

BY-LAWS
OF
MASSACHUSETTS MIDDLE SCHOOL SPEECH LEAGUE, INC.

ARTICLE I

ARTICLES OF ORGANIZATION

The name and purposes of the Corporation shall be as set forth in the Articles of Organization. These By-Laws, the powers of the Corporation and of its Directors and officers, and all matters concerning the conduct and regulation of the Corporation shall be subject to the Articles of Organization in effect from time to time.

ARTICLE II

BOARD OF DIRECTORS

- Section 1 **POWERS AND NUMBER.** The general management of the business, property and affairs of the Corporation shall be vested in a Board of not fewer than three Directors.
- Section 2 **ELECTION, TERM OF OFFICE AND VACANCIES.** The first Board of Directors shall be those persons listed as having the powers of Directors in the Articles of Organization. The term of office of the first Board of Directors shall terminate when a new Board of Directors has been elected at the first annual meeting and the Directors then elected have accepted and qualified. The term of office of each subsequent Director shall be two years. The Board of Directors may elect new Directors to fill any vacancy at any meeting, including a vacancy caused by increasing the number of Directors serving on the Board.
- Section 3 **RESIGNATION.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board.

Section 4 REMOVAL. A Director may be removed or suspended for cause by an affirmative vote of a majority of the Directors then in office at a special meeting called for that purpose, provided that such Director is given at least seven days' notice of the proposed removal and the reasons therefor, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting.

Section 5 COMMITTEES. The Board of Directors may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization, or these By-Laws may not be so delegated, to such committees as the Board of Directors or these By-Laws may from time to time establish. All committees shall serve at the pleasure of the Board of Directors.

ARTICLE III

MEETINGS

Section 1 ANNUAL, REGULAR AND SPECIAL MEETINGS. The Board of Directors shall meet annually on such date and at such place and time as the Board of Directors may determine. Regular meetings shall be at such date, place and time as the Board of Directors may from time to time determine. Special meetings may be called by the President or two or more Directors and shall be called by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any officer upon the written application of Directors representing at least ten percent of the quorum of Directors required for a vote at all meetings of the Board of Directors.

Section 2 NOTICE. Seven days' notice shall be given of all meetings stating the date, purpose, time and place of such meeting.

Section 3 QUORUM AND VOTING. A majority of Directors then in office shall constitute a quorum at all meetings. 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 4 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, including written electronic communications, and if the written consents are filed with the records of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 5 TELEPHONIC PARTICIPATION IN MEETINGS. Members of the Board of Directors or any committee designated by the Board of Directors or these By-

Laws may participate in a meeting of the Board of Directors or such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participating by such means shall constitute presence in person at a meeting.

Section 6 WAIVER OF NOTICE. Whenever any written notice is required to be given by these By-Laws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice.

Section 7 PROXIES. Voting by Directors may be either in person or by proxy dated not more than six months before the meeting named in the proxy. All proxies shall be filed before being voted with the Clerk or other person responsible for recording the proceedings of the meeting.

ARTICLE IV

OFFICERS

Section 1 ENUMERATION. The officers of the Corporation shall be a President, a Vice President, a Clerk, a Treasurer, and such other officers as the Board of Directors may from time to time appoint.

Section 2 ELECTION AND TERM. The Directors at the Annual Meeting or special meeting in lieu thereof shall elect all officers to hold office at the pleasure of the Board of Directors.

Section 3 POWERS. The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

- (a) The President shall be the chief executive officer of the Corporation responsible to the Board of Directors for the administration of its affairs. Except as otherwise provided by the Board of Directors or these By-Laws, he shall sign for the Corporation all deeds, agreements, and other formal instruments.
- (b) The Vice President shall have such powers and perform such duties as may be assigned to him or her from time to time by the President.
- (c) The Clerk shall keep records of all meetings of the Board of Directors and make a report thereon and shall issue calls and notices of meetings of the Board.

- (d) The Treasurer shall be the chief financial officer of the Corporation and shall be in charge of all funds and securities of any type. With the advice and consent of the Board of Directors, he shall have power to invest and reinvest surplus funds. He shall render to the Board of Directors at the annual meeting and whenever else it so requests an accurate account of all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended.

Section 4 RESIGNATION. Any officer may resign at any time by giving written notice of such resignation to the President or the Clerk. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the officer to whom it is given.

Section 5 REMOVAL. An officer may be removed or suspended either with or without cause by an affirmative vote of a majority of the Directors then in office at any meeting of the Board. Such removal shall be without prejudice to contract rights, if any, of the person so removed. Election or appointment as an officer shall not of itself create contract rights.

Section 6 VACANCIES. A vacancy in any office shall be filled by the Board of Directors at any meeting.

ARTICLE V

COMPENSATION

Section 1 DIRECTORS. No Director shall receive compensation for serving as such. Directors may be reimbursed for reasonable expenses incurred in connection with the affairs of the Corporation including attendance at meetings.

Section 2 OFFICERS. The officers shall receive such compensation as the Board of Directors may determine. The Board may delegate to the President or to a committee the power to fix the salaries or other compensation of any officer or agent appointed by resolution of the Board of Directors. No officer shall be prevented from receiving compensation by reason of the fact that he is also a Director.

ARTICLE VI

BENEFACTORS, SPONSORS, ADVISORS AND FRIENDS OF THE CORPORATION

The Board of Directors may from time to time designate certain persons or groups of persons as benefactors, sponsors, advisors, or friends of the Corporation or such other title as it deems appropriate. Such persons shall serve in an associate capacity and, except as the Board of Directors designates, 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 and responsibilities.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Except as otherwise provided below, the Corporation shall, to the extent legally permissible, and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is not adversely affected thereby, indemnify each person who is, or shall have been, a Director or officer of the Corporation, or who serves at its request as a Director or officer of another organization (each such person being herein called a "Person"), against all liabilities and expenses (including judgments, fines, penalties and reasonable attorneys' fees and all amounts paid, other than to the Corporation, in compromise or settlement) imposed upon or incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be a defendant or with which he may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been such a Person.

The Corporation shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. Any Person who at the request of the Corporation serves another organization in one or more of the above indicated capacities and who shall be finally adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interests of such other organization shall be deemed not to have acted in such manner with respect to the Corporation. The Corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the Corporation, after notice that indemnification is involved, by (1) a disinterested majority of the Board of Directors or (2) if there are no disinterested Directors, by independent legal counsel representing the Corporation and appointed by a majority of the Directors then in office.

Indemnification may include payment by the Corporation of expenses 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 such Person to repay such payment if it is ultimately determined that such Person is not entitled to indemnification under Section 6 of Chapter 180 of the Massachusetts General Laws or pursuant to the provisions of the preceding paragraph. Such

an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

As used in this Article VII, the terms “Director” and “officer” include their respective heirs, executors, administrators and legal representatives, and an “interested” Director or officer is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification provided in this Article VII shall not be exclusive of or affect any other rights to which any Director or officer may be entitled under any agreement, statute or otherwise. The Corporation’s obligation to provide indemnification under this Article shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the Corporation or any other person. Nothing contained in this Article VII shall affect any rights to which corporate personnel other than Directors or officers may be entitled by contract or otherwise.

ARTICLE VIII CONFLICTS OF INTEREST

Except as provided in Article VII above and in the absence of fraud or misrepresentation, no contract or other transaction between this Corporation and any other person or organization, and no act of this Corporation, shall be affected by the fact that a Director, officer or employee of this Corporation has a financial or other interest in such other person or organization. Any Director, officer or employee, individually, or any firm or corporation in which such Director, officer or employee may have an interest, may be a party to, or may have a financial or other interest in, any contract or transaction of this Corporation, provided that the fact that such person, firm or corporation has such an interest (other than an interest of less than 1% in any class of securities of a corporation which are publicly traded) shall be disclosed to or shall be known by the Board of Directors or a majority of the members thereof, and provided further, that such person shall not vote upon such matter.

ARTICLE IX

GENERAL

Section 1 CORPORATE SEAL. The corporate seal, if any, shall be in a form determined from time to time by the Board of Directors.

Section 2 FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of August and end on the thirty-first day of July, unless otherwise determined by the Board of Directors.

Section 3 RECEIPT AND DISBURSEMENT OF FUNDS. The Board of Directors may designate such other officer or officers who in addition to or instead of the Treasurer shall be authorized to receive and receipt for all moneys due and payable to the Corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Corporation may be deposited in such bank or banks or with such other corporations, firms, or individuals, as the Board of Directors may from time to time designate.

Section 4 RECORDS OF PROCEEDINGS. The minutes of the Board and all committees with Board-delegated powers shall contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

ARTICLE X

AMENDMENTS

These By-Laws may be amended by a majority vote of the Directors present and voting at any meeting, provided that notice describing the proposed amendment has been given in writing with the notice of the meeting.