

Amended and Adopted
September, 2013

CORPORATE BYLAWS

OF

INDOOR TANNING ASSOCIATION, INC.

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TABLE OF CONTENTS

<u>Section</u>		<u>Page</u>
ARTICLE I	ORGANIZATION/PURPOSE/LOCATION/TAX STATUS.....	1
1.01	Organization.....	1
1.02	Purpose and Powers	1
1.03	Location	2
1.04	Tax Status	2
ARTICLE II	INDOOR TANNING INDUSTRY AND STRATEGIC PLANNING	3
2.01	Industry	3
2.02	Strategic Goals	3
ARTICLE III	MEMBERSHIP.....	4
3.01	Membership	4
3.02	Class of Members	4
3.021	General Members.....	4
3.022	Honorary Members	4
3.023	Associate Members.....	4
3.024	Appointed Members.....	5
3.025	Consumer Members	5
3.03	Application For Membership.....	5
3.031	Determination	5
3.032	Payment.....	5
3.04	Initiation Fees, Dues, and Assessments	5
3.05	Termination.....	6
3.051	Involuntary Termination of Membership.....	6
3.052	Voluntary Termination of Membership	6
3.06	Readmission.....	6
3.07	Transfer of Membership.....	7
3.08	Application.....	7

ARTICLE IV	MEETINGS	7
4.01	Annual Meeting	7
4.02	Regular Meetings	7
4.03	Special Meetings	7
4.04	Quorum	7
4.05	Notice of Meeting	7
4.06	Voting	8
4.07	Robert’s Rules of Order	8
4.08	Order of Proceedings	9
ARTICLE V	BOARD OF DIRECTORS	9
5.01	Management.....	9
5.02	Length and Staggering of Directors Terms	9
5.03	Chairman and Quorum.....	10
5.04	Voting	10
5.05	Proxies	10
5.06	Meetings.....	10
5.07	Attendance	11
5.08	Notice.....	11
5.09	Electronic Communication	11
5.10	Resignation of Directors	11
5.11	Vacancies	11
5.12	Manner of Acting.....	11
5.13	Written Action	12
5.14	Removal and Suspension from Office	12
5.15	Compensation	12
ARTICLE VI	EXECUTIVE COMMITTEE.....	12
6.01	Executive Committee.....	12
6.02	Manner of Acting.....	13
6.03	Removal and Suspension From Office	13
6.04	Compensation	13
6.05	Notice.....	13
6.06	Electronic Communications.....	13
6.07	Resignation of Executive Committee Members	14
6.08	Vacancies	14
ARTICLE VII	EXECUTIVE DIRECTOR	14
ARTICLE VIII	INDEMNIFICATION.....	14
8.01	Persons Indemnified.....	14

8.02	Determination	15
8.03	Expenses	15
8.04	Rights	16
ARTICLE IX	INITIATION FEES, DUES, and ASSESSMENTS.....	16
9.01	Initiation Fees.....	16
9.02	Dues	16
9.03	Special Assessments	16
ARTICLE X	FISCAL YEAR.....	16
ARTICLE XI	ANNUAL BUDGET.....	16
ARTICLE XII	CONTRACTS/CHECKS/BANK ACCOUNTS.....	17
12.01	Execution of Contracts.....	17
12.02	Checks and Other Negotiable Instruments.....	17
12.03	Deposits.....	17
ARTICLE XIII	ORDER OF BUSINESS	17
ARTICLE XIV	DISSOLUTION/LIQUIDATION	18
ARTICLE XV	AMENDMENTS	18
ARTICLE XVI	INTERESTED DIRECTORS	18

**BYLAWS
of the
INDOOR TANNING ASSOCIATION, INC.**

**ARTICLE I
Organization/Purpose/Location/Tax Status**

1.01 Organization:

The name of this not for profit corporation shall be INDOOR TANNING ASSOCIATION, INC. (the "Corporation"). The Corporation is organized and existing under Chapter 180 of the General Laws of the Commonwealth of Massachusetts and it is qualified to conduct business in the Commonwealth of Virginia.

The acronym for the Corporation shall be ITA, INC. and the Corporation shall execute, deliver and file in such jurisdictions having authority over the business and affairs of the Corporation such documents and instruments as may be required or appropriate for the Corporation to conduct its business and affairs under the acronym, or acronyms, from time to time adopted by the Corporation.

1.02 Purpose and Powers:

The Corporation recognizes the need to bring maturity and order to the indoor tanning industry and to provide an intelligent response to the myriad of questions posed in connection with indoor tanning.

The purpose of the Corporation is to foster the development of the indoor tanning industry in the United States, to advance the best interests of the industry and its members and to protect the welfare of the industry and its members.

The Corporation will have and exercise such powers that are now or may hereinafter be granted by Chapter 180 of the General Laws of the Commonwealth of Massachusetts, as amended from time to time and any other applicable and successor statutes. In addition to and not in limitation or replacement of the purposes and powers set forth herein, the Corporation shall use its best efforts:

- (a) To advance the business growth and image of the indoor tanning industry, and the welfare of its membership, through the creation and implementation of a new level of professionalism, visible at all levels, by collectively achieving proper goals and objectives which could not be achieved independently.

(b) To enter into, make, and perform contracts of a sort and description necessary to the activities of the Corporation with any person, firm, association, corporation (whether for profit or not for profit), limited liability company, partnership, organization, or with any federal, state or local government, governmental agency, department, representative or dependency thereof.

(c) To acquire property for corporate purposes by grant, gift, purchase, devise, or bequest, and to hold and dispose of the same subject to such limitations as are prescribed by the laws of the state having jurisdiction over the affairs of the Corporation.

(d) To carry on all or any of its activities and to purchase, acquire, hold, and dispose of such property, real, personal, or mixed, as may be requisite for the transaction of its business or the conduct of its affairs in any of the states, districts, or territories of the United States and in any and all foreign countries, subject to the respective laws of such states, districts, territories, or countries.

1.03 Location:

The principal office of the Corporation shall be located at such places within or without the Commonwealth of Massachusetts or the Commonwealth of Virginia as the Board of Directors may from time to time determine. In the event that the Board of Directors does not designate a principal place of business for the Corporation, the Executive Director may so determine the location for the conduct of the Corporation's business, subject to the approval of the Board of Directors.

The Corporation's registered office for service of process may be changed to such other location or locations as the Executive Director may determine or as the affairs of the Corporation may require from time to time.

1.04 Tax Status:

The Corporation shall carry on activities to the extent permitted by law for a corporation exempt from federal income tax under existing or future Internal Revenue Tax Codes. Except as may be allowed by the laws, rules and regulations governing the organization and tax status of the Corporation and as the same may be authorized by the Board of Directors, no services shall be rendered specifically for an individual member of the Corporation. No part of the Corporation's revenues or any distribution of assets on dissolution shall inure to the benefit of any members, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the objectives set forth in the Bylaws.

ARTICLE II

Indoor Tanning Industry and Strategic Planning

2.01 Industry:

The term "industry" as used in these Bylaws means the indoor tanning industry as defined from time to time by the Board of Directors of the Corporation.

2.02 Strategic Goals:

The strategic goals and related planning of the Corporation shall be developed by the Executive Director and approved, or ratified, by the Board of Directors and implemented by the Executive Director. The strategic goals of the Corporation may include but not be limited to developing and growing the Corporation as the nationally recognized indoor tanning industry leader and its representative in contacts with government (whether federal, state or local), other industry affiliated or related organizations and the public in general, and to promote increased use of the products and services of the indoor tanning industry. The strategic goals of the Corporation may be achieved by the following actions without limitation:

- (a) By assembling a committee of physicians and scientists with the appropriate degrees and credentials to provide qualified research on indoor tanning.
- (b) By implementing an effective and sustained media and public relations campaign and agenda to educate the public on indoor tanning.
- (c) By developing and supporting effective training, educational and other certification programs to raise the degree of professionalism at the salon level.
- (d) By establishing the Corporation as the industry's official resource for information and knowledge and by keeping its membership informed of conditions which affect or may affect the industry, now or in the future.
- (e) By supporting or sponsoring industry related trade shows to inform, educate and advance the level of professionalism of the indoor tanning industry.
- (f) By conducting Corporation business with honesty, integrity, fair dealing and professionalism to achieve and maintain an active, committed, and growing membership.
- (g) By providing effective industry representation through the development of a coordinated and strategic governmental relations and lobbying plan at the federal, state and local levels of government, including all related regulatory agencies and departments.

ARTICLE III

Membership

3.01 Membership:

Membership in the Corporation is open to any corporation, entity or individual meeting the eligibility and membership application requirements established by the Executive Director and ratified by the Board of Directors in accordance with the provisions of these Bylaws. Any member of the Corporation shall as a condition of eligibility and continued good standing as a member agree to honor the Bylaws of the Corporation and such other policies, codes, pledges and statements of the Corporation. As a Member, the Members shall take all acts and conduct their affairs to preserve and advance the best interests of the Corporation.

3.02 Class of Members:

The Corporation shall have the following classes of Membership:

- General Member
- Honorary Member
- Associate Member
- Appointed Member
- Consumer Member

3.021 General Members: Any corporation, entity, individual or firm providing or performing indoor tanning services at the retail/salon level or engaged in manufacturing or distributing goods, equipment or products to the indoor tanning industry is eligible for election as a General Member of the Corporation.

3.022 Honorary Members: Honorary Membership may be granted to individuals who, in the opinion of the Board of Directors, have made significant contributions to the indoor tanning industry or to the Corporation and should be recognized for these achievements. Honorary Membership shall be awarded by majority vote of the Board of Directors. Honorary Members shall not hold office or have nominating or voting privileges and shall be exempted from paying dues or trade show fees for the Corporation's associated shows.

3.023 Associate Members Any vendor or supplier to General Members in good standing shall be eligible to be an Associate Member. Associate Members shall apply for membership in accordance with the Corporation's procedures and all applications for membership shall be reviewed by the Executive Director for eligibility and may be submitted by the Executive Director, in the discretion and judgment of the Executive Director, to the Board of Directors for approval by a majority vote of the Board of Directors. Associate Members shall not hold office or have nominating or voting privileges and shall not be eligible to serve on any boards or committees of the Corporation. Associate Members shall not receive discounts on booth spaces and shall not be entitled to receive other membership benefits that may be offered from time to

time to other members of the Corporation; provided, however, that Associate Members may receive such benefits as the Board of Directors may from time to time approve. Associate Members shall pay an annual membership fee established by the Board of Directors. Associate Members shall be eligible to make contributions to the Corporation Political Action Committee in accordance with the rules and regulations governing the same.

3.024 Appointed Members On or before December 31st of each year, the Executive Director may submit to the Board of Directors nominations for Appointed Members. A nomination for Appointed Members submitted by the Executive Director to the Board of Directors shall require an affirmative vote of a majority vote of the Board of Directors for the nominee to be admitted as an Appointed Member of the Corporation. An Appointed Member shall have all rights and privileges as General Members of the Corporation.

3.025 Consumer Members Any individual is eligible to be a Consumer Member. No membership status shall be granted without the approval of the Board of Directors. Upon approval of the Board of Directors, a Consumer Member shall have the following rights and privileges of the Corporation's membership:

3.03 Application for Membership:

A corporation, entity, individual or firm may apply for membership in the Corporation by completing and signing an application form and submitting the Corporation's application form to the Executive Director. All applications shall be reviewed and approved by the Executive Director consistent with the provisions of the Corporation's Bylaws. Without limitation, the application shall provide the name, location, and nature of the applicant's organization as well as qualifications for membership and such other information as may be requested by the Executive Director. Membership shall commence upon:

3.031 Determination that the applicant is eligible for membership as determined by the Corporation's Bylaws, rules, policies and procedures,

AND

3.032 Payment of the applicable initiation fees, dues, and assessments.

3.04 Initiation Fees, Dues, and Assessments:

The initiation fees, dues and assessments shall be set by the Executive Director and approved by a vote of two-thirds of the Board of Directors. Any membership in the Corporation shall be on an annual basis and all applicable fees, dues and assessments shall be paid at the time membership is granted and at each renewal term thereafter. Said renewal dues shall be paid in one annual installment on or before the anniversary date of membership.

3.05 Termination:

3.051 Involuntary Termination of Membership:

- 3.0511 A Member in arrears in dues and/or assessment for sixty (60) days or more shall no longer be in good standing with the Corporation and shall be notified of such arrearage in writing by the Executive Director. If such Member remains in arrears for an additional thirty (30) days from the date of written notice, the Member shall automatically lose membership in the Corporation and shall forfeit all rights and privileges of membership.
- 3.0512 A Member may be reinstated after non-payment of initiation fees, dues and assessments by payment of all indebtedness to the Corporation and approval of the Board of Directors by majority vote.
- 3.0513 A finding by the Board of Directors that a Member has violated the Bylaws or rules and regulations of the Corporation shall constitute grounds for termination.
- 3.0514 A finding by a federal or state court or appropriate regulatory agency that a Member's product and/or service does not meet or does not comply with industry standards, if not corrected to the satisfaction of such federal or state court or appropriate regulatory agency within thirty (30) days after written notice by such federal or state court or appropriate regulatory agency, constitutes grounds for termination of membership in the Corporation.
- 3.0515 Termination may take place for other good cause as may be determined by a majority vote of the Board of Directors.

3.052 Voluntary Termination of Membership:

Any Member may withdraw or otherwise resign from membership in the Corporation by giving written notice of such intention to the Executive Director. A resigning or withdrawing Member shall not be entitled to any refunds, reimbursement or other repayment of any fees, dues or assessments paid to the Corporation. Any dues, fees or assessments due and/or owing at the time of any withdrawal or resignation shall remain a payment obligation of the Member and shall be paid in full at the time of withdrawal or resignation.

3.06 Readmission:

If membership of a Member is terminated, either involuntarily or voluntarily, the Member may reapply for membership in the Corporation by submitting a properly executed application, as detailed in Section 3.08; provided, however, that the basis for termination, if involuntary, no longer exists. If reapplication occurs within twelve (12) months of membership termination, the initiation fees shall be waived.

3.07 Transfer of Membership:

Membership in the Corporation is not transferable or assignable.

3.08 Application:

The application procedure and forms shall be as determined from time to time by the Executive Director.

ARTICLE IV Meetings

4.01 Annual Meeting:

The annual meeting of the Corporation may be held at a time and place designated by the Executive Director and approved by a majority vote of the Board of Directors for the purpose of electing directors, receiving reports and the transaction of other business as may properly come before the meeting. The Executive Director shall serve as Chairman of the meeting.

4.02 Regular Meetings:

There may be other regular meetings of the Members of the Corporation at such times and places as the Executive Director may designate. Notice of such meetings shall be given to all Members as set forth in Section 4.05.

4.03 Special Meetings:

A special meeting of the Members of the Corporation may be called by the Executive Director.. A special meeting shall be held at such times and places as the Executive Director may determine.

4.04 Quorum:

In any meeting of Members, a majority of all eligible voting Members present in person, or by proxy, shall constitute a quorum.

4.05 Notice of Meeting:

As applicable, the notice for any meeting may state the place, date and hour of the meeting and in the case of a special meeting, the purpose for which the meeting is called. The notice shall be delivered not less than thirty (30) nor more than sixty (60) days prior to the date of the meeting; except that meetings to be held by telephone or electronic communications pursuant to Section 5.07 hereof shall only require that such written notice be delivered not later than five (5) days nor more than sixty (60) days prior to the date of said meeting.

Notwithstanding the foregoing, in the case of the removal of one or more directors, a merger, consolidation or dissolution, written notice of not less than twenty (20) nor more than sixty (60) days before the date of the meeting shall in all events be required.

Any meeting of the Members may be held without notice if a waiver of notice is signed by all Members, if all Members are present at the meeting, unless a Member present at the meeting is there for the purpose of objecting to the holding of the meeting because proper notice was not given.

4.06 Voting:

Each voting Member shall be entitled to one (1) vote at any annual or special meeting on each matter coming before the meeting for a vote. Voting with respect to the election of directors shall be by class of membership as provided in Article V of these Bylaws. Voting on all questions shall be in such matter as determined by the Executive Director to be consistent with the provisions of the Corporation's Bylaws. In a secret written ballot, tellers will be appointed to distribute, collect, and count the ballots.

Voting by Members at any meeting of the Members may be conducted by proxies on any matter of business of the Corporation as well as the election of directors; provided, however, that no proxy dated more than six (6) months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting.

As applicable, the Executive Director will prepare a proxy form and shall mail one such proxy to each voting member at least fifteen (15) days prior to the meeting for which the proxy is applicable. The Executive Director shall receive and tabulate all proxies received prior to the meeting, and will forward the results to the Board of Directors for inclusion in the vote.

A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

4.07 Robert's Rules of Order:

The Executive Director shall be the presiding officer at all meetings of the Corporation. In the event that the Executive Director is unable to preside, then a designee from the Board of Directors shall be the presiding officer at any meeting when the Executive Director is unable to preside. The conduct of any meeting of the Corporation shall be governed first by the applicable provisions of these Bylaws, and where these Bylaws are inapplicable, then second by Robert's Rules of Order.

4.08 Order of Proceedings:

Order of proceedings for annual meetings of the Corporation will be in accordance with Article XIV, unless determined otherwise by the Executive Director. Any question as to the priority of business will be decided by the presiding officer of the meeting without debate or contest by the members.

ARTICLE V
Board of Directors

5.01 Management:

The affairs of the Corporation shall be conducted by the Executive Director and shall be under the supervision of a Board of Directors consisting of not less than eighteen (18) directors. A director must be a Member, or an authorized representative of a Member, as approved by the Corporation. The Executive Director shall submit nominees to the Members for election to the Board of Directors. The eighteen (18) director positions shall be allocated among the Corporation's Members and the election of the directors shall be conducted as follows:

- Fifteen (15) directors shall be elected from the General Members eligible to hold a director position in the Corporation, as established by the Bylaws. At each annual meeting of the Members of the Corporation, from the nominations submitted by the Executive Director to the meeting for consideration and vote, five (5) directors shall be elected to serve three (3) year terms on the Board of Directors.
- Three (3) directors shall be appointed by the Board of Directors from the Appointed Member class to serve for three (3) year terms on the Board of Directors. One (1) director from the Appointed Member class shall be appointed by the Board of Directors at each annual meeting of the Members.

5.02 Length and Staggering of Director's Terms:

The length of the term for each member of the Board of Directors shall be three (3) years. The Executive Director shall establish from time to time a staggered system for the election and term of Directors, provided that such staggered system is uniform and consistently applied in the exercise of good faith. For illustration purposes, and consistent with the provisions of Section 5.01, assuming a duly constituted and sitting Board of Directors, at the conclusion of each fiscal year of the Corporation, at the annual meeting set by the Executive Director under Section 4.01, a total of six (6) then sitting directors having served three (3) years on the Board shall be replaced by six (6) new directors, five (5) by election from the General Members based on nominees submitted by the Executive Director to the meeting, and one (1) from the Appointed Members class by appointment made by the Board of Directors.

5.03 Chairman and Quorum:

The Executive Director serve as Chairman for all purposes under these Bylaws. In the event that the Executive Director is unable to preside, then a designee from the Board of Directors shall be the presiding officer at any meeting when the Executive Director is unable to preside. A quorum of the Board of Directors shall consist of a simple majority of the elected Directors.

5.04 Voting:

Each director shall be entitled to one (1) vote on each matter submitted to a vote by the Board of Directors. Voting on all questions shall be in such matter as determined by the person presiding at the meeting. In a secret written ballot, tellers will be appointed to distribute, collect, and count the ballots.

A director who is present at a meeting of the Board of Directors at which an action on a matter is taken is conclusively presumed to have assented to the action unless his or her dissent or abstention is entered into the minutes of the meeting or unless he or she files a written dissent or abstention before or immediately after the adjournment of the meeting submitting this document to the Executive Director.

5.05 Proxies:

Proxies shall be allowed for actions to be taken by directors at any meeting of the Board of Directors. As applicable, the Executive Director will prepare a proxy form and shall mail one such proxy to each voting member of the Board of Directors at least fifteen (15) days prior to the meeting for which the proxy is applicable. The Executive Director shall receive and tabulate all proxies received prior to the meeting, and will forward the results to the Board of Directors for inclusion in the vote.

A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

5.06 Meetings:

There shall be one (1) annual meeting of the Board of Directors every year, which normally shall be held at the end of the Corporation's fiscal year for accounting purposes. The exact time, date, and place of that meeting shall be determined by the Executive Director and approved by a majority vote of the Board of Directors. Additional meetings of the Board of Directors may be held at the direction of the Executive Director or at the written request of a majority of the members of the Board of Directors and on such notice as shall be prescribed in these Bylaws.

5.07 Attendance:

Each member of the Board of Directors must attend in person (and not be other mode or medium, including as may be set forth in Section 5.09 below) at least seventy-five percent (75%) of all meetings of the Board of Directors on a fiscal year basis. Failure to attend the minimum number of meetings will subject the non-complying director to removal from the Board of Directors as specified in Article 5.14 of these Bylaws. Consideration will be given to any unusual circumstances beyond the control of the subject director which would serve to prevent him or her from attending a Board of Directors meeting.

5.08 Notice:

Written notice of meetings of the Board of Directors shall be given by mail and fax to each member of the Board of Directors at the business address of each director.

5.09 Electronic Communications:

Any member of the Board of Directors may participate in action at any meeting through the use of conference telephones or other communication equipment allowing all meeting participants to communicate effectively with each other. Participation in such a meeting shall constitute attendance and presence in person.

5.10 Resignation of Directors:

Any member of the Board of Directors may resign at any time by giving a written notice of resignation to the Executive Director of the Corporation. Any such resignation shall take place at the time specified therein or immediately upon its receipt by the Executive Director.

5.11 Vacancies

A vacancy on the Board of Director (whether resulting from resignation or removal or otherwise) may be filled by a candidate from the same membership class for the balance of the term by a vote of two-thirds (2/3) of the remaining members of the Board of Directors. Nominations for such vacancies shall be made by the Executive Director and submitted to the Board of Directors for consideration and vote hereunder.

5.12 Manner of Acting:

The action of the majority of the Board of Directors present at any meeting at which a quorum is present shall constitute the acts of the Board of Directors, unless a greater voting requirement is set forth in any provision of these Bylaws. Members of the Board of Directors without voting privilege shall not be counted in the computation of any vote.

5.13 Written Action:

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at such a meeting, may be taken without a meeting provided that a consent in writing setting forth the action so taken shall be signed by the required number of members of the Board of Directors in accordance with the provisions of these Bylaws. Any action taken by consent of the Board of Directors will be entered into the official meeting minutes, filed with the proceedings and shall be recognized as an active resolution.

5.14 Removal and Suspension from Office:

Any member of the Board of Directors may be removed, with cause, from the Board of Directors by a vote of two-thirds (2/3) of the members of the Board of Directors. The member of the Board of Director whose removal is being considered may be counted for purposes of a quorum but shall not be entitled to cast a vote in the matter pertaining to his or her removal. The Board of Directors may adopt such rules as it, in its sole discretion, considers necessary respecting any procedures to be followed concerning removal of a member of the Board of Directors.

5.15 Compensation:

No salary shall be paid to the members of the Board of Directors for their services as Directors. The Corporation shall not reimburse any member of the Board of Directors for travel and lodging expenses associated with their attendance at any meeting of the Board of Directors.

ARTICLE VI

Executive Committee

6.01 Executive Committee:

The Corporation shall have an Executive Committee that shall serve an advisory function for purposes of strategic, operational and other purposes in furtherance of the best interests of the Corporation. The Executive Committee shall consist of at least three (3) members, including the current and immediate past Presidents of the Corporation who shall be automatic members of the Executive Committee. The Executive Committee shall have such power and control over the management and affairs of the Corporation as are customary of a board of advisors. Without limitation, the Executive Committee shall have and exercise power and control to approve the nomination of candidates proposed for election to the Board of Directors of the Corporation or any offices of the Corporation as such nominees may be submitted to the Executive Committee in accordance with Article VIII, Section 8.03 of these Bylaws. The members of the initial Executive Committee shall be designated and appointed by the President of the Corporation and shall not be subject to or otherwise require the approval of the Board of Directors or the membership of the Corporation; provided, however, that only the then current members of the Board of Directors at the time of designation and appointment by the President shall be eligible

candidates for the initial Executive Committee. Once so designated and appointed, the initial Executive Committee shall continue to serve and act thereafter until the qualification and selection of their respective successors as provided herein.

6.02 Manner of Acting:

The action (whether in person, by consent in lieu of a meeting or by proxy) of the majority of the members of the Executive Committee shall constitute the decisions and determinations of the Executive Committee.

6.03 Removal and Suspension from Office

Any member of the Executive Committee may be removed, with or without cause, from the Executive Committee by a majority vote of the members of the Executive Committee. The member of the Executive Committee whose removal is being considered may be counted for purposes of a quorum but shall not be entitled to cast a vote in the matter pertaining to his or her removal. The Executive Committee may adopt such rules as it, in its sole discretion, considers necessary respecting any procedures to be followed concerning removal of a member of the Executive Committee. Notwithstanding the foregoing, any member of the Executive Committee, including without limitation any present or former President, shall automatically and immediately be removed from membership on the Executive Committee by operation of these Bylaws (no vote of the remaining members of the Executive Committee being required) upon any such member no longer being a member of the Corporation in good standing.

6.04 Compensation:

No salary shall be paid to the members of the Executive Committee for their services. The Corporation shall not reimburse any member of the Executive Committee for travel and lodging expenses associated with their attendance at any meeting of the Executive Committee.

6.05 Notice:

Written notice of meetings shall be given by mail, email transmission or fax to each member of the Executive Committee at the business address of each member.

6.06 Electronic Communications:

Any member of the Executive Committee may participate in an action at any meeting through the use of conference telephones or other communication equipment allowing all meeting participants to communicate effectively with each other. Participation in such a meeting shall constitute attendance and presence in person.

6.07 Resignation of Executive Committee Members:

Any member of the Executive Committee may resign at any time by giving a written notice of resignation to the President of the Corporation with a copy to the Executive Director. Any such resignation shall take place at the time specified therein or immediately upon its receipt by the President.

6.08 Vacancies:

Any vacancy on the Executive Committee (whether resulting from resignation or removal or otherwise) may be filled by a candidate from the then current Board of Directors by a majority vote of the remaining members of the Executive Committee.

ARTICLE VII Executive Director

The Executive Director of the Corporation shall be appointed by the majority vote of the Board of Directors. The Executive Director shall report directly to the Board of Directors. Without limitation, the Executive Director shall be responsible for the day-to-day management, business, affairs, lobbying activities and operations of the Corporation and shall have such other authority and duties to act on behalf of the Corporation as may be directed by the Board of Directors. The Executive Director shall receive a salary and such other benefits and bonuses as may be determined by the Board of Directors.

The Executive Director may, but shall not be required or obligated, in the course of performing his or her duties and responsibilities to the Corporation under this Article VI:

- Appoint officers of the Corporation and to determine the title, powers, duties and compensation (including benefits) to be held and earned by such officers.
- Establish permanent, temporary, standing or advisory committees of the Corporation, to select the members of such committees and to determine the mission statement, terms and duration, powers and duties of such committees.

Provided, however, that the appointment of any officers or the establishment of any committees of the Corporation are subject to the approval by an affirmative vote of a majority of the members of the Board of Directors before being effective or binding on the Corporation.

ARTICLE VIII Indemnification

8.01 Persons Indemnified:

Each person who, at any time, has served or serves as an officer, director, Executive Director or management level employee of the or other duly authorized representative of the Corporation or the respective heirs, executors, administrators, successors, assigns, or other legal

representatives of any of the aforementioned shall be indemnified (including defense by legal counsel) and forever held harmless by the Corporation to the fullest extent permitted under any policies of insurance maintained by the Corporation or under the laws governing the Corporation for, from and against:

(a) reasonable expenses including, but not limited to, counsel fees and disbursements and amounts of judgments, damages, losses, fines or penalties actually and necessarily incurred in connection with any civil, criminal, administrative or other investigation proceedings, claim action or suit in which such person becomes involved or is threatened with becoming involved by reason of any act or omission on his or her part in his or her capacity as officer, director, executive director or management level employee of the Corporation or other duly authorized representative of the Corporation ("action" being hereinafter used to mean any investigation, proceeding, claim, action or suit) and;

(b) reasonable payments made by such persons as a judgment, settlement, or in satisfaction of any post-judgment order of fine or penalty imposed in connection with any action in which such person becomes involved by reason of any act or omission on his or her part in his or her capacity as officer, director, executive director or management level employee of the Corporation or other duly authorized representative of the Corporation; but

(c) provided, however, that no officer, director, Executive Director or management level employee of the Corporation or other duly authorized representative of the Corporation shall be indemnified for the above outlined expenses if such person shall be adjudged in such actions to have engaged in willful misconduct or criminal acts or omissions in the performance of his or her duties to the Corporation, unless any such misconduct did not relate to matters of sufficient consequence to warrant the withholding of the indemnity herein provided.

8.02 Determination:

The Board of Directors acting, if feasible, by a quorum consisting of persons not parties to or involved in such action shall make the final and conclusive determination of all matters under the provisions of this Article and, when making such determination, may rely on the written opinion of the Corporation's counsel. Any decisions or determinations made by the Board of Directors shall be fair and reasonable under the circumstances and consistent with the provisions of Section 8.01(c) above.

8.03 Expenses:

If so decided by the Board of Directors, acting in accord with Section 7.02 above, expenses incurred which are subject to indemnification hereunder may be advanced by the Corporation prior to final disposition of the action, provided that the Corporation shall first receive assurances from the recipient of such advances that such advances will be repaid if it shall ultimately be determined by the Board of Directors that the recipient is not entitled to indemnification pursuant to the provisions of Section 8.01(c).

8.04 Rights:

The rights of indemnification herein provided shall be in addition to any other rights to which those to be indemnified may otherwise be entitled by agreement, vote of the Board of Directors, operation of law or otherwise, and it is the intent of the Board of Directors that the persons identified in this Article shall be indemnified for liabilities arising out of their action on behalf of the Corporation to the fullest extent permitted by the Chapter 180 of the General Laws of the Commonwealth of Massachusetts, as amended from time to time or any successor statute and any other applicable law. Insurance may be purchased by the Corporation to protect those persons from such liabilities.

ARTICLE IX
Initiation Fees, Dues and Assessments

9.01 Initiation Fees:

The Executive Director shall establish initiation fees for applicants for membership in the Corporation, subject to approval by a majority vote of the Board of Directors.

9.02 Dues:

The Executive Director shall establish annual dues, assessments and fees for membership in the Corporation, subject to approval by a majority vote of the Board of Directors.

9.03 Special Assessments:

The Board of Directors, by an affirmative vote of at least eighty (80%) percent of its members eligible to vote, may levy special assessments on any Members not exempt from paying dues.

ARTICLE X
Fiscal Year

The fiscal year of the Corporation for tax reporting and other purposes under these Bylaws shall be from October 1 through September 30 of each year, unless another period may be fixed from time to time by the Executive Director.

ARTICLE XI
Annual Budget

An annual budget for each fiscal year shall be prepared by the Executive Director and presented to the Board of Directors for review and adoption.

ARTICLE XII

Contracts/Checks/Bank Accounts

12.01 Execution of Contracts:

The Executive Director is authorized to execute and deliver any contract, agreement, document or other instrument in the name of, or on behalf of, the Corporation in order to or otherwise in connection with the performance of the duties of the Executive Director, as set forth in these Bylaws.

The Executive Director may authorize any other officers of the Corporation in addition to the officers so authorized by these Bylaws to execute and deliver any contract or other instrument in the name of, or on behalf of, the Corporation. Such authority may be general, or confined to specific instances as the Board of Directors may determine. Unless authorized by the Board of Directors or expressly permitted by these Bylaws, except for the Executive Director, no officer, agent, or employee shall have the power or authority to bind the Corporation by any contract, agreement, document, instrument or engagement, or to pledge its credit, or to render it monetarily liable for any purpose, or for any amount.

12.02 Checks and Other Negotiable Instruments:

All checks, negotiable instruments or other orders for the payment of money, or any notes or other evidences of indebtedness issued in the name of the Corporation shall be signed or otherwise endorsed by the individuals authorized in Section 12.01 or by such other officers or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors.

12.03 Deposits:

All funds of the Corporation shall be deposited to the credit of the Corporation in such financial institutions as the Executive Director may designate. The provisions of Section 12.01 shall apply to the handling and processing of any deposits referenced herein.

ARTICLE XIII

Order of Business

The Order of Business at each meeting of the Corporation shall be as follows, unless otherwise determined by the Board of Directors:

- 1) Roll Call
- 2) Reading of the Minutes of the Preceding Meeting
- 3) Comments, Corrections and Acceptance
- 4) Executive Director Report
- 5) Reports of the Various Committees, if applicable
- 6) Old Business

- 7) New Business
- 8) Adjournment

ARTICLE XIV Dissolution/Liquidation

Upon the dissolution of the Corporation, after payment of all indebtedness of the Corporation, any remaining funds, investments and other assets of the Corporation shall be distributed to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(3) or Section 501(c)(6) (but only if the purposes and objectives of such organizations are similar to the purposes and objectives of the Corporation) of the Internal Revenue Code of 1986 or of corresponding provisions of then existing federal revenue laws, as may be determined by affirmative vote of two-thirds (2/3) of the then members of the Corporation.

ARTICLE XV Amendments

These Bylaws may be amended or altered in whole or in part, at any duly constituted meeting of the Board of Directors upon the affirmative vote in favor of any proposed amendment of at least two-thirds (2/3) of all members of the Board of Directors entitled to vote thereat. Notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of the Board of Directors entitled to vote at such meeting within the time provided in by these Bylaws for the giving of the notice of the meeting. A duly noticed proposed change need not be accepted or rejected in its entirety, but may be with such modifications as the Board of Directors may deem appropriate by a two-thirds (2/3) vote of all members of the Board of Directors entitled to vote thereat.

ARTICLE XVI Interested Directors

A Member of the Corporation, including but not limited to any Member serving as a director of the Corporation, shall not compete with the business, affairs, lobbying activities, or operations of the Corporation, engage in any businesses, affairs, lobbying activities or operations of any other third person or party that may be competitive with the business, affairs, lobbying activities or operations of the Corporation, or otherwise conflict with the mission and purposes of the Corporation. Further, but not as a replacement, substitution or modification of the preceding covenants of a Member, no contract, agreement, business arrangement, activity, program, trade show, venture or other transaction between the Corporation (referred to herein as the “Interested Activity” without limitation) and any corporation, partnership, joint venture, firm, organization, association, individual or other legal entity shall be invalidated by reason of the fact that any one or more of the members or directors of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, partnership, joint venture, firm, organization, association,

individual or other legal entity, or because the interested member, officer or director was present at the meeting of the Board of Directors of the Corporation that acted on or in reference to such Interested Activity, or because he or she participated in such Interested Activity; **provided**, that the interest or other participation of the member or director of the Corporation so involved in the Interested Activity shall have been disclosed to or known by the entire Board of Directors of the Corporation for a reasonable time period in advance of any such interest or participation so that a disinterested majority of the members of the Board of Directors of the Corporation shall be able to review the circumstances of the Interested Activity, conduct a reasonable investigation or other inquiry and vote either to ratify or deny the interest or participation of the officer or director in the Interested Activity. The member involved in the Interested Activity shall be counted for quorum purposes under these Bylaws but shall not be entitled to vote at any meeting where action is being taken by the Board of Directors under this Article. Any member or director who engages in an Interested Activity that is not in accordance with the provisions of this Article may be removed from his or her position as a member or director of the Corporation for cause upon a majority vote of the disinterested members of the Board of Director participating in a special or regular meeting of the Board.

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