

MASSACHUSETTS LAND TRUST COALITION, INC.

BYLAWS

Adopted June 7, 2010

Amended February 11, 2011

I.

ARTICLES OF ORGANIZATION

The name, location of principal office, and purposes of the Corporation shall be as set forth in the Articles of Organization. These Bylaws, the powers of the Corporation and of its Trustees and officers, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization; and the Articles of Organization are hereby made a part of these Bylaws. All references in these Bylaws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as from time to time amended.

II.

MEMBERSHIP AND STRUCTURE

Membership shall consist of all statutorily authorized charitable corporations and charitable land trusts organized within the Commonwealth of Massachusetts pursuant to M.G.L. c. 180, which are dedicated to the active protection, preservation and stewardship of environmentally and ecologically sensitive conservation land, including, but not limited to, open spaces, wetlands, forests, farmlands, parkland, resource protection areas, and scenic vistas, and which hold and/or convey land and/or interests in land for conservation purposes. There shall be no fixed limit to the number of members. Each dues paying land trust shall be a Member. **It shall be within the sole discretion of the Board of Trustees to determine the eligibility of any potential Member seeking Membership.**

There shall be a Steering Committee, which shall consist of all Members who are designated as Supporting, Sponsoring or Sustaining Members. The Steering Committee shall meet a minimum of three (3) times per year, but not more than six (6) times per year.

Each Steering Committee Member shall have one vote on each issue coming to a vote. Each Steering Committee Member shall be an organization and each organization may have only one designated representative who may vote on Steering Committee matters. That representative shall be a member of the Steering Committee Member's organization. Each Steering Committee Member may designate an alternate, who shall also be a member of that Steering Committee Member's organization.

The Steering Committee shall act as the Nominating Committee and be responsible for nominating members for inclusion on the Board of Trustees. The Steering Committee may recommend a slate of proposed Board of Trustee candidates to the annual meeting. Only Members of the Steering Committee may submit names for candidates as Trustee. There shall be no limit on the number of names that a Steering Committee Member may submit to the Steering Committee for consideration as a candidate for the Board of Trustees.

The Steering Committee may recommend actions to be taken by the Board of Trustees on issues related to policy, programs and advocacy and may further advise the Board of Trustees on other non-governance matters.

The Steering Committee shall be chaired by a designated representative of a Member land trust, voted upon by those eligible to vote at Steering Committee meetings and who shall convene and run all Steering Committee meetings. The Steering Committee Chair must be ratified by a majority vote of the Board of Trustees at its next scheduled meeting. The Steering Committee may, in its discretion, authorize an alternate Chair to serve in lieu of the elected Chair when the Chair is unable to serve.

The Steering Committee Chair shall serve as liaison to the Board of Trustees and as a non-voting ex officio Trustee. In the absence of the Steering Committee Chair, the alternate Chair shall fulfill his or her duties.¹

Basic Members shall include all other land trusts that are not designated as Supporting, Sponsoring and Sustaining Members. Basic Members may attend Steering Committee meetings and participate in discussions, but shall not have a vote on any formal action taken by the Steering Committee. All Members - Basic, Supporting, Sponsoring and Sustaining, may attend Annual Meetings and shall be eligible to vote on each Nominee for election to the Board of Trustees.

III.

ASSOCIATED MEMBERS, SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS, FRIENDS OF THE CORPORATION, CONSERVATION PARTNERS

The Trustees may designate certain persons or groups of persons as Associated Members, Sponsors, Benefactors, Contributors, Advisers, Friends of the Corporation, Conservation Partners, or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Trustees shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities. Said persons or groups of persons shall be permitted to attend Steering Committee meetings and the Annual Meeting and to participate in discussions as permitted by the Chair or the President, but shall have no right to vote on any formal action taken by the Steering Committee or by the Annual Meeting.

IV.

BOARD OF TRUSTEES

1. Number of Trustees. The initial Board of Trustees first designated in the Articles of Organization shall be no less than three (3). Subsequent Boards of Trustees shall consist of not less than seven (7) nor more than fifteen (15) Trustees. Subject to the foregoing limitation and except for the Board of Trustees first designated in the Articles of Organization, such number may be fixed from time to time by action of the Trustees. The number of Trustees may be increased or decreased by a vote of the majority of the entire Board. No decrease shall shorten the term of any incumbent Trustee.

All Members, including Supporting, Sponsoring, Sustaining and Basic Members, shall be eligible to vote on the slate of the Board of Trustees. Nominations for candidates to the

¹ Amended by unanimous vote on February 11, 2011

Board of Trustees may also be made from the floor by any Member. Steering Committee Members may serve simultaneously on the Board of Trustees.

The Steering Committee Chair shall serve as liaison to the Board of Trustees and as a non-voting ex officio Trustee. In the absence of the Steering Committee Chair, the alternate Chair shall fulfill his or her duties.²

2. Election and Term. The first Board of Trustees shall consist of those persons named as the initial Trustees in the Articles of Organization and shall hold office until the first annual meeting of Trustees and until their successors have been elected and qualified. Thereafter, Trustees who are elected at the annual meeting of the Board of Trustees, and Trustees who are elected in the interim to fill vacancies and newly created trusteeships, shall hold office until the next annual meeting of the Trustees at which their term expires, and until their successors have been elected and qualified. The term of office for Trustees shall be three (3) years, provided, however, that the initial terms of the Trustees shall be staggered for a one, two or three year term.

3. Vacancies. Vacancies created by the death, removal or resignation of one or more Trustees, or otherwise, may be filled by vote of a majority of the Trustees remaining in office.

4. Powers. The management of the affairs of the Corporation shall be vested in and exercised by the Board of Trustees, who shall pursue such policies and principles as shall be in accordance with law, the provisions of the Articles of Organization and these Bylaws. The Board of Trustees shall be considered as having the powers of Trustees in accordance with the provisions of Chapter 180 and the applicable provisions of Chapter 156B of the General Laws of The Commonwealth of Massachusetts. To the extent permitted by law, the Board of Trustees may, by general resolution, delegate to officers of the Corporation such powers as the Board of Trustees may see fit. The Board of Trustees shall vote on Steering Committee recommendations. Rejecting a Steering Committee recommendation requires a vote of two thirds (2/3) of the Trustees then voting.

A. Compensation and Expenses. The Board of Trustees shall not receive compensation for its services as such, and the Board of Trustees shall have the power and authority, in its exclusive discretion, to contract for and to pay Trustees compensation for unusual or special services rendered to the Corporation, provided, that any such compensation shall be reasonable and appropriate to the value of the services rendered by the Trustees and shall not be in violation of the corporation's Conflict of Interest Rules.

B. Resignation of Trustees. Any Trustee may resign from the Corporation by delivering a written resignation to the President, the Secretary, or to a meeting of the Board of Trustees.

C. Removals. The Board of Trustees may, by affirmative vote of a majority of the Trustees then in office, remove any Trustee from office with cause; provided, however, said Trustee must first be given reasonable notice and an opportunity to be heard.

D. Meetings of the Board of Trustees. An annual meeting of the Board of Trustees to re-elect Trustees and to elect the President, Secretary, Treasurer and other officers shall be held each year between the First (1st) of February and the Fifteenth (15th) of March.. Notice

² Amended by unanimous vote on February 11, 2011

to all Members in good standing and Trustees shall be given a minimum of 15 days in advance of the scheduled Annual Meeting. If an annual meeting is not held, the President or any Trustee shall call a special meeting of the Board of Trustees for such purpose.

Regular meetings of the Board of Trustees may be held at such places and at such times as the Board may from time to time determine with at least ten (10) days advance notice to Members and Trustees.

In the event of an emergency as determined by a majority of the Board of Trustees, special meetings of the Board of Trustees may be held at any time and at any place when called by the President, or one or more Trustees, upon reasonable notice to the Members and Trustees, stating the time and place of said meeting, given to each Trustee by the Secretary, or, in the case of the death, absence, incapacity or refusal of the Secretary, by the officer or Trustees calling the meeting, or at any time without call or formal notice, provided all the Trustees are present or waive notice thereof before or after the meeting by a writing which is filed with the records of the meeting. Notice to a Trustee of any meeting shall be deemed to be reasonable and sufficient if sent by mail at least three (3) days prior to such meeting, addressed to him at his usual or last known business or residence address, or by facsimile, telegram or electronic mail at least twenty-four hours before the meeting, or if given in person, either by telephone or by handing him a written notice at least twenty-four hours before the meeting.

E. Quorum. A majority of the Trustees in office at the time a meeting is duly called and held shall constitute a quorum. When a quorum is present at any such meeting, the vote of a majority of the Trustees present shall be necessary and sufficient for election to any office or for a decision on any matter, except as otherwise required by law, by the Articles of Organization, or by these Bylaws. Whether or not a quorum is present, any meeting may be adjourned from time to time by a majority of the votes cast upon the question, without notice other than by announcement at the meeting, and without further notice to any absent Trustee. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

F. Consent in Lieu of Trustees' Meeting. Any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if all Trustees 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 Board of Trustees. Such consents shall be treated for all purposes as a vote at a meeting of the Board of Trustees.

G. Presence Through Communications Equipment. Members of the Board of Trustees, the Steering Committee or any Committee of the Board may participate in a meeting of such Board or Committee by means of a conference telephone, video or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting.

H. Committees of Trustees. Either the Board of Trustees, by vote of a majority of the Trustees then in office, or the President, with the approval of such majority of the Board of Trustees, may at any time appoint such committees of the Board of Trustees as are deemed desirable, including an executive committee and/or one or more other committees, and may from time to time designate or alter, within the limits permitted by this Section, the duties and powers of such committees or change their membership, and may at any time abolish such committees or any of them.

Any committee shall be vested with such powers of the Board of Trustees as the Board may determine in the vote establishing such committee or in a subsequent vote of a majority of Trustees then in office, provided, however, that no such committee shall have any power prohibited by law or the Articles of Organization, or the power

- (a) to change the principal office of the Corporation;
- (b) to amend or authorize the amendment of the Articles of Organization or these Bylaws;
- (c) to elect officers required by law, the Articles of Organization or these Bylaws to be elected by Trustees, or to fill vacancies in any such office;
- (d) to change the size of the Board of Trustees or to fill vacancies in the Board of Trustees;
- (e) to remove officers or Trustees from office;
- (f) to authorize a sale or other disposition of all or substantially all the property and business of the Corporation; or
- (g) to authorize the liquidation or dissolution of the Corporation;

and provided further, that the fact that a particular power appears in the foregoing enumeration of powers denied to committees of the Board of Trustees shall not be construed to override by implication any other provision of the Articles of Organization or these Bylaws, limiting or denying to the Board of Trustees the right to exercise such power.

Each member of a committee shall hold office until the next annual meeting of the Board of Trustees (or until such other time as the Board of Trustees may determine, either in the vote establishing the committee or at the election of such member) and until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed, is replaced by change of membership, or becomes disqualified by ceasing to be a Trustee, or until the committee is sooner abolished by the Board of Trustees.

A majority of the members of any committee, but not fewer than one, shall constitute a quorum for the transaction of business, but any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Each committee may make rules not inconsistent herewith for the holding and conduct of its meetings, but unless otherwise provided in such rules its meetings shall be held and conducted in the same manner, as nearly as may be, as is provided in these Bylaws for meetings of the Board of Trustees. The Board of Trustees shall have the power to rescind any vote or resolution of any committee; provided, however, that no rights of third parties shall be impaired by such rescission.

V. OFFICERS

1. Officers. The officers of the Corporation shall be a President, a Treasurer, a Secretary, one or more Vice Presidents or Assistant Treasurers, as the Board of Trustees may, in its discretion, elect or appoint. The Corporation may also have such agents, if any,

as the Board of Trustees may, in its discretion, appoint. The President shall be a Trustee. The Clerk shall be a resident of The Commonwealth of Massachusetts unless the Corporation has a resident agent appointed for the purpose of receiving service of process. So far as is permitted by law, any two or more offices may be held by the same person.

Subject to law, to the Articles of Organization, and the other provisions of these Bylaws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as the Board of Trustees may from time to time designate.

The President, the Vice-President, the Treasurer, and the Secretary shall be elected annually by the Board of Trustees at its annual meeting, by vote of a majority of the full Board of Trustees. Such other offices of the Corporation as may be created in accordance with these Bylaws may be filled at such meeting by vote of a majority of the full Board of Trustees, or at any other time, by vote of a majority of the Trustees then in office.

Each officer shall hold office from the annual meeting at which such officer is elected until the next annual meeting of the Board of Trustees at which that officer's term expires or until his successor is elected or appointed and qualified, or until he sooner dies, resigns, is removed, or becomes disqualified. Each agent shall retain his authority at the pleasure of the Board of Trustees.

Any officer, employee, or agent of the Corporation may be required, as and if determined by the Board of Trustees, to give bond for the faithful performance of his duties.

2. President. The President shall be the chief executive officer of the Corporation and shall have general charge and supervision of the business, property and affairs of the Corporation unless otherwise provided by law, the Articles of Organization, the Bylaws, or by specific vote of the Board of Trustees. The President shall preside at all meetings of the Board of Trustees at which he is present

3. Vice President. Any Vice President shall have such duties and powers as shall be designated from time to time by the Board of Trustees or by the President, and in any case, shall be responsible to and shall report to the President. In the absence or disability of the President, the Vice President, or if there be more than one, the Vice Presidents in the order of their seniority or as otherwise designated by the Board of Trustees, shall have the powers and duties of the President.

4. Secretary. The Secretary shall record all proceedings of the Trustees in books to be kept therefore, shall have custody of the Corporation's records, documents and valuable papers and shall serve as Clerk of the Corporation. In the absence of the Secretary from any such meeting, the Board shall appoint a temporary Secretary, who shall record the proceedings thereof in the aforesaid books.

5. Executive Director. The Board of Trustees, by vote of a majority of the Trustees then in office, may appoint an Executive Director for such period of time and upon such terms and conditions as the Board may determine. The Executive Director shall be the chief administrative officer of the Corporation and shall have the authority to employ and discharge such personnel as from time to time may be deemed necessary.

Unless the Board of Trustees shall otherwise designate, the Secretary or, in his absence, the Assistant Secretary, if any, shall have custody of the corporate seal and be responsible for affixing it to such documents as may required to be sealed.

The Secretary shall have such other duties and powers as are commonly incident to the office of a corporate secretary, and such other duties and powers as may be prescribed from time to time by the Board of Trustees or by the President.

The Secretary shall also record all proceedings of the Board of Trustees and of any meetings of any committees of the Board, and, in his absence from any such meeting, a temporary secretary shall be chosen who shall record the proceeding thereof.

The Secretary shall attend all meetings of the Board of Trustees and shall record the proceedings thereat in books provided for that purpose which shall be open during business hours to the inspection of any Trustee. He shall notify the Trustees of the meetings in accordance with these Bylaws and shall have and may exercise such other powers and duties as the Board of Trustees may prescribe. In the absence of the Secretary at a meeting of the Board of Trustees, a temporary secretary shall be chosen.

Any Assistant Secretary shall have such duties and powers as shall from time to time be designated by the Board of Trustees or the Secretary, respectively, and shall be responsible to and shall report to the Secretary.

6. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall be in charge of its funds and the disbursements thereof, subject to the President and the Board of Trustees, and shall have such duties and powers as are commonly incident to the office of a corporate treasurer and such other duties and powers as may be prescribed from time to time by the Board of Trustees or by the President. The Treasurer shall be responsible to and shall report to the Board of Trustees, but in the ordinary conduct of the Corporation's business, shall be under supervision of the President.

7. Officer Resignations. Any officer of the Corporation may resign at any time by giving written notice to the Corporation by delivery thereof to the President, the Secretary, or to a meeting of the Board of Trustees.

8. Removals. The Board of Trustees may, by affirmative vote of two thirds (2/3) of the Trustees in office, remove from office the President, the Vice-President, the Secretary, the Treasurer or any other officer or agent of the Corporation with or without cause. Any officer may be removed for cause only after reasonable notice and opportunity to be heard.

9. Vacancies. If the office of any member of any committee or any other office becomes vacant, the Board of Trustees may elect or appoint a successor or successors by vote of a majority of the Trustees then in office. Each successor as an officer shall hold office for the unexpired term and until his successor shall be elected or appointed and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

VI.
INDEMNIFICATION OF TRUSTEES,
OFFICERS, EMPLOYEES, OR OTHERS

1. The Corporation shall, to the extent legally permissible, indemnify each person who serves as one of its Members, Trustee or officers, or who serves at its request as a member, Trustee or officer of another organization or in such capacity with respect to any employee benefit plan (each such person, including such person's heirs, executors and administrators, being herein called a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or

disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been 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 Corporation and, in criminal actions or proceedings, not to have had reasonable cause to believe that his conduct was unlawful. Any Person who at the request of the Corporation serves another organization or an employee benefit plan in one or more of the above indicated capacities and who shall have acted in good faith in the reasonable belief that his or her action was in the best interests of such other organization or in the best interests of the participants or beneficiaries of such employee benefit plan shall be deemed to have acted in such manner with respect to the Corporation.

2. Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification, (A) by a majority of the Trustees then in office, none of whom are interested Trustees; or (B) by a majority of the Trustees then in office, none of whom are interested Trustees, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; or (C) if the Corporation has Members at any time, by a majority of the Members entitled to vote, none of whom are interested members, voting as a single class.

3. Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Article V. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

4. Each Person shall be deemed to have accepted and to have continued to serve in the office to which he or she has been appointed in reliance upon the provisions of paragraphs 1 and 2 of this Article V. Such provisions shall be separable, and if any portion thereof shall be finally adjudged to be invalid, such invalidity shall not affect any other portion which can be given effect. Such provisions shall not be exclusive of any other right which any Person or any employee or agent of the Corporation may have or hereafter acquire, whether under any By-Law, agreement, judgment, decree, provision of law or otherwise; and such provisions and all other such rights shall be cumulative.

5. The Corporation, by vote of its Board of Trustees, may purchase and maintain insurance on behalf of any Person who is or was a Trustee, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation with respect to an employee benefit plan or as a trustee, officer, employee or other agent of another corporation of which the Corporation is or was a stockholder, member or creditor, against any liability incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

As used in this Article V, an "interested" Member, Trustee or officer is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is then pending.

VII.
CONTRACTS AND DEALINGS WITH CERTAIN
OTHER CORPORATIONS OR FIRMS; CONFLICTS OF INTEREST POLICY

1. In General. No transaction or arrangement between the Corporation and one or more of its Trustees or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's Trustees or officers, are Trustees or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Trustee or officer is present at or participates in the meeting of the Board or committee which authorizes the transaction or arrangement, or solely because his, her or their votes are counted for such purpose, if (i) the material facts as to his or her relationship or interest and as to the transaction or arrangement are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the transaction or arrangement by the affirmative votes of a majority of the disinterested Trustees, even though the disinterested Trustees comprise less than a quorum; or (ii) in the absence of such disclosure or knowledge, the transaction or arrangement is fair to the Corporation as of the time it is authorized, approved or ratified by the Board or a committee. Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board or committee authorizing the transaction or arrangement.

2. Conflicts of Interest Policy. Any trustee, officer or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the Corporation's interest. The disinterested Members of the body to which such disclosure is made shall thereupon determine whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or a committee thereof takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

3. Policies and Guidelines. The Trustees may from time to time institute, amend and revoke supplemental policies and guidelines to govern the practices and procedures relating to the Corporation's transactions and arrangements with other persons and organizations.

VIII.
EXECUTION OF PAPERS

Except as the Board of Trustees may generally or in particular cases authorize or direct the execution thereof in some other manner, all deeds, leases, transfers, contracts, proposals, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the Corporation shall be signed or endorsed on behalf of the Corporation by the President or the Treasurer or their designees.

IX.
SOURCE AND INVESTMENT OF FUNDS

Funds for the operation of the Corporation and for the furtherance of its objectives and purposes may be derived from grants and allocations from governmental or private agencies or bodies, donations from public and private organizations, associations and individuals, and such other sources as may be approved by the Board of Trustees. Except as otherwise provided by law or lawfully directed by any grantor or donor, the Corporation may retain or dispose of all or any part of any real or personal property acquired by it and invest and reinvest any funds held by it according to the judgment of the Board of Trustees, without being restricted to the class of investments which fiduciaries are or hereafter may be permitted by law to make.

X.
PROHIBITION REGARDING THE USE OF FUNDS,
PRIVATE FOUNDATION PROVISIONS, AND
DISTRIBUTION OF ASSETS ON DISSOLUTION

1. No part of the net earnings or receipts of the Corporation shall inure to the benefit of any Trustee or officer of the Corporation or any private individual, provided, however, that this prohibition shall not prevent the payment to any person of such reasonable compensation for services actually rendered to or for the Corporation in conformity with these Bylaws. No Trustee or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

2. All the Trustees of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered and paid over to such organization or organizations as the court of the Commonwealth having jurisdiction thereof may approve (if such approval shall then be required by statute), and as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Trustees shall determine, and upon such terms and in such amounts and proportions as the Board of Trustees may impose and determine, to be used by such organizations for such similar or kindred purposes as are set forth in the Articles of Organization and any and all amendments thereto.

XI.
SEAL

The seal of the Corporation shall, subject to alteration by the Board of Trustees, consist of a flat-faced circular die with the word "Massachusetts," together with the name of the Corporation and the year of incorporation cut or engraved thereon. An impression of the seal impressed upon the original copy of these Bylaws shall be deemed conclusively to be the seal adopted by the Board of Trustees.

XII.
FISCAL YEAR

The fiscal year of the Corporation shall be from the first day of January through the thirty first day of December.

XIII.
AMENDMENTS

The Board of Trustees, by a majority vote of Trustees at the time in office, may alter, amend or repeal these Bylaws, in whole or in part.

Adopted by the Board of Trustees this _____ day of _____, 2010

Trustee	Date
---------	------

Trustee	Date
---------	------

Trustee	Date
---------	------