

**BY-LAWS OF
MASSACHUSETTS PASTEL SOCIETY, INC.**

**ARTICLE I
NAME, PURPOSE, AND MISSION**

Section 1. Name

The name of the corporation shall be the Massachusetts Pastel Society, Inc. (hereafter “the Corporation”).

Section 2. Purpose

The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code, including without limitation:

Promoting the education and interest in pastel as a fine art and to set standards of excellence in the use of pastel in the Commonwealth of Massachusetts and nationally.

The Corporation may conduct such other activities and programs in the furtherance of the foregoing purposes as may be carried out by a corporation organized under the Massachusetts General Laws Chapter 180 and described in Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code.

**ARTICLE II
MEMBERSHIP**

Section 1. Identity

Membership shall be open to individuals and organizations that support the purposes and mission of the Corporation, with focus on education, community and promotion.

Membership shall be maintained on an annual basis by payment of dues and by compliance with all the requirements of membership as stated in these By-Laws and in such other regulations as may be adopted from time to time by the Board of Directors.

Section 2. Resignation

Any Member may resign at any time by giving written notice of such resignation to the Clerk of the Corporation. Such resignation shall be effective at the time specified therein or upon receipt by the Clerk.

Section 3. Removal / Termination

Membership in the Corporation shall terminate upon failure of any Member to pay annual dues within ninety days after the first of the year. The Board of Directors may waive the requirement that a Member pay annual dues in whole or in part.

Section 4. Categories of Membership

The Board of Directors may establish categories of membership, dues, and associated benefits.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers

The general management of the affairs of the Corporation shall be vested in the Board of Directors of not less than three and not more than fifteen Directors. Except as otherwise required or reserved by law, the Articles of Organization or these By-Laws, all of the powers of the Corporation shall be vested in the Directors.

Section 2. Election, Term of Office, and Vacancies

The initial Directors shall be those persons named as Directors in the Articles of Organization. Thereafter, the Directors shall be elected by a majority vote of the Members present at the annual meeting of the Members. Directors shall serve a one-year term and shall hold their office until their respective successors are elected and qualified. Membership in the Board of Directors shall be limited to Members in good standing of the Corporation

In the event of vacancy in the Board, continuing Directors may act despite a vacancy or vacancies in the Board and shall, for this purpose, be deemed to constitute the full Board of Directors. The Board of Directors may elect new Directors at any regular or special meeting or to fill a vacancy in the Board. A Director elected by the Board to fill a vacancy is eligible to then serve out the balance of the term of the vacant position. Directors elected by the Board of Directors shall be subject to approval by the

Members at the next Annual Meeting.

Section 3. Resignation

Any Director may resign at any time by giving written notice of such resignation to the Clerk of the Corporation. Such resignation shall be effective at the time specified therein, or if no time is specified, upon the receipt by the Clerk.

Section 4. Removal

Directors may be removed from office at any time with or without cause by a majority vote of the Directors then in office or by a majority vote of the Members. For the purpose of this Section 4, cause shall include the failure of a Director to remain a Member in good standing with the Corporation and the unexcused failure of the Director to attend three consecutive regular board meetings. The Board of Directors may waive the attendance requirement.

Section 5. Compensation

Directors shall serve without compensation but may be reimbursed for reasonable expenses incurred as determined by the Board.

Section 6. Vote of Interested Directors

A Director who is a member, stockholder, director, officer or employee of any firm, corporation or association with which the Corporation contemplates contracting or transacting business shall disclose their relationship or interest to the other Directors acting upon or in reference to such contract or transaction. No Director so interested shall vote or participate in any discussion on such contract or transaction, but may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the Corporation may enter into such contract or transaction.

In case the Corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its Directors is a member, stockholder, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation. No Director or Directors having disclosed such adverse interest shall be

liable to the corporation or to any creditor of the Corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits to be realized thereon.

Section 7. Board Committees

The Directors may elect or appoint one or more committees (including but not limited to, an Executive Committee). Except as provided by law, the Directors may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the Directors are delegated shall consist solely of Directors. Unless the Directors otherwise determine, an Executive Committee elected by the Directors shall have the power to act for the full Board of Directors on all matters between meetings of the Directors, except as required by law. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the Directors. Committees are not authorized to take any action that binds the Corporation without approval of the Board of Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.

ARTICLE IV MEETINGS

Section 1. Meetings of the Members.

The Annual Meeting of the Members of the corporation shall be held annually, and at such a place and time as the Board of Directors may determine. Special meetings of the Members may be called by the Chair of the Board of Directors or by the Clerk upon written application of ten percent of the Members of the Corporation in good standing.

The Board of Directors may authorize any annual, regular or special meeting of members to be held in-person at a physical location, by means of remote communication or by a hybrid model with both a physical location and a means of remote communication. Subject to the articles of organization, bylaws, guidelines or procedures as the Board of Directors may adopt, members not physically present at the designated location of a meeting of the members may, by means of remote communication: (i) participate in a meeting of members; and (ii) be deemed, to the same extent as members physically present at a designated location, to be: (A) present; and (B) authorized to vote. The Corporation shall implement reasonable measures to:

- (i) verify that each person deemed present and authorized to vote at the meeting by means of remote communication is a member;
- (ii) provide members a reasonable opportunity to participate in the meeting and vote on matters submitted to the members, 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 a member takes at a meeting by means of remote communication.

Members may vote by written proxy dated not more than six months before the meeting named therein, which shall be filed with the clerk of the meeting, or any adjournment thereof, before being voted.

Section 2. Meetings of the Board of Directors

The Board of Directors shall meet at least quarterly and may hold its regular meetings at such places and times as the Board of Directors shall from time to time determine. Special Meetings of the Board may be called by the Chair or by the Clerk upon written application of two Directors.

Section 3. Notice

Seven days' notice shall be given of the annual meeting of the Members, any special meeting of the Members, stating purpose, date, time and place of such meeting. Forty-eight hours' notice shall be given for any special meeting of the Board of Directors, unless shorter notice is adequate under the circumstances. Notice may be given by mail, telephone, word of mouth, or electronic communications. No notice need be given for regular meetings of the Board of Directors.

Section 4. Quorum and Voting

A majority of the Directors shall constitute a quorum at all meetings of the Directors. Except as required by law, twenty-five percent of the members of the Corporation shall constitute a quorum of members at all meetings of Members. When a quorum is present, voting at any meeting shall be by majority vote except as required by law, the Articles of Organization or these By-Laws.

Section 5. Action without a Meeting

Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the Clerk of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6. Remote Participation in Board Meetings

Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of conference telephone call or similar electronic communications equipment by which manner all persons participating in the meeting can participate simultaneously by such means, and participation by such means shall constitute presence in person at a meeting.

Section 7. Waiver of Notice

Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by them (or their attorney duly authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice before the meeting or before action is taken at the meeting.

ARTICLE 1V OFFICERS

Section 1. Enumeration.

The officers of the Corporation shall consist of a President, a Treasurer and a Clerk and such other officers as the Board of Directors may from time to time determine. Any two (2) or more offices may be held by the same person. An officer may, but need not be, a Director of the Corporation.

Section 2. Election

The initial officers shall be the individuals identified as officers in the Articles of Organization. The President, Treasurer, and Clerk shall be elected annually by the Board of Directors at the Annual Meeting of the Corporation. Other officers, if any, may

be elected by the Board of Directors at any time.

Section 3. Tenure

All officers shall serve for a one-year term and hold shall hold their office until their successors are elected and qualified.

Section 4. Resignation and Removal

Any officer may resign by delivering their resignation in writing to the President or Clerk, such resignation to be effective upon receipt. Any officer may be removed with or without cause by a vote of a majority of the Directors then in office.

Section 5. Vacancies

A vacancy in any office may be filled by vote of a majority of the Directors at any meeting of Directors. Each such successor shall hold office for the unexpired term of their predecessor.

Section 6. President

The President shall chair all meetings of the Board of Directors, and shall perform such duties incident to the office of President and shall have such other powers and duties as the Directors may from time to time prescribe.

Section 7. Vice-President

The Vice-President shall serve as the President of the Corporation in the absence or disability of the President and shall perform such duties incident to the office of President and shall have such other powers and duties as the Directors may from time to time prescribe.

Section 8. Treasurer

The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The Treasurer shall, subject to oversight by the Directors, maintain general supervision over the financial affairs of the Corporation, including its long-range financial planning, and shall cause to be kept accurate books of account. Unless otherwise determined by the Board, the Treasurer shall prepare a yearly report on the financial status of the Corporation to be delivered at the annual meeting of Directors. The Treasurer

shall also prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, or other federal and state agencies.

Section 9. Clerk

The Clerk shall be a resident of the Commonwealth of Massachusetts, unless the Corporation has designated a resident agent in the manner provided by law. The minutes and records of all meetings of the Directors shall be prepared and maintained by the Clerk. The Clerk shall keep such minutes and records within the Commonwealth at the principal office of the Corporation or the office of the Clerk or its resident agent. The Clerk shall have such other powers and shall perform such other duties as the Directors may from time to time prescribe. In the absence of the Clerk from any meeting, a temporary Clerk shall be appointed by the President and shall exercise the duties of the Clerk at the meeting.

Section 10. Other Powers and Duties

Each officer shall have, in addition to the powers and duties specifically set forth in these By-Laws, such powers and duties as are customarily incident to their office, and such powers and duties as the Directors may from time to time designate.

ARTICLE V INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director or Officer of the Corporation against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless they are successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding their own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which they shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests

of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if they shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

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

Where indemnification hereunder requires authorization or approval by the Corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the Corporation approves the payment of indemnification, such Director shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the Directors who are not at that time parties to the proceeding; or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Directors; or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the Directors have otherwise acted in accordance with the applicable legal standard of conduct.

The right of indemnification under this section shall be a contract right inuring to the benefit of the Directors, Officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such trustee, director, officer or other person existing at the time of such amendment or repeal.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such Director, Officer or other persons who may be entitled.

ARTICLE VI AMENDMENTS

These bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the Members present and voting at any meeting, the notice of which contains a statement of the proposed alteration or amendment. The Directors may also make, amend or repeal these By-Laws in whole or in part and shall give written notice of such action to the membership before the next meeting of Members. Any such alteration, amendment or repeal by the Directors may then be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the membership entitled to vote thereon. Notwithstanding the above provisions of this Article, any amendment, alteration or repeal of a By-Law by the Directors as provided for in this Article shall be valid and given full force and effect unless and until acted upon by the membership.

ARTICLE VI MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

Except as otherwise determined by the Directors, the fiscal year of the Corporation shall end on December 31 of each year.

Section 2. Execution of Instruments.

All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Corporation in its behalf shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine. A certificate by the Clerk or an Assistant Clerk, or a temporary Clerk, as to any action taken by the Board of Directors or any officer or representative of the Corporation shall as to all persons who rely thereon in good faith be conclusive evidence of such action.

Section 3. Nondiscrimination

The Corporation shall not discriminate on the basis of race, color, religion, gender,

sexual orientation, gender identity or expression, national origin, age, disability, or any protected classification.

Effective Date: