

BYLAWS

OF

ResNet, Inc.

a Massachusetts non-profit corporation

ARTICLE I

NAME, PURPOSE, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

1.1 Name and Purposes. The name and purposes of the corporation shall be as set forth in the Articles of Organization.

1.2 Location. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate or annual report with the Secretary of the Commonwealth.

1.3 Corporate Seal. The Directors may adopt and alter the seal of the corporation. The seal of the corporation, if any, shall, subject to alteration by the Directors, bear its name, the word “Massachusetts” and the year of its incorporation.

1.4 Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by Directors, end on the last day of December in each year

ARTICLE II

MEMBERS

2.1 Election and Qualification. Membership of the corporation shall consist of members and associate members.

(a) Members. Members shall be elected by the incorporators at their initial meeting and thereafter by a majority of the members of the corporation at a meeting of such members.

(b) Associate Members. Any persons, by a vote of two-thirds of the Directors then in office, become associate members. Such associate members shall 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.

2.2 Tenure. Each member shall hold office indefinitely until such member dies, ceases to exist, resigns, is removed, or becomes disqualified. Each associate member shall hold office at the pleasure of the Board of Directors, or until such associate member sooner dies, ceases to exist, resigns, is removed, is dissolved or becomes disqualified.

2.3 Powers and Rights. Members (other than associate members) shall have the right to elect Directors as provided in these Bylaws and such other powers and rights as are vested in them by law, the Articles of Organization, or these Bylaws. Members shall also have such other powers and rights as the Directors may designate.

2.4 Removal. A member may be removed with or without cause by a vote of two thirds (2/3) of the members then in office. A member may be removed for cause only after reasonable notice and opportunity to be heard. An associate member may be removed with or without cause by a vote of a majority of the Directors then in office. An associate member may be removed for cause only after reasonable notice and opportunity to be heard.

2.5 Resignation. A member may resign by delivering his, her or its written resignation to the president, treasurer, or clerk of the corporation, to a meeting of the members or Directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

2.6 Vacancies. Any vacancy in the membership may be filled by the members in accordance with Section 2.1. Except as otherwise provided by law, the Articles of Organization, or these Bylaws, the members shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

2.7 Annual Meetings. The annual meeting of the members shall be held during the National Symposium on June 20th of each year or, if that date is a legal holiday in the place where the meeting is to be held, then on the next succeeding day that is not a legal holiday. The annual meeting shall be held at 10:00 a.m. at the executive offices of the corporation unless a different place or time is fixed by the Directors or the president and stated in the notice of the meeting. The annual meeting may be held at such other place within the United States as the president, members or Directors shall determine. Notice of any change of the date fixed in these Bylaws for the annual meeting shall be given to all members at least seven (7) days before the new date fixed for such meeting. Each annual meeting shall be held for the purpose of electing Directors

and for such other purposes as may properly be brought before the meeting under law, the Articles of Organization, or these Bylaws.

If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these Bylaws to the annual meeting of the members, except in this Section 2.7, shall be deemed to refer to such special meeting.

If, after having been designated by the Directors and after notice thereof shall have been given to the members, the time, date, or place of any meeting for the election of Directors shall be changed, written notice of the change shall, in the manner provided in Section 2.10, be given to each member entitled to vote at the meeting.

2.8 Regular Meetings. Regular meetings of the members may be held at such places within the United States and at such times as the members may determine.

2.9 Special Meetings. Special meetings of the members may be held at any time and at any place within the United States. Special meetings of the members may be called by the president or by the Directors. Except as otherwise provided by law, upon written application of members representing at least ten (10%) of those members necessary for a quorum (as set forth in Section 2.11 below), special meetings shall be called by the clerk, or, in the case of the death, absence, incapacity, or refusal of the clerk, by any other officer. The members requesting the special meeting, and the notice of such special meeting, shall each specify the purpose thereof.

2.10 Notice of Meetings. Except as otherwise provided by law, a written notice of every meeting of members, stating the place, date, and hour thereof, shall be given by the clerk, by an assistant clerk, or by the person calling the meeting, at least seven (7) days before the meeting to each member, who by law, by the Articles of Organization, or by these Bylaws, is entitled to such notice, by leaving such notice with such member or at such member's residence or last known usual place of business, or by mailing it postage prepaid and addressed to such members at such member's last known address as it appears upon the records of the corporation. Any notice given hereunder shall state the place, date, and hour of the meeting, but need not specify the purposes of the meeting except that if an amendment to the corporation's Articles of Organization or these Bylaws shall be a purpose of the meeting, or if the meeting is the first annual meeting next following the making, amending or repealing by the Board of Directors of any Bylaw, the same shall be so stated in the notice. Except as provided by law, no notice need be given to any member if a written waiver of notice, executed before or after the meeting by the member or his, her, or its attorney thereunto duly authorized, is filed with the records of the meeting. No notice of any adjourned meeting shall be required if (a) the time and place thereof are announced at the meeting at which the adjournment is taken, (b) the adjournment is for less than thirty (30) days, and (c) no new record date is fixed for the adjourned meeting.

2.11 Quorum. Except as otherwise provided by law, by the Articles of Organization, or by these Bylaws, at any meeting of the members, a majority of the members then in office (whether

present in person or duly represented) shall constitute a quorum. A quorum shall not be required to adjourn any meeting to such date or dates not more than thirty (30) days after the first session of the meeting, and at any adjourned meeting any business may be transacted which might have been transacted at the meeting as originally called, provided a quorum shall be in attendance at such adjourned meeting.

2.12 Action by Vote. Each member shall have one (1) vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these Bylaws. No ballot shall be required for such election or other matter unless requested by a member present or duly represented at the meeting and entitled to vote with respect to such election or matter.

2.13 Action Without Meeting. 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.

2.14 Proxies. Members may vote either in person or by written proxy dated not more than six (6) months before the meeting named therein, which proxies, before being voted, shall be filed with the clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holder thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting. A proxy purporting to have been executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of providing any alleged invalidity shall rest with the person challenging the proxy.

2.15 Compensation. Unless otherwise provided by law, the Articles of Organization, or these Bylaws, members shall be entitled to receive for their services, such reasonable amounts, if any, as the Directors may determine, which may include expenses of attendance at meetings. Members shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation for any such services.

2.16 Record Date. For the purposes provided by law, the Directors may fix in advance a record date for determining the members of the corporation, which record date, unless a shorter period is provided in the Articles of Organization, shall not be more than sixty (60) days prior to the event for which such determination is to be made. If such record date is fixed by the Directors, only members of record on such record date shall have the right (except as otherwise provided in Article II, Section 2.10 of these Bylaws) to notice of and to vote at (if and to the extent they have the right to vote) the meeting (and any adjournment thereof) or the right to consent or dissent to any action, for which purpose such record date was fixed.

If no record date is fixed by the Directors, the record date for determining members having the right to notice of, or to vote at, a meeting of members shall be at the close of business on the day preceding the day on which notice is given. The record date for deterring members for any other

purpose shall be at the close of business on the day on which the Board of Directors acts with respect thereto.

2.17 Powers of Incorporators. Prior to the election of members of the corporation, the incorporators may exercise all rights of members and take any action required or permitted by law, the Articles of Organization, or these Bylaws to be taken by members.

ARTICLE III

HONORARY POSITIONS

In addition to the election of associate members in accordance with Section 2.1 (b), the Directors may designate any person or persons as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity for such period of time as the Directors may specify (or until such person dies, ceases to exist, resigns, is removed by the Directors, or becomes disqualified) and, except as the Directors 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.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Powers. The affairs of the corporation shall be managed by the Board of Directors which shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the Articles of Organization, or these Bylaws. The Board or Directors shall have all powers, rights, and obligations conferred by law upon a Board of Directors of a corporation organized under Massachusetts General Laws, Chapter 180. Unless otherwise provided, references in these Bylaws to authority or powers of Directors shall be construed to mean authority or powers of the Board of Directors and meetings of Directors shall be construed to mean meetings of the Board of Directors.

4.2 Number and Election. The Board of Directors shall consist of such number as shall be fixed by the members from time to time at any annual, regular, or special meeting, but shall not in any event be less than one (1) Director. Except as otherwise provided by law, by the Articles of Organization, or by these Bylaws, the Board of Directors shall be elected at the annual meeting of the members in the manner prescribed by law, by the Articles of Organization, and by these Bylaws. A Director may, but need not, be an officer or member.

4.3 Tenure. Except as otherwise provided by law, by the Articles of Organization, or by these Bylaws, and subject to a Director's earlier death, resignation, removal, or disqualification, a Director shall hold office until the next annual meeting of members and until a successor is elected and qualified.

4.4 Removal. Except as otherwise provided by law, by the Articles of Organization, or these Bylaws, a Director may be removed (i) with or without cause by vote of a majority of the members or (ii) with cause by vote of a majority of the Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

4.5 Resignation. A Director may resign by delivering his or her written resignation to the president, treasurer, or clerk of the corporation, to a meeting of the members or Directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.6 Vacancies. Any vacancy in the Board of Directors may be filled by the Directors; except that vacancies resulting from enlargement of the Board of Directors may be filled only by the members and not by the Directors. Each successor shall hold office for the unexpired term or until such successor sooner dies, resigns, is removed, or becomes disqualified. Except as otherwise provided by law, by the Articles of Organization, or by these Bylaws, the Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.7 Regular Meetings. Regular meetings of the Board of Directors may be held at such places and at such times as the Directors may determine.

4.8 Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place when called by the president or by three (3) or more Directors.

4.9 Notice of Meetings. Except as hereinabove provided, notice of all meetings of the Directors shall be given to each Director by the clerk or an assistant clerk or, in the case of the death, absence, incapacity, or refusal of such person(s), by the officer or one of the Directors calling the meeting. Notice shall be given to each Director in person or by telephone or by telegram sent to such Director's last known business or home address, as appearing in the corporation's records, at least twenty-four (24) hours in advance of the meeting, or by written notice mailed to such Director's last known business or home address, as appearing in the corporation's records, at least forty-eight (48) hours in advance of the meeting. Notice of a meeting need not be given to

any Director if a written waiver of notice executed by the Director before or after the meeting is filed with records of the meeting, or to any Director who attends the meeting is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to said Director. Any notice given hereunder shall state the place, date, and hour of the meeting, but need not specify the purposes of the meeting; the same shall be so stated in the notice.

4.10 Quorum. Except as otherwise required by law, by the Articles of Organization, or by these Bylaws, at any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned 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.

4.11 Action by Vote. Except as otherwise required by law, by the Articles of Organization, or by these Bylaws, when a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers. Directors on the Board of Directors of the corporation or any committee designated thereby may participate in a meeting of such Board or committee by means of a conference telephone 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 a meeting. Voting by proxy shall not be permitted at a meeting of the Board of Directors.

4.12 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.13 Committees. The Board of Directors in its discretion, by resolution passed by a majority of Directors then in office, may designate an executive and other committees, each committee to consist of one (1) or more Directors and which committee(s) shall have and may exercise such powers, to the extent permitted by law, the Articles of Organization and these Bylaws, and to the extent possessed by the Board of Directors itself, as shall be conferred or authorized by the resolution(s) designating such committee. The Board of Directors shall have the power at any time to discharge, change the membership or authority of, or fill vacancies in, any such committee. Written minutes of all proceedings of any such committee shall be kept and made available upon request to each Director.

Except if and to the extent the Board of Directors may otherwise from time to time provide, a majority of the Directors then constituting the membership of any such committee shall constitute a quorum, except that when a committee shall have only one (1) Director, then one (1) Director shall constitute a quorum. When a quorum is present at any meeting of any such committee, a majority of those Directors present and voting shall be requisite and sufficient to effect any action or to decide any question or measure presented to the committee, unless a larger vote shall be required by law, by the Articles of Organization, by these Bylaws, or by resolution of the Board of Directors.

Notice of committee meetings shall be provided to each committee member in accordance with Section 4.9 of this Article, as if such committee meeting were a meeting of the Board of Directors.

Any action which could be taken at any meeting of a committee of the Board of Directors may be taken without such a meeting, if a written consent thereto is signed by all Directors then appointed to such committee, and such written consent is filed with the records of the meetings of such committee. Such consent shall be treated as a vote at a meeting of such committee for all purposes.

4.14 Adjournments. Any meeting of Directors may be adjourned to any other time and place as a majority of those Directors present at such meeting and voting shall determine. No notice of any adjourned meeting shall be required if (a) the time and place thereof are announced at the meeting at which the adjournment is taken, and (b) the adjournment is for fewer than thirty (30) days.

4.15 Compensation. Unless otherwise provided by law, the Articles of Organization, or these Bylaws, a Director shall be entitled to receive for such Director's services such reasonable amounts, if any, as the Board of Directors may determine, which may include expenses of attendance at meetings. A Director shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation for any such services.

ARTICLE V

OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the corporation shall be a president, treasurer, clerk, and such other officers, if any, as the Directors may determine, who shall have such duties, powers, and functions as hereinafter provided or as the Directors shall determine. An officer may but need not be a Director or member. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the Directors, any officer shall give the corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

5.2 Election. Except as provided in Section 5.12 of this Article, the president, all vice presidents, the treasurer, and the 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.

5.3 Tenure. Except as otherwise provided by law, by the Articles of Organization, or by these Bylaws, the president, all vice presidents, the treasurer, the clerk, and each other officer of the corporation shall each hold office until the first meeting of the Directors following the next annual meeting of the members and until such officer's successor is chosen and qualified, unless a shorter period shall have been specified by the terms of such officer's election or appointment, or in each case until such officer sooner dies, resigns, is removed, or becomes disqualified.

5.4 Chairperson of the Board of Directors. If a chairperson of the Board of Directors is elected by the Board of Directors, such chairperson shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors.

5.5 President and Vice Presidents. The president shall be the chief executive officer of the corporation and, subject to the direction of the Directors, shall have general charge and supervision of the affairs of the corporation, shall see that orders and resolutions of the Directors are carried into effect, and shall make all decisions and perform all acts necessary to the conduct of the corporation between meetings of the Directors. The president shall preside at all meetings of the members and, if no chairperson of the Board of Directors is present, at all meetings of the Directors, except as the members of Directors otherwise determine.

The vice president or vice presidents, if any, shall have such duties and powers as the Directors shall determine. The vice president, or first vice president if there are more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of the president's inability to act.

5.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The treasurer, subject to the direction of the Directors, shall be in charge of general financial affairs, funds, securities, and valuable papers of the corporation and shall keep full and accurate records thereof, shall be in charge of the corporation's books of account and accounting records, and of the corporation's accounting procedures. The treasurer shall also have such other duties and powers as designated by the Directors or the president.

5.7 Clerk. The clerk shall record and maintain records of all proceedings of the members and Directors in a book or series of books kept for that purpose, which book or books shall be available at all reasonable times to the inspection of any member or director for any proper purposes, but not to secure a list of members or other information for the purpose of selling lists or informational copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member or Director, as appropriate, relative to the affairs of the corporation. Said books need not be kept in the same office. Such book or books shall also contain

(i) records of all meetings of the incorporators,

(ii) copies of the Articles of Organization and Bylaws, and

(iii) the names and addresses of all members and Directors.

If the clerk is absent from any meetings of members or Directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

5.8 Other Officers. The Board of Directors may elect other officers, in addition to those named hereinabove, including, without limitation, one or more assistant vice presidents, assistant treasurers, or assistant clerks. Such officers shall have such duties and powers as shall be designed from time to time by the Board of Directors or the president and they shall be responsible to and shall report to the president or to such other officer as the president or the Board of Directors shall designate. In addition, unless otherwise determined by the Board of Directors or the president, all assistant vice presidents, assistant treasurers, and assistant clerks shall have the duties and powers hereinabove set forth and granted to the vice president, treasurer, and clerk, respectively.

5.9 Additional Powers and Duties. Each officer shall, subject to these Bylaws and to any applicable provisions of law and the Articles of Organization, have, in addition to the duties specifically set forth in these Bylaws, such duties and powers as are customarily incident to such officer's office and such additional duties and powers as the Directors may from time to time designate.

5.10 Removal. An officer may be removed with or without cause by vote of a majority of Directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.11 Resignation. An officer may resign by delivering such officer's written resignation to the president, treasurer, or clerk of the corporation, to a meeting of the members or Directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.12 Vacancies. Notwithstanding the provisions of Section 5.2 of this Article, if the office of any officer becomes vacant, the Directors may elect a successor at any meeting of the Directors. Each such successor shall hold office for the unexpired term, and, in the case of the president, treasurer, and clerk, until such officer's successor is elected and qualified, or in each case until such officer sooner dies, resigns, is removed, or becomes disqualified.

ARTICLE VI

EXECUTION OF PAPERS

Except as provided by law or in the Articles of Organization as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts and other documents or instruments to be executed on behalf of the corporation may be signed by the president, by any vice president, or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two (2) of its officers, of whom one is the president or a vice president and the other of whom is the treasurer or an assistant treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, these Bylaws, or resolutions or votes of the corporation.

ARTICLE VII

PERSONAL LIABILITY

It is intended that the incorporators, members, Directors, and officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation and that all persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the 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 corporation. Nothing contained in these Bylaws (including without limitation the provisions of Article VIII) shall amend, alter, or impair any provision contained in the Articles of Organization relating to limitations of liability of Directors or officers of the corporation to the corporation or to its members.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

To the extent legally permissible, the corporation shall, to the extent provided below, indemnify each of its incorporators, Directors, Officers (as hereinafter defined), and Designated Persons (as hereinafter defined) and such person's heirs and legal representatives against all liabilities, costs and expenses reasonably incurred by, or imposed upon, him or her in connection with, arising out of, or as a result of any claim, action, suit, or other proceeding (whether brought by or in the right of the corporation or any other Organization (as hereinafter defined) or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he or she may be or become involved or with which he or she may be threatened, as a party, witness or otherwise, by reason of his or her being or having been such an incorporator, Director, Officer, or Designated Person or by reason of any alleged act taken or omission made by him or her in any such capacity, whether or not he or she shall be such incorporator, Director, Officer, or Designated Person at the time any such liability, cost or expense is incurred by, or imposed upon, him or her, provided such person shall not be entitled to indemnification to the extent prohibited by applicable law in effect from time to time, or to the extent, in any criminal action or proceeding, he or she shall have been determined to have had no reasonable cause to believe that his or her conduct was lawful.

For purposes of this Article VIII, an "Officer" shall be any person who shall be or at any time shall have been President, Treasurer, or Clerk of the corporation, and an "Organization" shall be any other corporation or any trust, association, partnership, venture, firm, or plan. For purposes of these Bylaws, a "Designated Person" shall be any person whom the Directors by their vote shall designate who (i) shall be, or at any time shall have been, any other officer, an employee or an agent of the corporation, or (ii) at the request of the corporation shall serve, or at any time shall have served, as an incorporator, director, officer, employee, agent, trustee, or member of any other Organization, or (iii) shall serve, or at any time shall have served, at the corporation's request in any capacity with respect to any employee benefit plan.

Pursuant to the foregoing:

(a) Any such incorporator, Director, Officer, or Designated Person who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit, or other proceeding of the character described herein shall be entitled to such indemnification as is hereinabove provided as of right;

(b) No such incorporator, Director, Officer, or Designated Person shall be entitled to indemnification as of right in connection with any claim, action, suit or other proceeding which shall have been compromised or settled, by consent decree or otherwise, unless such compromise or settlement shall first have been approved by a vote of (i) the Board of Directors, acting by a quorum consisting of Directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit, or other proceeding; or (ii) the members of the corporation entitled to vote;

(c) In all other instances, such indemnification by the corporation shall be made solely at the discretion of the corporation, but only if (i) the Board of Directors, acting by a quorum consisting of Directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit, or other proceeding, shall find that such incorporator, Director, Officer, or Designated Person has met the standards of conduct required by law or otherwise set forth in this Article VIII, (ii) independent legal counsel shall deliver to the corporation their written advice that, in their opinion, such incorporator, Director, Officer, or Designated Person has met such standards or (iii) the members shall vote that such incorporator, Director, Officer, or Designated Person has met such standards;

(d) The termination of any claim, action, suit, or proceeding, civil or criminal, by judgement, settlement (whether with or without court approval), or conviction or upon a plea of guilty of nolo contendere or its equivalent, shall not create a presumption that such incorporator, Director, Officer, or Designated Person did not meet the standards of conduct hereinabove set forth as entitling him or her to indemnification;

(e) The extent of the rights of indemnification as set forth above shall include, without limitation, all liabilities, costs, and expenses of defending, compromising or settling any such claim, action, suit, or other proceeding, and the satisfaction of any judgment or decree entered or rendered therein, including the payment of fines or penalties imposed in criminal actions or proceedings; and

(f) Expenses reasonably incurred with respect to any such claim, action, suit or proceeding shall be advanced by the corporation prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount if he or she shall ultimately be adjudicated to be not entitled to indemnification hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment.

Each person who shall at any time serve as such incorporator, Director, Officer, or Designated Person shall be deemed so to serve in reliance upon the provisions hereinabove set forth, which provisions shall not be exclusive of any other rights of indemnification to which such person may be entitled pursuant to contract or to valid and applicable law, shall be separable and enforced to the extent permitted by valid and applicable law, and shall inure to the benefit of the legal representatives of such person.

The corporation shall have power to purchase and maintain insurance on behalf of any person who shall be, or who shall at any time have been, an incorporator, a Director, officer, employee, or other agent of the corporation, or who, at the request of the Corporation shall serve, or who shall at any time have served, as an incorporator, director, officer, employee, agent, trustee, or member of any other Organization, or in capacity with respect to any employee benefit plan, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

ARTICLE IX

AMENDMENTS

These Bylaws may be mended or repealed upon the affirmative vote of the members of this corporation, provided that the substance of any such amendment is stated in the notice of the meeting of members. If expressly authorized by the Articles of Organization, then, subject to law, these Bylaws, and the Articles of Organization, these Bylaws may also be made, amended, or repealed, in whole or in part, by the Board of Directors, except with respect to any provision thereof which by law, the Articles of Organization, or these Bylaws requires action by the members.

The substance of any change to the Bylaws to be made by the Board of Directors shall be stated in the notice of the meeting of Directors at which the same is to be considered. Not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the Directors of any Bylaws, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the Bylaws. Any Bylaw adopted by the Directors may be amended or repealed by the members.

ARTICLE X

PROVISIONS OF LAW

These Bylaws shall be subject to such provisions of the statutory and common law of the Commonwealth of Massachusetts as may be applicable to corporations organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts. References herein to provisions of law shall be deemed to be references to the aforesaid provisions of law. All references in these Bylaws to such provisions of law shall be construed to refer to such provisions as from time to time amended.

ARTICLE XI

ARTICLES OF ORGANIZATION

These Bylaws shall be subject to the Articles of Organization of the corporation. All references in these Bylaws to the Articles of Organization of the corporation as from time to time amended or restated.

ARTICLE XII

MISCELLANEOUS

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

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

(b) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon or the contract or transaction is specifically approved in good faith by vote of the members; or

(c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof or the members.

12.2 Ratification. Any transaction questioned on the ground of lack of authority, defective or irregular execution, adverse interest of a Director, officer, or member, non-disclosure, mis-

computation, or the application of improper principles or practices of accounting, or on any other grounds, may be ratified before or after judgment by the Board of Directors or by the members entitled to vote; and, if so ratified, shall have the same force and effect as if the questioned transaction had been originally duly authorized, and such ratification shall be binding upon the corporation and shall constitute a bar to any claim or execution of any judgment in respect of such questioned transaction.

12.3 Reliance on Records. In performing his or her duties, a Director, officer, or incorporator of the corporation shall be entitled to rely on information, opinions, reports, or records, including financial statements, books of account, and other financial records, in each case presented by or prepared by or under the supervision of (i) one or more officers or employees of the corporation whom the Director, officer or incorporator reasonably believes to be reliable and competent in the matters presented, (ii) counsel, public accountants, or other persons as to matters which the Director, officer, or incorporator reasonably believes to be within such person's professional or expert competence, or (iii) in the case of a Director, a duly constituted committee of the Board of Directors upon which he or she has not served, as to matters within its delegated authority, which committee the Director reasonably believes to merit confidence, but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The fact that a Director, officer, or incorporator so performed his or her duties shall be a complete defense to any claim asserted against him or her under any provision of law or otherwise, except as expressly by statute, by reason of his or her being or having been a Director, officer, or incorporator of the corporation.

12.4 Corporate Records. The original or attested copies of the Articles of Organization, these Bylaws and records of all meetings maintained by the Clerk of the Corporation, shall be kept in Massachusetts at the principal office of the corporation, or at the office of the Clerk or the resident agent of the corporation. Such copies and records need not all be kept in the same office.

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