

*Proposed Revised By-Laws For Consideration
for March 2026 Annual Meeting*

AMENDED AND RESTATED BY-LAWS

NEWBURYPORT MARITIME SOCIETY, INC.

d/b/a The Custom House Maritime Museum

As amended on March 19, 2026

SECTION 1

ARTICLES OF ORGANIZATION, CORPORATE SEAL AND FISCAL YEAR

1.1. Articles of Organization. The name and purposes of the Newburyport Maritime Society, Inc., d/b/a The Custom House Maritime Museum (the “Society” or “CHMM” or “Custom House Maritime Museum”), is as set forth in its Articles of Organization. These By-laws, the powers of the Society and of its members, directors and officers, and all matters concerning the conduct and regulation of the affairs of the Society shall be subject to such provisions in regard thereto, if any, as are set forth in its Articles of Organization, these By-Laws and applicable law.

1.2. Corporate Seal. The directors may adopt and alter a seal of the Society.

1.3. Fiscal Year. The fiscal year of the Society shall end on the last day of December in each year.

1.4. Non-Discrimination. The Society shall not discriminate on the basis of race, color, religion, national origin, ancestry, sex, sexual orientation, genetics, age, or disability with respect to selection of Board members or volunteers, employment of staff, or in connection with any other activity. The Society shall ensure that all of its staff, volunteers, members, and visitors will be treated with dignity and respect.

1.5. References. (a) All references herein to the Articles of Organization and the By- laws of the Society shall be to its Articles of Organization and By-laws, each as from time to time in effect.

(b) All pronouns shall be gender neutral including the words “chair” and “vice-chair”.

(c) All references to the Act means Chapter 180 of the Massachusetts General Laws (the “Act”) and all provisions in these By-Laws shall be interpreted in a manner consistent with the Act.

(d) The term “member in good standing” or derivatives thereof means a member who has paid all then dues and is not removed or subject to removal under **Section 2.2** or **Section 6.2(b)** below.

(e) The term “Disinterested” or “disinterested” as used with respect to director(s) means a director without a conflict of interest, meaning not having any interest, financial or

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otherwise, not also shared in common with all other directors, or a financial interest determined to be a conflict of interest as determined, from time to time, as set forth in the Society's Conflict of Interest Policy, as amended, from time to time, or having a financial or other interest, in any party(ies) transacting business with the Society for which action by directors is to be taken or a director for whom availability of indemnification under **Section 9** is being considered or a director seeking advance payments under **Section 9.3**, unless a majority of directors are also so seeking such indemnification or advance payment. All decisions by directors with respect to granting indemnification under **Section 9** below, must be by disinterested directors, meaning such directors must not be the subject of any Proceeding or other proceeding for which indemnification is being sought or then seeking being considered for indemnification under **Section 9.1(a)** or **Section 9.1(b)**.

SECTION 2
MEMBERS

2.1. Memberships. Members shall be those persons and/or business who meet the membership requirements as established by the Board of Directors, from time to time. A person shall be declared a member of the Society upon payment of the initiation fee, if any, the annual dues thereafter and remains a member in good standing. The Board of Directors shall, from time to time, establish the annual dues and the initiation fee, if any.

2.2. Removal for Dues Arrearage, Etc. To the maximum extent not prohibited by the Act: Members whose dues are in arrears may be notified by the Society and those whose dues are not paid when and as due and remain unpaid, may be removed from membership in the Society two (2) weeks after payment is due, but still not paid, and, thus, ineligible to be a member in good standing. Members whose conduct falls within Cause under and as determined under **Section 6.2(b)** are also ineligible to qualify as a "member in good standing".

2.3. Resignation. A member may resign at any time by giving notice in writing of such resignation to the Society, addressed to the Clerk, any other officer or the Board of Directors and delivering such resignation to the Society at its principal office. Such resignation shall be effective at the time specified therein or, if no time is specified, upon receipt by the Clerk, any other officer or the Board of Directors, as the case may be.

2.4. Powers and Rights. **(a) General.** The members of the Society shall have the right to elect the directors of the Society as provided in **Section 4.2** hereof and such other powers and rights as are vested in them by the Act, the Articles of Organization and the By-laws of the Society and such other powers and rights, if any, as the Board of Directors may, from time to time, designate with respect to members.

(b) Voting. **(i) One Vote.** **(A)** Each member in good standing as of the date of the applicable meeting, is entitled to one vote on each matter voted on by the members;

(B) (1) Unless the Act, the Articles of Organization, or the Bylaws require a greater vote or voting by class, if a quorum is present, the affirmative vote

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of a majority of the members in good standing and voting is the act of the members; and

(2) A bylaw amendment to increase or decrease the vote required for any member action must be approved by vote of a majority of the members in good standing.

(ii) **Membership in Name of Two or More.** If a membership stands of record in the names of two or more persons, their acts with respect to voting shall have the following effect:

- (A) If only one votes, such act binds all; and
- (B) If more than one votes, the vote shall be divided on a pro rata basis.

2.5. Annual Meeting. The annual meeting of members for the election of directors and such other matters as may be set forth in Notice of Annual Meeting shall be held at 6:00 P.M. or such other time as may be permitted by the Act and approved by the Board of Directors, from time to time, on a day in March, as set each year by the Board of Directors. In the event the Annual Meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. To vote at the annual meeting, a member must be a member in good standing as of the date of the annual meeting.

2.6. Special Meetings. (a) Special meetings of the members may be held at any time when called by the Board of Directors or its Chair, on behalf of the Board of Directors, or the President and shall be called by the Clerk, or in the case of death, absence, or refusal of the Clerk, by any other officer, upon written application of the number or percentage of members required by the Act or if no such number or percentage is required by the Act, then by the lesser of ten percent (10%) of the then members in good standing entitled to vote or 15 members in good standing (the “Required Member Application”).

(b) For purposes of determining members eligible to comprise the Required Member Application such members must be members in good standing at the time of the date of the application for the call of Special Meeting.

2.7. Place of Meetings. All meetings of the members shall be held at the Custom House Maritime Museum, 25 Water Street Newburyport, Massachusetts or at such other place in Massachusetts not prohibited by the Act and as shall be fixed by the Board of Directors, from time to time.

2.8. Notice of Meetings. (a) **Written.** (i) **Requirements.** A written notice of each meeting of members, stating the place, date and time and the purposes of the meeting, given at least seven days before the meeting to each member via email and/or via U.S. post office regular mail at the address (email or postal address) as it appears on the books of the Society on the date immediately preceding the mailing date of the notice given and such notice may also be posted on Society’s website.

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(ii) Method. **(A) Mail or Email.** **(1)** Notices shall be mailed via U.S. post office or by e-mail addresses of members in good standing as it appears on the records of the Society on the date immediately preceding the date of mailing;

(2) Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by the member before, during, or after the meeting, is filed with the records of the meeting; and a written waiver thereof signed by member shall be deemed equivalent to such notice;

(B) Reasonable Notice. Except as otherwise expressly provided by the Act, the Articles of Organization, or these By-Laws, it shall be reasonable notice to a member to send notice by U.S. Postal Office at least seventy-two hours or by electronic mail at least forty-eight hours before the meeting addressed to the member's last known business or residence address or email address, as the case may be, or to give notice to the member by telephone at least twenty-four hours before the meeting.

(iii) Record Date. The Society's record date for determining the members in good standing entitled to notice:

(A) for annual meeting is as of the close of business on the business day preceding the day on which the posting or emailing of the notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held;

(B) special meeting as specified in **Section 2.6.**

(b) Effect of Attendance. A member's attendance at a meeting effects the following:

(i) Waiver. **(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 because of such lack of, or defective notice;

(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.

(c) Adjournment. **(i)** A determination of members entitled to notice of, or to vote at, a meeting of members is effective for any adjournment of the meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote, which it must do (if the meeting is adjourned) to a date no more than 70 days after the record date for determining members entitled to notice of the original meeting;

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(ii) (A) 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 is announced at the meeting before adjournment.

(B) If a new record date for the adjourned meeting is or must be fixed, however, notice of the adjourned meeting must be given to the members of record as of the new applicable record date;

(d) **Membership List.** (i) The list of members may be available for inspection by any member in good standing for the purpose of communication with other members in good standing concerning any meeting of members, commencing two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting;

(ii) Refusal or failure to comply with this section does not affect the validity of action taken at the meeting;

2.9. Quorum. At any meeting of the members, the percentage or number required by the Act or if not required in the Act then by the lesser of ten percent (10%) of members entitled to vote or 15 members in good standing, present in person, shall constitute a quorum, but a smaller number may adjourn until a quorum is present. Any meeting may be adjourned to such date or dates not more than 70 days after the first session of the meeting by a majority of votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.10. Voting. All members in good standing are entitled to vote and each such member shall have one vote consistent with **Section 2.4(b) as follows:**

(a) **Action by Vote.** When a quorum is present at any meeting, a **majority** of the votes properly cast by members in good standing present in person shall decide any question, including election to office, unless otherwise provided by the Act, the Articles of Organization or these By-laws.

(b) **Action by Writing.** Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if **all** members entitled to vote on the matter consent to the action in writing and the Written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

2.11. Method of Meeting. To the extent permitted by the Act: (a) the Board of Directors may authorize any meeting of members eligible to vote be held either (i) in-person at a physical location within the Commonwealth of Massachusetts; (ii) by means of remote communication; or (iii) both at a physical location within the Commonwealth of Massachusetts and by means of remote communication; and (b) subject to any requirements adopted by the Board of Directors in order to ensure compliance with Massachusetts law, members eligible to vote who are 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. With respect to such participation and voting by means of remote communication, the Society shall implement reasonable measures

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to: (i) verify that each person deemed present and authorized to vote at the meeting by means of remote communication is a member eligible to vote; (ii) provide members eligible to vote a reasonable opportunity to participate in the meeting and vote on matters submitted to the members eligible to vote at the meeting, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (iii) maintain a record of any vote or other action the members eligible to vote take at a meeting by means of remote communication.

SECTION 3
**DIRECTORS EMERITI, SPONSORS, BENEFACTORS,
CONTRIBUTORS, ADVISORS, FRIENDS OF THE SOCIETY**

3.1. Directors Emeriti, etc. Any person who has served the Society with dedication and distinction as a director may be appointed a director emeritus by the Board of Directors and in that capacity may attend meetings of the Board, if invited by a sitting director, and may, with the permission of the officer presiding at any such meeting, speak at such meeting. The directors may designate any other persons or entities as sponsors, benefactors, contributors, advisors or friends of the Society or such other titles as they deem appropriate. Such directors emeriti and other persons shall serve in an honorary capacity and shall in such capacity have no right to notice of or to vote at any meeting of the directors, shall not be considered for purposes of establishing a quorum at such a meeting, and shall have no other rights or responsibilities as directors.

SECTION 4
BOARD OF DIRECTORS

4.1. Powers. The directors shall be responsible for the general management and supervision of the business and affairs of the Society, except with the respect to those powers reserved to the members by the Act, the Articles of Organization or these By-laws. The Board of Directors shall have over-all supervision of the funds, property, and affairs of the Society. They shall have the authority to delegate, from time to time, any of their powers and functions to the Chair and/or such officers, Executive Committee, other committees, advisory council(s), staff, or agents as they may deem necessary or appropriate, from time to time.

4.2. Number, Election, Duration, and Place. (a) (i) **Classes.** The directors (exclusive of any Directors Emeriti) shall be divided into three classes of equal size to the extent practicable, the term of one class as provided in subparagraph (iii) immediately below. A director shall be a member in good standing of the Society and must agree to comply with the then Board approved, if any, Policy for Requirements for Membership, as amended, from time to time.

(ii) **Election.** The members then in good standing may elect directors, pursuant to vote as provided in **Section 2.10** or as otherwise required by law;

(iii) **Duration.** (A) Directors shall be elected to serve for three years and be eligible to serve another 3 years immediately thereafter, and as set forth below and in **Section 4.3**.

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(B) As set forth in **Section 4.3(b)**, no director shall serve on the Board of Directors for more than six consecutive years; provided, however, that a director who has served six consecutive years may be elected to further terms provided that one year has elapsed since the expiration of the previous term.

(iv) Code of Ethics, Etc. **(A)** Upon a Director's election to the Board and each year during such director's term, the director shall sign such then Board approved Code of Ethics and the then Board approved Governance Policies, if any, as an affirmation of the director's personal knowledge of its contents and as a commitment faithfully to comply with the foregoing.

(B) A director shall disclose all of his/her known conflicts of interest to the Board, including without limitation where such director is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the corporation contemplates contracting or transacting business with the Society ("conflict of interest") and shall disclose his or her relationship or interest to the other directors acting upon or in reference to such contract or transaction. No director so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum.

(C) The affirmative vote of a majority of the disinterested directors shall be required before the corporation may enter into contract or transaction for which any director has a conflict of interest or is not disinterested.

(b) Number. Unless otherwise required in the Act, the number of directors shall be as determined, from time to time, by the Board but, in any event, not less than the number required by the Act and such additional directors, if any, as may be determined, from time to time, by the Board, up to, but not more than 21, unless prohibited by the Act.

(c) Place of Meeting. Meetings of the Board of Directors shall be held at such place within or without Massachusetts as maybe stated in notice of applicable meeting.

4.3. Term of Office. **(a) Initial.** Each director shall hold office for a three (3) year term of the class to which s/he is elected, or for the remainder of the term in the case of a director elected to fill a vacancy, and thereafter until a successor is elected and qualified, or until s/he dies, resigns, is removed or becomes disqualified.

(b) Successive Term. Unless filling a vacancy, each director shall hold office for a term of three years and is eligible for re-election for one additional successive three-year term. Following completion of two successive three-year terms, a director is eligible for re-election beginning one year after his/her term ended. If re-elected, such director may again serve two successive three-year terms as set forth in the previous sentences. Service of a director filling a vacancy shall not be counted for purposes of the two-term limit described above.

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4.4. Quorum. At any meeting of the directors, a majority of the directors then in office shall constitute a quorum, but a smaller number may adjourn if such quorum is not present and the meeting may be held as adjourned without further notice.

4.5. Annual and Regular Meetings. The directors shall meet as soon as is practicable following the annual meeting of the members. Other regular meetings of the directors may be held at such places and at such times as the directors may determine, from time to time. Regular meetings may be in person, telephonically, video conferencing or a combination thereof.

4.6. Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the Chair (or in the absence of the Chair, the Vice Chair) or two or more directors. Special meetings may be in person, telephonically, video conferencing or a combination thereof.

4.7. Notice of Meetings. The directors may permit any and all directors to participate in a regular or special meeting of the directors by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.

(a) Annual and/or Regular. Annual meetings of directors and/or regular meetings of the directors held at such places and times as shall have been fixed by the directors or as contemplated by these By-laws and each director shall be notified via his/her then assigned CHMM email and/or such other email as may be agreed upon by the Society.

(b) Special. Notice of the time and place of each special meeting of the directors shall be given to each director either **(i)** by email or mail (at the applicable address then in the records of the Society) at least five days before the meeting; or **(ii)** by telephone or e-mail at least 48 hours prior to the time of the meeting unless shorter notice is adequate under the circumstances or in exigent circumstances to the extent permitted by the Act. If the purposes of the special meeting include consideration of a transaction in which a director has a direct or indirect financial interest or an amendment to these By-laws or the removal of a director, such notice shall specify the purposes of such meeting.

(c) Address/Telephone. In each case the notice shall be addressed to a street address or email address furnished by, the director and maintained in the records of the Society as of the date immediately preceding the date on which the notice is given and the sender may request an acknowledgment of receipt.

(d) Waiver. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by the director before, during, or after the meeting, is filed with the records of the meeting or to any director who attends the meeting without protesting prior thereto to or at its commencement the lack of notice to him/her.

(e) Non-Director Invitees. **(i)** The directors may determine, from time to time, whether, and to what extent, persons who are not directors may be invited to attend their meetings.

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(ii) Prior to attendance, each non-director attendee (other than a lawyer representing the Society) must execute and deliver the then current form of non-disclosure/confidentiality agreement approved by the Board of Directors.

4.8. Action at Meetings. When a quorum is present at any meeting, a **majority** of the directors present and voting shall decide any question, including election of officers, unless otherwise required by the Act, the Articles of Organization or these By-laws. The required vote shall be a majority of those directors who are disinterested directors but if there are no disinterested directors, then the required vote of directors may then be by majority vote of directors.

4.9. Action by Written Consents. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if **all** of the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.10. Executive Committee. (a) (i) **Members of Executive Committee.** The directors shall, by vote of a majority of the directors then in office, elect an Executive Committee, which shall consist of the Chair, Vice Chair, President, Treasurer, Clerk and such other directors as the Chair may determine, from time to time.

(ii) **Powers.** Unless the directors otherwise determine or otherwise provided by the Act, the Executive Committee shall have all of the powers of the directors during intervals between meetings of the directors.

(iii) **Meetings.** Regular meetings of the Executive Committee may be held at such places and at such times as the members of the Executive Committee may determine, from time to time. Executive Board meetings may be held in-person, via computer link or telephonically; or a combination thereof. Special meetings of the Executive Committee shall be called, from time to time, by the Chair or upon the written request of two (2) members of the Executive Committee and submitted to the Chair, written request shall be delivered via in-person, United States Postal Service or email.

(b) **General Responsibilities.** The Executive Committee shall review reports received from the Chair, any director(s), any officer(s), the Executive Director and/or any other and take such action(s) and report to the Board the content of such report(s) and action(s) taken or not taken by the Executive Committee and/or seek Board input on action(s) to be taken or refrained from taking. The Executive Committee may develop recommendations for presentation to the Board of Directors, from time to time, on the Society's priorities and policies. It shall review and approve budget proposals with the Executive Director; review and approve the Executive Director's performance review and compensation and staff pension benefits; and review and recommend to the Board matters to be considered by the Board of Directors. The Executive Committee may make itself available to the Executive Director for advice and consultation. The Executive Committee, in case of emergency, where action must be taken without waiting for a meeting of the Board of Directors, shall have all the powers of the Board of Directors between meetings thereof. The actions of the Executive Committee shall be reported to the Board of Directors at its next meeting

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in a form permitting the directors opportunity to comment and ratify, or not, those decisions made on its behalf.

4.11. Other Committees. (a) **General.** (i) The Executive Committee and/or directors may establish, and delegate to, such committee(s) such powers and duties as directors may determine, from time to time;

(ii) **Committee Membership.** (A) Members of each Committee and its Chair shall be nominated by the Executive Committee and approved by the Board of Directors. Members of each Committee are elected for a term of one year unless such committee resigns or is removed, with or without cause at the discretion of the then Chair of the Board of Directors. The members of any committee shall remain in office at the pleasure of the directors. The Chair and Executive Director may be ex-officers and/or non-voting members of committee(s).

(B) Committee members may be Board members, staff, Society members and/or others provided that any non-Board members of each committee sign the then current form of non-disclosure/confidentiality agreement approved by the Board of Directors, from time to time.

(iii) **Report.** The Chair of each committee shall report, from time to time, to the Board of Directors and upon request to the Executive Committee and/or Chair.

(iv) **Conduct of Committee Affairs.** Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-laws for the directors.

(b) **Committee Quorums.** A quorum shall be established when the **majority** of the then committee members are present either in person or by two-way communication. A majority of committee members present either in person or by two-way communication is required to carry a motion or adjourn a committee meeting.

4.12. CHMM Advisory Council. The Chair and/or the Executive Committee may recommend the convening and/or establishment of one or more CHMM Advisory Council(s) for the consideration of, and approval by, a majority of the directors. Those comprising any CHMM Advisory Council may be sponsors, benefactors, contributors, advisors and/or such other person(s) as shall be as determined, from time to time, by the Board, the Chair and/or the Executive Committee and the Advisory Council shall have no legal responsibility or authority whatsoever for the conduct of the affairs of the Society, but it is expected that members of the Advisory Council will sign the then current form of non-disclosure/confidentiality agreement approved by the Board of Directors, from time to time, and will be available to the Chair, Executive Committee and Board for consultation and advice. CHMM Advisory Council members may, at the invitation of the Chair or Executive Board, attend meetings of the Board of Directors but have no vote. The then Chair or his designee(s) may or may not preside at meetings of the CHMM Advisory Council. The applicable Advisory Council shall meet or attend at times and places determined by then Advisory Council members by majority vote.

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4.13. Conflicts of Interest. (a) In a manner consistent with the Society's Conflict of Interest Policy, as may be amended, from time to time, by the directors, each Director shall disclose any conflict of interest which s/he may have regarding any of the Society's activities or business and shall refrain from participating in any matter relating thereto:

(i) Directors shall avoid actual, potential or apparent conflicts of interests. A potential conflict of interest exists when a Director, or an immediate family member of a Director or a group or organization in which the Director holds a material financial interest or of which the Director is an officer, trustee or employee, may be seen as competing with the interests or concerns of the Society.

(ii) Directors have a duty **not** to use their position as Director for personal financial gain or other personal benefit. In addition, each Director has a duty to disclose to the Board the material facts of any proposed matter in which the Director has an actual or potential conflict of interest prior to its consideration by the Board. If at any time a Director believes or should reasonably believe that s/he has or may have an actual, potential or apparent conflict of interest, the Director shall immediately inform the Board Chair. The Director having the conflict is required to recuse him or herself from consideration of the matter and, if requested, must excuse him or herself during its consideration. The disclosure of the conflict and the deliberation of the Directors with participation by the interested Director will be reflected in the minutes.

(iii) Directors shall use Society property only for the official purposes of the Society and shall make no personal use of the Society's collection, property or services for self-serving purposes.

4.14. General Standards of Conduct for Directors. (a) A director shall discharge his or her duties as a director, including his or her duties as a member of a committee:

(i) in good faith;

(ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(iii) in a manner the director reasonably believes to be in the best interests of the Society.

(b) In discharging his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(i) one or more officers or employees of the Society whom the director reasonably believes to be reliable and competent in the matters presented;

(ii) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; and/or

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(iii) a committee of the board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.

(c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted;

(d) A director is not liable to the Society, any member, or any other person for any action taken or not taken as a director, if the director acted in compliance with this section; and

(e) A director shall not be deemed to be a trustee with respect to the Society or with respect to any property held or administered by the Society, including without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

SECTION 5
OFFICERS AND AGENTS

5.1. Number and Qualifications. The officers of the Society shall be a Chairperson (a/k/a Chair or chair), Vice Chairperson (a/k/a Vice Chair or vice chair), President, Treasurer, Clerk and such other officers, if any, as the directors may determine, from time to time. All officers and directors shall be members of the Society. A person may hold more than one office at the same time. The Society shall also have an Executive Director and may have such other agents, if any, as the directors may appoint, from time to time. Agents of the Society may but need not be members.

5.2. Election. The Chair, Vice Chair, President, Treasurer and Clerk shall be elected annually by the directors at their first meeting following the annual meeting of the members. Other officers, if any, may be elected by the directors at any time and from time to time. The Executive Director and other agents of the Society, if any, shall be appointed by the directors.

5.3. Tenure. The Chair, Vice Chair, President, Treasurer and Clerk shall each hold office until the first meeting of directors following the next annual meeting of the members and thereafter until their respective successors are chosen and qualified, and each other officer shall hold office until the first meeting of directors following the next annual meeting of members unless a shorter term of office shall have been specified by the terms of such officer's election or appointment, or in each case until they sooner dies or removed or becomes disqualified. The Executive Director and each agent of the Society shall retain their authority at the pleasure of the directors.

5.4. Chair. The Chair shall be a director; preside at all meetings of the members and directors; shall, on behalf of the Board of Directors, provide guidance and supervision to all other officers of the Society; and shall have such other powers and duties, as set forth in these By-Laws as well as are usual and customary, to one holding the title of Chair and/or as may be determined by the directors, from time to time. Subject to the control of the directors, the Chair shall have general charge and supervision of the affairs of the Society.

5.5. Vice Chair. The Vice Chair shall have and may exercise all of the powers and duties of the Chair during the absence of the Chair or in the event of the Chair's inability to act. The Vice Chair

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shall have such other duties and powers, usual and customary, to one holding the title of Vice Chair and/or as the directors may from time to time designate.

5.6. President. Unless the Board of Directors otherwise determines, the President shall be a director and, subject to the supervision of the Chair, if any, supervise the general management of the Society's business and affairs. The President shall have signing power to bind the Society and, unless otherwise provided by the Board of Directors, have all the usual and customary authority for one holding the title of President and such other duties as the Board of Directors may determine, from time to time. Unless there is a Chair of the Board, the President shall preside at all meetings of the Board of Directors and of the members.

5.7. Vice Presidents. The Board of Directors may designate one or more Vice Presidents and, in the absence, or inability of the President to act, such Vice President(s) shall have and possess all of the powers and discharge all of the duties of the President, subject to the control of the Board of Directors and/or the Chair, as the case may be. Otherwise, the Vice President, or if there is more than one, the Vice Presidents, shall perform such of the duties, as may be assigned to him/her or them, from time to time, by the Board of Directors, the Chair and/or President, from time to time.

5.8. Treasurer and Assistant Treasurer. The Treasurer shall be the principal financial officer of the Society and shall, or shall cause financial statements of, and budgets for, the Society to be prepared and presented regularly to the Board. The Treasurer shall discharge all duties incident to the office of Treasurer, including having custody and control over all funds and securities of the Society, maintain full and adequate accounts of all moneys received and paid by him/her on account of the Society, subject to the control of the Board of Directors and/or the Chair, as the case may be, and all activities of the Treasurer and those operating under, or as directed by the Treasurer, are amenable to periodic review and audits. Any Assistant Treasurer(s) shall perform such of the duties of the Treasurer and such other duties as the Board of Directors, and/or the Chair or President, from time to time, or the Treasurer may designate. The Treasurer shall have authority, in connection with the normal business of the Society, to sign contracts, bids, bonds, powers of attorney and other documents where required by the Act or authorized by the Board, from time to time.

5.9. Clerk. The Clerk must be a resident of the Commonwealth of Massachusetts (unless the Society shall have a duly appointed resident agent in Massachusetts) and a member of the Board of Directors. The Clerk shall be the principal recording officer of the Society. S/he shall record all proceedings of the members and Board of Directors and discharge all duties incident to the office of Clerk. The Clerk shall record all proceedings of the Board of Directors. Any Assistant Clerk(s) shall perform such of the duties of the Clerk and such other duties as the Board of Directors and/or the Chair or President, from time to time, or the Clerk may designate. In the absence of the Clerk or any Assistant Clerk(s) from any meeting of Members, the Board of Directors, a Temporary Clerk designated by the person presiding at the meeting shall perform the duties of the Clerk. The Clerk shall maintain records of all proceedings of the members and directors at the principal office of the Society in Massachusetts in the electronic files of the Society. Such books shall also contain the original or certified copies of the Articles of Organization and By-laws of the Society and the names and addresses of all members, directors and officers of the

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Society. If the Clerk is absent from any meeting of the members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the Clerk at such meeting.

5.10. Other Officers. The Board of Directors may appoint such other officer(s) and delegate to him/her such powers and duties as the Board of Directors may determine, from time to time.

5.11. Executive Director. Subject to the direction of the Board of Directors and/or its Chair, and/or the President, the Executive Director shall provide strategic direction, perform all usual and customary duties of an Executive Director of a not-for-profit organization, together with being both the chief executive officer and the chief operating officer of the Society. In furtherance of the foregoing, the Executive Director shall conduct the programs, exhibits and other activities of the Society, shall be responsible for collections management, and shall have such other duties and powers as is customary for an Executive Director of a not-for-profit entity, consistent with the Act, and as the Board of Directors or the Chair and/or President may, from time to time, designate. The Executive Director shall report regularly to the Chair, President and Board of Directors. The Executive Director shall not be a member of the Board of Directors.

5.12 Standards of Conduct for Officers. (a) An officer with discretionary authority shall discharge his or her duties under that authority:

(i) in good faith;

(ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(iii) in a manner the officer reasonably believes to be in the best interests of the Society and its members, if any.

(b) In discharging his or her duties, an officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(i) one or more officers or employees of the Society who the officer reasonably believes to be reliable and competent in the matters presented;

(ii) legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence; and/or

(iii) a director.

(c) An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted; and

(d) An officer is not liable to the Society, any member, or any other person for any action taken or not taken as an officer, if the officer acted in compliance with this section.

SECTION 6
RESIGNATIONS, REMOVALS AND VACANCIES

6.1. Resignations. Any member, director or officer may resign at any time by delivering by United States Postal Service, hand delivery or electronic mail, his/her resignation in writing, to the Chair, the President or the Clerk or to the Board of Directors of the Society or in person at the Society's principal office. Such resignation shall be effective upon receipt unless the resignation specifies at some later time such resignation is to become effective.

6.2. Removals. Any director, officer, and/or member may be removed as follows:

(a) Any Director or Officer. (i) with or without Cause by the vote of a majority of the members in good standing and/or by the directors by the vote of a majority of the disinterested directors then in office;

(ii) removal without Cause may occur for any reason or no reason, but shall occur upon the earlier to occur of: a determination of the disability (physical and/or mental impairment) of a director or officer, rendering such director or officer unable to perform the essential functions of such director or officer as determined by: (i) by a Massachusetts licensed physician or court of competent jurisdiction of applicable authority; or (ii) as determined by the Board of Directors in good faith upon a majority vote of disinterested directors. In the event of a majority vote of disinterested directors (excluding officer and/or director whose termination is at issue) based upon the good faith belief that the applicable director or officer is unable to perform his/her functions, duties, and responsibilities, the alleged unable applicable director or officer shall submit to a medical examination following these procedures: determination of inability to perform functions, duties, and/or responsibilities shall be made by two (2) physicians – one designated by the Board of Directors by majority vote of disinterested directors, at the cost of the Society, and the other selected by the applicable director or officer, at the cost of such applicable director or officer, and if these two (2) selected physicians disagree, they shall appoint a third physician, the cost of which shall be shared equally between the Society and applicable director or officer, and the opinion of the majority of those three doctors is conclusive. If the applicable director or officer refuses to submit to the foregoing examination or refuses to pay promptly the costs of his/her doctor and/or his/her share of any third physician, s/he is deemed disabled for purposes of fulfilling his/her functions, duties, and responsibilities, unless otherwise prohibited by applicable law and shall be removed.

(iii) "Cause" as used herein shall be defined to mean the occurrence of any one or more of the following, as may be determined by vote of a majority of disinterested directors; provided, however, a director, officer, and/or member may be removed for Cause only after reasonable notice and an opportunity to be heard before the body proposing to remove him/her:

(A) arrest, indictment, or conviction of a crime or a plea of nolo contendere;

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(B) substantial disregard of, or failure to, perform the duties consistent with the standard associated with one occupying the applicable office, committee membership, or directorship;

(C) willful or continued failure to perform or render services consistent with the office and duties associated with such officer, committee membership, and/or director;

(D) fraud, misappropriation, engaging in a pattern of neglect, malfeasance or non-feasance, and/or engaging in willful or gross misconduct;

(E) apparent or actual material violation of then Code of Ethics where applicable;

(b) Member. To the maximum extent not prohibited by the Act, a member may become ineligible to be a member in good standing either as provided in Section 2.2, and/or for Cause as provided by Section 6.2(a)(iii) and then confirmed by vote of a majority of members in good standing, and/or by the directors by the vote of a majority then in office. Notwithstanding anything to the contrary, no notice or opportunity to be heard applies if ineligibility of a member is not based on Cause. Only in the event of removal, and, therefore, ineligibility is based solely on Cause, does such member have the right to notice and opportunity to be heard.

6.3. Vacancies. **(a)** Continuing directors may act despite a vacancy(ies) in the Board of Directors and shall be deemed to constitute a full Board.

(b) Any vacancy in the number of directors, including any vacancy resulting from enlargement of the Board, may be filled by the members upon calling of, and holding of a Special Meeting of member or, in the absence of the member action to fill such vacancy, by the directors by vote of a majority of the directors then in office.

(c) Each such successor shall hold office for the unexpired term and thereafter until a successor is chosen and qualified or until he sooner dies, resigns, or is removed or becomes disqualified. The directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.

(d) (i) The directors shall elect a successor if the office of Chair, Vice Chair, President, Treasurer or Clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and, in the case of the Chair, Vice Chair, President, Treasurer or Clerk, until such officer's successor is chosen and qualified, or in each case until such officer sooner dies, resigns, is removed, with or without Cause, or becomes disqualified.

(ii) The directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

**SECTION 7
EXECUTION OF PAPERS**

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Society shall be signed by the Chair, the President, the Treasurer or the Executive Director.

**SECTION 8
COMPENSATION; PERSONAL LIABILITY; INDEMNIFICATION**

8.1. Compensation. No director shall be entitled to receive compensation for services as director. Directors shall not be precluded from serving the Society in any other capacity and from receiving compensation for any such services.

8.2. No Personal Liability. The members, directors, officers and agents of the Society shall not be personally liable for any debt, liability or obligation authorized by the directors of the Society. All persons, societies or other entities extending credit to, contracting with, or having any claim against the Society may look only to the funds and property of the Society for payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Society.

**SECTION 9
INDEMNIFICATION**

9.1. Non-Discretionary Indemnification. (a) The Society shall, to the fullest extent legally permissible, indemnify and hold harmless, subject to limitation of **Section 9.1(d)** and **Section 9.2**, each of its directors, officers, employees, advisory council members, directors emeriti, agents and all persons serving at the request of the Society, as a fiduciary or trustee of any of the Society's employee benefit plans, or otherwise ("Indemnified Person(s)"), individually and collectively, against any and all liabilities, claims, costs, damages and Expenses (as hereinafter defined), including without limitation, amounts paid in satisfaction of judgments, in compromise of claims, fines, excises tax, penalties, settlement payments reasonably incurred by, or imposed upon him/her/them, and reasonable counsel fees, reasonably incurred by them in connection with any threatened, pending or completed action, suit, Proceeding (as hereinafter defined) or other proceeding, whether civil or criminal, administrative or investigative or in the defense or disposition of any action, suit, Proceeding or other proceeding, whether civil, criminal, administrative, or investigative in which s/he may be involved or with which s/he may be threatened, by reason of his/her being or having been a director, officer, employee, agent, advisory council member, director emeriti and all others serving at the request of the Society's behalf (collectively the following "Indemnifiable Events"), **provided however**, further that as to any matter no indemnification under this **Section 9.1(a)** shall be provided unless:

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(i) Indemnified Person. (A) (1) shall be found to have acted in the reasonable belief that his/her action(s) was in the best interest of the Society by a disinterested majority of the directors then in office and entitled to vote; or

(2) in the absence of action by disinterested directors there has been obtained at the request of a majority of the directors then in office and entitled to vote an opinion in writing of independent legal counsel, to the effect that such Indemnified Person appears to have acted in good faith in the reasonable belief that his/her action was in the best interest of the Society; and

(B) has not been adjudicated in any Proceeding or other proceeding not to have acted in good faith and in the reasonable belief that his/her action was in the best interest of the Society;

(ii) Not Excluded, Etc. Indemnification must not be inconsistent with the provisions under **Section 9.1(d)** as well as not excluded under **Section 9.2** below;

(iii) Insurance Coverage. Insurance coverage for indemnified claim is available to the Society;

(iv) Limitations. Any and all indemnification under this subparagraph (a) is subject to the limitation of subparagraph (d) immediately below and exclusion under **Section 9.2** and only as permitted by applicable law or Society's then Articles of Organization (as amended and/or restated); and

(v) Reasonableness. Notwithstanding anything to the contrary, indemnification permitted under this subparagraph is limited to reasonable Expenses and all other expenses.

(b) Discretionary Indemnification. (i) In addition, subject to limitation of **Section 9.1(d)** (other than the requirement for insurance coverage) and exclusion under **Section 9.2**, the Society may, to the extent permitted by law even if indemnification does not qualify under **Section 9.1(a)** immediately above, by vote of a majority of disinterested directors, indemnify and hold harmless any person who serves or has served at any time as a volunteer of the Society or who provides or has provided services to, on behalf of or at the request of the Society in any capacity described in subparagraph (a) immediately above and/or otherwise (collectively, "Discretionarily Indemnified Persons" or individually, a "Discretionarily Indemnified Person") against all Indemnifiable Events. Notwithstanding the foregoing, no indemnification shall be provided for any such Discretionarily Indemnified Person with respect to any matter for which indemnification is excluded under **Section 9.2**, not permitted by applicable law or the Society's then Articles of Organization (as amended and/or restated) or fails to comply with subparagraph (ii) immediately below.

(ii) **Required Approval.** Notwithstanding anything to the contrary, indemnification under this subparagraph(b) shall not be provided, however, unless:

(A) Discretionary Indemnified Person. (1) shall be found to have acted in the reasonable belief that his/her action(s) was in the best interest of the

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Society by a disinterested majority of the directors then in office and entitled to vote; or

(2) in the absence of action by disinterested directors there has been obtained at the request of a majority of the directors then in office and entitled to vote an opinion in writing of independent legal counsel, to the effect that Discretionarily Indemnified Person appears to have acted in good faith in the reasonable belief that his/her action was in the best interest of the Society.

(B) has not been adjudicated in any Proceeding or other proceeding to have acted other than in good faith and in the reasonable belief that his/her action was in the best interest of the Society; and

(ii) **Not Excluded.** Indemnification must not be excluded under **Section 9.2** below;

(iii) **Limitations Do Not Apply.** Any and all indemnification under this subparagraph (b) is not subject to the limitations of subparagraph (d) immediately below requiring the availability of insurance coverage;

(iv) **Reasonableness.** Notwithstanding anything to the contrary, indemnification permitted under this subparagraph is limited to reasonable expenses.

(c) **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.

(d) **Limitation on Indemnification.** Notwithstanding any other provision of this **Section 9**, indemnification shall be provided under this Article only to the extent permitted by the Act and not contrary to any provision in the Society's then Articles of Organization (as amended and/or restated); to the extent that the status of the Society as an organization exempt from federal income taxation and contributions to which are deductible under the U.S. Internal Revenue Code is not adversely affected by such indemnification, and only to the extent that no tax under Section 4958 or Section 4941 (as applicable) or its successor section of the Internal Revenue Code, as in effect from time to time, would be owed as a result of such indemnification; such indemnification is not excluded from indemnification under **Section 9.2** below, except as otherwise provided in subparagraph (b) immediately above; with respect to indemnification available under **Section 9.1(a)** or advance payments being sought under **Section 9.3**, insurance coverage is available to the Society for the indemnification so being sought; and the requisite director determination and/or approval for the applicable indemnification is obtained.

9.2. Exclusions. Notwithstanding anything to the contrary (for avoidance of doubt, however, the availability of Discretionary Indemnification under **Section 9.1(b)** is available even if no insurance coverage is available), the Society shall **not** provide indemnification to any person with respect to any matter as to which:

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(a) said person is the subject of removal for Cause as an officer, director, employee, member, volunteer or other agent of Society;

(b) any action(s) or inaction(s) constituting gross negligence, willful misconduct, or criminal activity of the person seeking, or who is eligible for, indemnification under **Section 9**;

(c) said person is finally adjudicated in any proceeding or Proceeding not to have acted in good faith or in the reasonable belief that his/her action(s) was in the best interests of the Society;

(d) as applicable, the participants and beneficiaries of the Society's employee benefit plan have been adjudicated to be in breach to Society of his/her obligations, contractual and/or fiduciary;

(e) any claim for indemnification with respect to any claim, Expense, or Proceeding or other proceeding is **initiated** by an Indemnified Person unless the initiation of the Proceeding or other proceeding was authorized or ratified by vote of majority of disinterested directors;

(f) person seeking indemnification is liable to the Society for any cost, action, Expense or other expense, of whatever type and kind, or is amenable to any claim(s) by the Society or adjudicated to be liable to the Society or makes a settlement payment to the Society, unless a court otherwise determines that indemnification is required under the circumstances;

(g) any claim for indemnification under **Section 9.1(a)** for which insurance coverage is not available for any claim for indemnification under said **Section 9.1(a)**;

(h) any Proceeding or other proceeding involving allegations of improper personal benefit attributed to the indemnified person(s) for which indemnification is otherwise available, whether or not involving action in his or her official capacity or in which the indemnified person(s) was adjudicated liable on the basis that personal benefit was improperly received by the indemnified person(s); or

(i) the required approval for indemnification by directors is not obtained under **Section 9.1(a)** or **Section 9.1(b)**, as the case may be.

9.3. Advance Payments. Expenses and other expenses, including counsel fees, reasonably incurred by any Indemnified Person or Discretionary Indemnified Person, as the case may be, in connection with the defense or disposition of any Proceeding or other proceeding for which indemnification is available hereunder, may be paid, from time to time, by the Society in advance of the final disposition thereof, **provided that:**

(a) claim for which indemnification is requested and required hereunder is covered by insurance then carried by the Society, said insurance coverage is available to the Society, and said insurance company agrees such claim is covered and counsel defending such claim is designated, or approved, by such insurance company; and

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(b) Society receives from such person claiming and entitled to indemnification hereunder provides to the Society such undertakings, in form and content, acceptable to Society as determined by Board of Directors, to repay such sums if it is subsequently established that he or she is not entitled to indemnification or the insurance company denies coverage after any advance(s) has/have been made (“Advance Payment Undertaking”). Such Advance Payment Undertaking shall, at a minimum, provide:

(i) a written affirmation of the indemnified person(s) to the Society of his/her good faith belief that s/he has met the standard of conduct described in **Section 4.14** or **5.11**, as the case may be;

(ii) a written undertaking to the Society, executed personally by the indemnified person(s), to repay the advance if it is ultimately determined that the indemnified person(s) did not meet the standard of conduct or was not eligible for indemnification under this **Section 9**;

(iii) such security, mortgage, and/or collateral to secure the Advance Payment Undertaking, if and when a majority of Disinterested Directors may determine; and

(iv) such additional matter(s) as a majority of Disinterested Directors may determine.

(c) A determination by vote of a majority of the disinterested directors that the facts then known to those making said determination would not preclude indemnification under this **Section 9**.

(d) The undertaking required by subsection (b) immediately above must be an unlimited general obligation of the director or officer, but need not be secured and may be accepted without reference to financial ability to make repayment;

9.4. Authorization. Determination of availability of any advance payment under **Section 9.3**, and any indemnification of payment in compromise or settlement by an Indemnified Person or Discretionary Indemnified Person, as the case may be, requires a determination that it is in the best interests of the Society by, and approval of, either:

(i) by a majority vote of the Disinterested Directors in office who are not at that time parties to the Proceeding and/or proceeding or seeking indemnification or being considered for indemnification under **Section 9.1(a)** or **Section 9.1(b)**, and qualify as Disinterested (“Advance Payment Disinterested Directors”);

(ii) 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 Disinterested directors in office (in which selection Directors who are parties may participate);

(iii) 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

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Society) 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 Society (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

- (iv) by a court of competent jurisdiction.

9.5. Insurance. These provisions shall not limit the power of the Board of Directors to authorize the purchase and maintenance of insurance on behalf of any person against any expense incurred by him or her in his/her capacity with the Society, or arising out of the status or position he/she holds with the Society, whether or not the Society would have the power to indemnify him or her against such expense under these provisions.

9.6. Non Exclusive. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which the Society's employees may be entitled by contract or otherwise under law.

9.7. Definitions. As used in this article, the terms "directors", "officers", "employees", and "agents" include their respective heirs, executors and administrators, and an "interested" party is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

(a) "Director/officer" means any person who is serving or has served as a director, committee member, officer or employee or other agent of the Society appointed or elected by the Board of Directors or the members of the Society, who is serving or has served at the request of the Society as a Director, officer, principal, partner, member of a committee, employee or other agent of any other organization or in any capacity with respect to any employee benefit plan of the Society or any of its subsidiaries.

(b) "Proceeding" means any action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened in or before any court, tribunal, administrative or legislative body or agency, and any claim which could be the subject of a Proceeding.

(c) "Expense" means any fine or penalty, and any liability fixed by a judgment, order, decree, or award in a Proceeding, any amount reasonably paid in settlement of a Proceeding and any professional fees and other disbursements reasonably paid in settlement of a Proceeding and any professional fees and other disbursements reasonably incurred in connection with a Proceeding. The term expenses shall include any taxes or penalties imposed on a directors or officer with respect to any employee benefit plan of the Society or any of its subsidiaries.

9.8. 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

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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 10
AMENDMENTS**

These By-laws may be altered, amended, in whole or in part or repealed at any annual or special meeting of the members, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the section to be affected thereby, by majority vote of the members. These By-laws may also be altered, amended in whole or in part or repealed by vote of a majority of the directors then in office, except with respect to any provision thereof which by the Act, the Articles of Organization or these By-laws requires action by the members. Not later than the time of giving notice of the meeting of members next following the altering, amending or repealing by the directors of any By-laws, notice thereof stating the substance of such change shall be given to the members. Any By-law so altered, amended or repealed by the directors may be further altered or amended or reinstated by the members. Notwithstanding the above provisions of this Section 10, any amendment, alteration or repeal of a bylaw by the directors as provided for in this Section 10 shall be valid and given full force and effect unless and until otherwise provided by majority vote of members in good standing.

**SECTION 11
GENERAL**

Notwithstanding anything to the contrary, all provisions of these Bylaws are intended to be consistent with the Act and only given effect when consistent with the Act.