board of Directors and meetings of the Executive Committee. The President or his or her designee is the liaison between the Society and the Consul General, other Dante Alighieri Societies and organizations, and other organizations or Societies having similar purposes. The President or his or her designee represents the Society at all events, programs and functions of this Society or any other organization. No other Officers or member shall represent the Society without the expressed approval of the President.

3.6 Vacancy in Office of President. When the office of President is declared vacant by the Board of Directors a member of the Board of Directors shall be selected by the Directors to act as President and shall assume all the duties and exercise all the powers of the President, his or her term beginning upon such selection. In such a case the President *Pro Tempore* shall serve until a successor is elected at the next election of Officers and Directors.

3.7 Other Vacancies. In the event of a vacancy of any other Officers or a Director a successor shall be selected by the Board and shall assume all the duties and exercise all the powers of the position that was vacated.

3.8 Removal of President. The President may be removed by a vote of two thirds of the Board of Directors. A special meeting of the Directors shall be held at the headquarters of the Society for the purpose of such removal upon a fourteen-day advanced written notice (which may be electronic) to the President, Secretary and Vice President for Administration by two thirds of the Directors then in office, such notice to specify in reasonable detail the causes alleged for such removal. At such meeting the sole agenda item shall be the proposal to remove the President and such meeting shall be chaired by a person chosen by the Officers.

3.9 Treasurer. The Treasurer is responsible for maintaining the financial records and books of account of the Society. This Officer is responsible for preparing an annual Fiscal Plan for the Society which should include appropriate fiscal controls, and rental and use policies for all property owned or controlled by the Society. This Officer shall approve the expenditure of funds in accordance with directions by the President. This Officers is required to provide the Board of Directors on a monthly and annual basis a report of the Society's income and expenses and accounts payable and receivable, and an annual report of the Society's financial condition including a report of all assets and liabilities. This Officer is required to timely prepare or cause to be prepared in writing all required tax and financial reporting forms to federal, state and local authorities. This Officer is required to prepare or cause to be prepared in writing such additional financial reports as may be required from time to time by the President.

3.10 Secretary. The Secretary is the custodian of the books and records of the Society. This Officer is required to record the minutes of the meetings of the Board of Directors This Officer is required to develop a plan for approval by the Board of Directors for the preservation of the Society's records and memorabilia including the acquisition of books and papers relating to the history of the Society wherever they may be located.

3.11 Vice-President for Administration. The Vice-President for Administration is the Chief Operating Officer of the Society responsible for the day to day administration of the Society, including oversight of employees and volunteers, subject to the supervision of the President. This Officer assists the President and the Treasurer with the preparation of an annual budget for the Society, which should be presented to the Board of Directors by the President in November of the preceding year (or as soon as possible thereafter) for review, comment and approval by the Board when appropriate. This Officer may assume additional duties at the request of the President.

3.12 Vice-President for Cultural Affairs. The Vice-President for cultural Affairs at the time of his or her election, by virtue of education, training and experience, is especially knowledgeable about Italian language and culture. This Officer is responsible for the development of an annual plan containing (i) a calendar of cultural and artistic events, (ii) a catalogue of the paintings, books and works of art owned by the Society along with recommendations to ensure that they are accessible and properly cared for, and (iii) recommendations for materials and resources which should be acquired by the Society in order to fulfill its mission. Best efforts shall be made to present the Calendar of Events to the Board of Directors in August of each year.

3.13 Vice-President for Building and Grounds. The Vice-President for Buildings and Grounds has responsibility for the Society's buildings and grounds. This Officer is responsible for identifying the need for repairs, renovations, and improvements to said buildings and grounds and to report to the President and the Board of Directors in writing about said needs. This Officer is responsible to develop an annual plan for regular maintenance and capital improvements and present the same in writing to the Executive Committee. This Officer may undertake other duties at the request of the President.

PART FOUR: BOARD OF DIRECTORS

4.1 Composition. The Board of Directors, including the Officers, shall not exceed eighteen plus the four *Emeriti* named in Exhibit A.

4.2 Term. The term of office of a Director is four years. A Director is eligible to be nominated and re-elected without limitation. Any Director, except the President, may be removed by a majority vote of the Directors. A Director with four unexcused absences from meetings of the

Directors during any consecutive twelve-month period shall be removed unless a majority of the Directors vote to retain such Director.

4.3 Vacancy. If a vacancy occurs on the Board of Directors, the vacancy may but need not be filled by a majority vote of the Board of Directors for the remainder of the term of the Director.

4.4 Powers. The Board of Directors has the powers of a Board of Directors of a corporation unless a contrary result is indicated or required by these By-Laws. The Board is responsible for approving a mission statement, annual goals and objectives and a long range plan for the Society. The Board approves the annual operating and capital budgets and establishes the fees for dues, rentals, education and cultural programs, parking and other activities of the Society, provided, however, that there shall be no sale, transfer or disposition of real estate or personal property of the Society with a value of more than five thousand dollars without the prior written approval of a three-quarter majority of Board of Directors entitled to vote.

4.5 Quorum. A quorum of the Board of Directors consists of a majority of the Directors.

4.6 Suspension and Removal. Except as provided in Section 3.8, an Officer, Director or the Chairman of a Committee may be removed or suspended from office or temporarily relieved of his or her duties by a majority vote of the Board of Directors.

PART FIVE: THE STANDING COMMITTEES; EXECUTIVE DIRECTOR

5.1 The Executive Committee. The Executive Committee consists of the President, and four other Directors designated by the President. The President is the Chairman of the Committee. The Executive Committee receives and acts upon recommendations by the President. The Executive Committee meets at least quarterly and at such other times as the President may direct. Any vacancy on the Executive Committee is filled by the President.

The Executive Committee, subject to the review and revision of the Board of Directors, has general superintendence over matters pertaining to the Society. In particular, the Executive Committee is empowered to (i) hire and remove employees and consultants and to fix the compensation of the same, (ii) to manage the investments, accounts, and real property of the Society and (iii) to initiate or consider recommendations from the Board of Directors for amendments to these By-Laws, provided that any changes in these By-Laws must be in accordance with section 8.2. A quorum for the Executive Committee consists of a majority of its members. The Executive Committee shall keep records of its proceedings.

5.2 Membership Committee. The Membership consists of up to five but not less than three members. The Chairman is chosen by the President, and members of the Committee are selected by the President in consultation with the Chairman. Vacancies on the Committee are filled by the

President in consultation with the Chairman. The Membership Committee shall endeavor to maintain and increase membership in the Society and shall in its discretion review applications for membership. A quorum of the Committee shall be a majority of its members.

5.3 Nominating Committee. The Board of Directors shall select one member of the Nominating Committee (NC) who shall be a Board member. The Officers shall select a member of the NC who shall be a Board member. The President shall select one member of the NC who shall be a Board member. The three NC members who are so chosen shall choose two additional NC members who may not be Board members but must be members of the Association. The NC may designate one or more persons as a nominee for every Director position and forward the names alone with a brief informational statement to the members in writing at least thirty days before the election. A quorum of this committee shall be a majority of its members. The Chairman of the NC shall be selected by its members. Any vacancies that may arise from time to time shall be filled by the Executive Committee. Members of the NC shall serve for two-year terms and may serve consecutive or subsequent terms if re-elected as described above.

5.4 The Cultural Affairs Committee. The Cultural Affairs Committee consists of up to five but not less than three members. The Chairman is chosen by the President, and members of the Committee are selected by the President in consultation with the Chairman. Vacancies on the Committee are filled by the President in consultation with the Chairman. This Committee is responsible for developing and presenting cultural programs, events, and activities consistent with the purposes of the Society set forth in paragraph 1.2 and the directions of the Board of Directors. A quorum of the Committee shall be a majority of its members.

5.5 The Education Committee. The Education Committee consists of up to five but not less than three members. The Chairman is chosen by the President and members of the Committee are selected by the President in consultation with the Chairman. Vacancies on the Committee are filled by the President in consultation with the Chairman. This Committee has responsibility for all education programs sponsored by the Society, including the school for children and the school for adults, including the development of the curriculum for these schools and other education programs. A quorum of the Committee shall be a majority of its members.

5.6 The Buildings and Grounds Committee. The Building and Grounds Committee consists of up to five but not less than three members. The Chairman is chosen by the President and members of the Committee are selected by the President in consultation with the Chairman. Vacancies on the Committee are filled by the President in consultation with the Chairman. This Committee assists the Vice-President for Buildings and Grounds in developing and implementing the annual plan for regular maintenance and capital improvements. A quorum of the Committee shall be a majority of its members.

5.7 The Public Relations Committee. The Public Relations Committee consists of up to five but not less than three members. The Chairman is selected by the President and members of the

Committee are selected by the President in consultation with the Chairman. Vacancies on the Committee are filled by the President in consultation with the Chairman. This Committee should develop and present to the Board of Directors on an annual basis a public relations plan that is designed to promote greater public awareness of and interest in the Society This Committee should also assist the President and persons assigned to organize or manage Society-sponsored events.

5.8 The Publications Committee. The Publications Committee consists of up to five but not less than three members. The Chairman is selected by the President and members of the Committee are selected by the President in consultation with the Chairman. Vacancies on the Committee are filled by the President in consultation with the Chairman. The Chairman of the Committee or another person selected by the Chairman and the President shall serve as the Editor of the Society's newsletter and may, with the approval of the Board, publish such other journals and informational brochures as deemed appropriate. A quorum of the Committee shall be a majority of its members.

5.9 Executive Director and Staff. The President, with the advice of the Executive Committee, may hire an Executive Director and such other staff (all on a full-time or part-time basis) as the needs of the Society may require. The duties and terms of employment of the Executive Director and other staff (including volunteers) are established by the President, with the advice of the Executive Committee.

PART SIX: MEETINGS

6.1 Annual Meeting. The Annual Business Meeting shall be held at the headquarters of the Society in May of each year or at such other time as may be determined from time to time by the Board of Directors. Only members in good standing are entitled to attend and to participate in this meeting. At this meeting the members are to receive reports from the Officers of the Society and the Chairpersons of each of the Standing Committees. The Treasurer's report shall be in writing and should include an annualized statement of income and expenses of the Society as well as of accounts payable and accounts receivable, if any. At this meeting, a reasonable amount of time shall be set aside for the members to question the President and the other Officers about their reports or any matters pertaining to the welfare of the organization. A quorum for the transaction of business at the annual meeting requires the attendance of not less than fifteen members in good standing.

6.2 Meetings of the Board of Directors. The Board of Directors meets at least quarterly at the headquarters of the Society on a date and at a time determined by the President, who shall preside at such meetings (or in his or her absence shall designate a person to preside). Special meetings of the Board of Directors may be called at such other times as the President or the Executive Committee may direct. The agenda for Board of Directors meetings should include

minutes of the previous meeting, a report from the President, when appropriate, reports from each of the Standing Committees, reports from any Special Committees as may be directed by the President, old business, the welfare of the Society and new business and reports from the other Officers, provided that a written financial report should be provided to each member of the Board. Any matter may be placed upon the agenda by any two Directors with written or electronic notice to the President and Secretary given five or more days before the scheduled meeting date.

6.3 Notices of Meetings. Notices of the annual meeting and election and any special meeting of the membership must be given to every member at his or her usual address by email or first class mail postmarked at least ten days before the date of the meeting. Notices of meetings of the Board of Directors and the Executive Committee must be given to every Director or Executive Committee member at his or her usual address by email or first class mail postmarked at least seven days before the date of the meeting.

6.4 Meetings of the Standing Committees. There should be regular meetings of the Standing Committees at such times as may be determined by the Chairpersons. Reasonable advance notice of the meeting and a written agenda should be given to the members of the Standing Committees. Upon request of the President or the Board of Directors the Chairman of a Standing Committee shall prepare a written report on the activities of his or her Committee. A Standing Committee may request of the President that an item of business related to its activities be included on the agenda of the Board of Directors.

6.5 Procedure for Conducting Meetings. The President or his or her designee shall be the Presiding Officers at all meetings of the Board of Directors and members. The President or his or her designee shall be the Presiding Officers at all meetings of the Executive Committee and the membership. The Chairman of a Standing Committee or his or her designee shall be the Presiding Officers at all meetings of the Standing Committees. Only members of the Board and others who may be designated for that purpose by the President may attend or speak at Board meetings. Only members of the Committee and others who may be designated for that purpose by the Committee Chairman may speak at Committee meetings. At all meetings, the established agenda should be followed before taking up new business. All points of order or personal privilege are within the discretion of the Presiding Officer of the meeting who shall be governed by Roberts Rules of Order. The Presiding Officer of a meeting may designate a suitable person to take notes and to prepare written minutes of meetings, or serve as parliamentarian.

PART SEVEN: ELECTIONS

7.1 Bi-Annual Election. The bi-annual election shall be held each even year in accordance with Section 7.3. Only members in good standing as of April 1 of the election year shall be entitled to

vote. The bi-annual election shall be defined as the process of voting by first-class mail in accordance with Section 7.3.

7.2 Nomination and Election. The Board of Directors are elected by mail ballot only by the members in good standing of the Society from members in good standing who have been nominated or reported by the Nominating Committee as provided in these By-Laws. Election of Directors shall, where reasonably possible, be staggered so that no more than one half of the Board member positions shall stand for election every four years. The Term of office of a Director shall commence with full power to act as soon as the results of the election are certified by the Commissioner of Elections.

7.3 Nomination and Election Procedures. The following procedures shall supersede any other provisions of these By-Laws.

7.3(a) All candidates for the Board of Directors must be examined by the Nominating Committee (NC).

7.3(b) Candidates for the Board of Directors are chosen by the NC and placed on the ballot within two weeks from the date that the President announces the beginning of the electoral cycle to the Board of Directors.

7.3(c) Members who are in good standing, as defined by 7.3(g), shall have two weeks from the beginning of the President's announcement of the electoral cycle to the Board of Directors to propose Board candidates to the NC. Such notice will be placed on the Dante website and no other notice is required. All ballots are prepared by the NC and any ballots prepared by any person or groups other than the NC are invalid.

7.3(d) The names of each of the persons so proposed by the membership shall be accompanied by 25 original signatures of members in good standing endorsing each candidate individually and not as a slate. The signatures shall include the addresses, telephone numbers, and emails of each member signing a proposal in favor of candidates not proposed by the NC. A brief statement as to why the person is being nominated and why he or she is qualified to serve as a Director shall accompany the nomination.

7.3(e) Anyone signing such a proposal in favor of a candidate not proposed by the NC, and the candidates themselves, shall have paid his or her dues by February 15 of the year in which they propose candidates.

7.3(f) The names of such candidates may be communicated to the President or to any member of the NC for presentation to the whole NC for consideration.

7.3(g) The NC shall examine the proposal to ensure that the members nominating another member as a possible candidate, and the proposed candidates themselves, are members of the

Society in good standing with current dues paid as of February 15. If it so decides, the NC may accept a candidate or candidates nominated by members using this procedure as its own candidate(s) and place him/her among the candidates it proposes to the membership for election.

7.3(h) The NC shall prepare a ballot to be sent to the membership in which it clearly distinguishes its candidates from those proposed by the membership in the manner outlined above. Elections shall be conducted by mail ballot only under the supervision of the Election Commissioner.

7.3(i) The ballot must include a brief biographical statement prepared by the NC describing the candidates, either on the ballot itself or on a separate sheet of paper included with the ballot, and why, in the judgment of the NC the candidate would or would not make a good Director or Officers.

7.3(j) The President on advice from the NC shall appoint a member in good standing who is not a nominee for the Board of Directors as the Election Commissioner. The Commissioner is responsible to ensure that the election proceeds in a peaceful and orderly manner that ballots are made available to all duly qualified members eligible to vote. The Commissioner is the custodian of the ballots until they are counted and the results are tallied. At the conclusion of the election, the Commissioner shall count the ballots and as soon as is reasonably possible announce the results of the election and give the ballots and the tally sheets to the Secretary who is required to keep them in a safe place. Ballots must be kept for at least sixty days unless ordered to be maintained for a longer period of time by the Board of Directors. Ballots are available for inspection by members in good standing at a time convenient to the Election Commissioner.

7.3(k) The election Commissioner is required to certify the results of the election to the Board of Directors within two business days after the election by delivering a letter to the President or to his or her designee. At the next regular or special meeting of the Board of Directors the election results must be included on the agenda. In the case of a challenge of the results of an election for the office of a Director of the Society, the Board of Directors may but is not required to appoint a Committee of Inquiry to investigate the matter and make a report back to the Board within thirty days and until such time the results of the election for that particular office should not be certified.

PART EIGHT: MISCELLANEOUS

8.1 Indemnification of Directors and Officers. The Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director or Officers of the Society or of any of its subsidiaries, or who at the request of the Society may

serve or at any time has served as a director, Officers or Director of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the Society or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which it has been determined by a two thirds vote of the Directors that he or she has acted in a reckless or willfully negligent manner or he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Society; and, provided further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Society, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Society of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

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

Where indemnification hereunder requires authorization or approval by the Society, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a Director of the Society approves the payment of indemnification, such Director shall be wholly protected, if: (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the Directors consisting of persons who are not at that time parties to the proceeding, (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection Directors who are parties may participate), or (3) by the members of the Society if disinterested; or (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the Directors or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or (iii) the payment is approved by a court of

competent jurisdiction; or (iv) the Directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly and in any event within 30 days, after the receipt by the Society of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the Society.

The right of indemnification shall be a contract right inuring to the benefit of the Directors, Officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such Director, Officers or other person existing at the time of such amendment or repeal. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a Director, Officers or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the Directors, Officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the Society. The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such Director or Officers or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which corporation employees or agents other than Directors and Officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

8.2 Amendment. The Directors may amend these By-Laws in whole or in part and shall give written notice of such action to the membership before the next annual meeting of members. Any such amendment by the Directors may then be amended, in whole or in part, by the affirmative vote of a majority of the membership entitled to vote thereon. Notwithstanding the foregoing any amendment of the By-Laws by the Directors shall be valid and given full force and effect unless and until acted upon by the membership. These By-Laws may be amended in whole or in part by the affirmative vote of a two-thirds majority of the membership entitled to vote thereon-at any meeting, the thirty-day notice of which contains a statement of the proposed amendment.

These By-laws were adopted by the Board of Directors at a duly called meeting held on February 2, 2017.

Exhibit A – Cross Reference Section 3.2 and 4.1

The current Officers *Emeriti* are Joseph Ferrino, Peter Agnes, Frank Ciano and Lino Rullo. Such persons have rendered extraordinary service to the Society over an extended period, and shall at all times be accorded the dignity reserved for persons of special distinction at all Society-sponsored events. Such persons shall be voting members of the Society and voting members of the Board of Directors, and may serve the President in an advisory capacity and may from time to time undertake special assignments at his or her request. Such persons may also be members of any standing or other committee if selected or chosen in accordance with the By-Laws. If so selected or chosen, *Emeriti* may participate in the deliberations of such committees, but are not entitled to a vote.