

BYLAWS  
# 038822  
0000161000

**AMENDED AND RESTATED BY-LAWS  
OF  
NEW BOSTON PRIDE COMMITTEE, 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 its 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**

**MEMBERSHIP**

- Section 1. NO MEMBERS. The Corporation shall have no members under M.G.L. c. 180 or any other applicable Massachusetts law, rule or regulation. The Directors shall possess, exercise and perform, as the case may be, all of the rights, powers, privileges, immunities and duties conferred upon members or Directors of the Corporation by law or the Articles of Organization.
- Section 2. PARTICIPATING PERSONS. Subject to Article VIII and other provisions of these By-Laws, certain persons may participate in the activities of the Corporation. Such participation shall not constitute corporate membership.

**ARTICLE III**

**BOARD OF DIRECTORS**

- Section 1 POWERS. The general management of the business, property and affairs of the Corporation shall be vested in a Board of Directors.
- Section 2 COMPOSITION; TERM OF OFFICE; QUALIFICATIONS. The Board of Directors shall be composed of no fewer than five (5) and no more than nine (9) members and be, as nearly as possible, comprised of persons from diverse backgrounds with regard to race, ethnicity, sex, gender identification, sexual orientation, age, socio-economic class, and employment or career areas. Except as otherwise provided herein, Directors shall be elected at the annual meeting. Each Director shall hold office for a term of two (2) years and until his or her

successor is duly elected and qualified, or until he or she sooner dies, resigns or is removed. Directors must make a good faith effort to attend and participate actively in all Board meetings, address policy issues, provide fiscal oversight, assist in fundraising and in general perform all duties incumbent upon being a member of a nonprofit board of directors.

Section 3 RESIGNATION. Any Director may resign at any time by giving written notice of such resignation to the Executive Committee or any officer. The Clerk shall notify the Board upon receipt of such resignation. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Executive Committee or officer to whom it is delivered.

Section 4 VACANCY; REMOVAL OR SUSPENSION. At any meeting, the Board of Directors may elect a new Director to fill any vacancy created by death, resignation, removal or an increase in the size of the Board of Directors. Any person so elected shall serve for the remainder of the unexpired portion of the vacated term. A Director may be removed or suspended with cause by a two-thirds (2/3) majority vote of Directors then in office at a meeting duly called for the purpose.

For purposes of this section, removal for "cause" shall mean the violation of a material term, or repeated violations of any provision, of these By-Laws, the Articles of Organization or any duly adopted policy of the Corporation.

ARTICLE IV

MEETINGS OF BOARD OF DIRECTORS

Section 1 ANNUAL, REGULAR AND SPECIAL MEETINGS. The Board of Directors shall meet annually in October or on such other date as determined by the Directors. A special meeting may be called in lieu of an annual meeting. At the annual meeting or special meeting in lieu thereof, the Directors shall: (a) elect directors and officers of the Corporation; (b) approve the annual budget of the Corporation; and (c) conduct any other business properly brought before the meeting. 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 for any purpose by the President or a majority of Directors.

Section 2 NOTICE. Except as provided below, at least two (2) weeks' prior written notice shall be given to the Directors stating the date, purpose, time and place of any meeting. Except as otherwise required by law, the Articles of Organization or these By-Laws, (a) separate notice of regular meetings, if fixed in advance or

occurring on a regular schedule agreed upon in advance by the Board of Directors, is not required, provided that all Directors have notice of such fixed or scheduled date, time and place; and (b) a special meeting called on an emergency basis, as determined by the President, may be called on twelve (12) hours' notice.

Section 3 QUORUM; VOTING; NO PROXIES. Subject to Article VII, Section 2 hereof, a majority of all Directors then in office shall constitute a quorum at all meetings. When a quorum is present, voting at any meeting shall be by majority of the votes cast except as required by law, the Articles of Organization or these By-Laws. In the event of a tie vote on any matter, the action shall be resolved by a separate vote of the Executive Committee at any meeting of such committee duly called for the purpose; *provided*, that if all members of the Executive Committee are present at the Board meeting during which the tie vote occurs and all members so agree, a separate Executive Committee session may be held during or immediately after such Board meeting without requiring the formal call of a separate Executive Committee meeting. Unless otherwise permitted by Massachusetts law, voting by proxy is not allowed at any meeting of Directors. In the absence of a quorum, the Directors present may adjourn the meeting until the next regular meeting of Directors or call a special meeting in accordance with these Bylaws.

Section 4 ACTION WITHOUT A MEETING. Any action required or permitted to be taken may be taken without a meeting if all Directors entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Consent may be given by facsimile transmission or, to the extent permitted by law, by electronic mail. Such consents shall be treated for all purposes as a vote at a meeting.

Section 5 REMOTE PARTICIPATION IN MEETINGS. Members of the Board of Directors or any committee of the Corporation may participate in a meeting of the Board of Directors or 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. Participation 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 given either before or after the action for which notice is required shall have the effect of written notice. Attendance by a Director at a meeting without protest as to notice shall have the effect of waiver of notice.

ARTICLE V

COMMITTEES OF THE BOARD OF DIRECTORS

Section 1 COMMITTEES GENERALLY. 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 acting by majority vote of all Directors then in office or these By-Laws may establish; *provided, however*, that in no event shall any committee (a) authorize distribution of Corporation funds, (b) fill vacancies on the Board of Directors, or (c) amend, restate or repeal the Articles of Incorporation or these By-Laws. Each committee shall be chaired by a Director and, except to fill a vacancy or as otherwise provided in these By-Laws, the chair of each committee shall be appointed by the Board of Directors at the annual meeting or special meeting in lieu thereof. All committees, and committee chairs, shall serve at the pleasure of the Board of Directors.

Except as the Directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or such rules, its business shall be conducted as nearly as may be in the same manner as is provided in these By-Laws for the conduct of business by the Directors, including the taking of minutes and requirements for establishing a quorum and voting. Any action taken by any committee shall be reported to the Executive Committee or Board of Directors no later than the date of the meeting of the Executive Committee or Directors next following the date of such action.

Section 2 EXECUTIVE COMMITTEE. The Corporation shall have an Executive Committee that shall, in addition to the duties and scope of authority given to such committee by vote of the Board of Directors from time to time, carry out the day-to-day business of the Corporation and act on behalf of the Board of Directors in between meetings of the Board. The members of the Executive Committee shall be the officers designated in Article VI, Section 3 of these By-Laws and any other officer or Director appointed to such committee by the Board of Directors from time to time, each to serve on the Executive Committee for a term that corresponds to each committee member's term as such officer of the Corporation or as otherwise determined by the Board of Directors.

The Executive Committee may not exercise power and authority that may not be delegated by the Board of Directors, and may not exercise the following powers: to appoint officers or Directors; to fill officer or Board of Directors vacancies; to remove or suspend officers or Directors from office; to change the number of Directors; to amend the Corporation's Articles of Organization or

By-Laws; to hire, terminate or establish the compensation of the Executive Director/CEO, if any; to change the principal office of the Corporation; to authorize a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation; to authorize a merger or consolidation of the Corporation; to authorize dissolution of the Corporation; or to initiate a bankruptcy proceeding. The Executive Committee shall maintain a written record of its work and report on such work in writing to the full Board of Directors.

Section 3

OTHER BOARD COMMITTEES. The Corporation shall have the following Board Committees, which shall have the authority and responsibilities as set forth below:

- a) Administration/Personnel. The Administration/Personnel Committee, in conjunction with the Board of Directors, is responsible for the administrative, personnel and legal functions of the Corporation as well as the development, implementation, and oversight of the policies and procedures governing the employment practices of the Corporation.
- b) Fund Development/Community Relations. The Fund Development/Community Relations Committee, in conjunction with the Board of Directors, is responsible for the strategic planning of successful fundraising, fund development, community relations and public outreach opportunities and goals.
- c) Budget & Finance. The Budget & Finance Committee, in conjunction with the Board of Directors, is responsible for (i) overseeing and planning for accounting and financial matters of the Corporation; (ii) preparing, or causing to be prepared, regular and annual financial reports and budgets; (iii) selecting and supervising any accounting firm or auditor of the Corporation; (iv) preparing or overseeing the preparation of, the Corporation's audit or financial report, tax reports and other financial reporting; and (v) other duties related to financial matters as determined by the Board of Directors from time to time. The Chair of the Budget & Finance Committee shall be the Treasurer.
- d) Nominating. The Nominating Committee is responsible for the recruitment, selection, and sustainability of Board membership. The Nominating Committee shall interview and evaluate all candidates for the Board and ensure each meets the following prerequisites:
  - The candidate has shown a dedication for, and willingness to support, all of the goals and aims of the Corporation.

- The candidate has studied and agreed to abide by these By-Laws, the Standing Rules and any other duly adopted policy of the Corporation.
- The candidate has completed an application for Board membership.

The Nominating Committee shall make its recommendations to the full Board as to candidates for election to the Board in accordance with these Bylaws.

## ARTICLE VI

### OFFICERS

Section 1     ENUMERATION; QUALIFICATION. The officers of the Corporation shall be a President, Vice President, Treasurer, Clerk and such other officers as the Board of Directors may from time to time elect. The President, Vice President, Treasurer and Clerk shall also be Directors. Individuals may hold more than one office at the same time, except for the offices of President and Clerk.

Section 2     ELECTION; TERM. Officers shall be elected by the Directors to terms of two (2) years. Except to fill a vacancy in office, Officers shall be elected at the annual meeting or special meeting in lieu thereof, and any election of officers must be held at a meeting of Directors duly called for the purpose. All officers shall be eligible to serve up to three (3) successive two-year terms in any one position. Service of six consecutive years in one position shall not preclude a Director from being elected to another officer position.

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 and such other duties as may be assigned by the Directors from time to time:

- a)     President: The President shall have the following powers and duties:
- i.     To be responsible to the Board of Directors for the administration of the Corporation's affairs.
  - ii.    To preside at all meetings of the Board and to call meetings where authorized by these By-Laws.
  - iii.   To sign contracts and other instruments on behalf of the Corporation, except that any contract which obligates the Corporation in excess of

One Thousand Dollars (\$1,000.00) shall require prior approval of the Board.

- iv. To chair the Executive Committee.
  - v. To serve as the official representative of the Corporation, or to designate an authorized representative, at such meetings of other groups as the Board determines is necessary or appropriate for the Corporation's participation.
  - vi. To be an *ex-officio* member of all committees, except the Nominating Committee.
- b) Vice President: The Vice President shall serve as an assistant to the President in all duties of the President, and shall assume the duties of the President in his or her absence or perform any duties delegated to him or her by the President. The Vice President shall be an *ex-officio* member of all standing and special committees of the Corporation, except the Nominating Committee.
- c) Treasurer: The Treasurer shall have the following powers and duties:
- i. To serve as Chairperson of the Budget & Finance Committee.
  - ii. To supervise the receipt and disbursement of all funds of the Corporation, including the payment and recording of bills.
  - iii. To deposit all money and valuables in the name and to the credit of the Corporation in such depositories as may be designated in accordance with Article X, Section 3.
  - iv. To pay all bills of the Corporation and to keep record of the same.
  - v. To submit reports of receipts, expenditures and condition of assets on a monthly basis to the Board or as otherwise required under these By-Laws.
  - vi. To prepare all necessary books, vouchers, and records (x) in connection with any audit of the Corporation or as otherwise necessary for preparing financial reports; (y) for the transfer of duties to a succeeding Treasurer of the Corporation; and (z) upon the request of the Board of Directors.
  - vii. To work with a Certified Public Accountant (CPA) to compile and analyze data for any annual audit or CPA review required to maintain tax exemption under section 501(c)(3) an public charity status at the state and federal level.
- d) Clerk: The Clerk shall have the following powers and duties:
- i. To maintain an accurate roster of the membership of the Board.

- ii. To maintain an accurate list of all Board committees and committee chairs, the members of the Boston Pride Committee (as defined in Article VIII) and personnel of the Corporation.
- iii. To record accurately the proceedings of all meetings of the Board, to prepare the minutes of such proceedings in writing and to keep such records of the Corporation in good order and safe custody.
- iv. To give, or cause to be given, notice of all meetings of the Board as required by these By-Laws.
- v. To keep the seal, if any, of the Corporation in safe custody.

Section 4 RESIGNATION. Any officer may resign at any time by giving written notice of such resignation to the President or, in the case of the President, to the Vice President. 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 OR SUSPENSION. An officer may be removed or suspended with cause by two-thirds (2/3) majority vote of Directors then in office at a meeting duly called for the purpose. Such removal or suspension 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.

For purposes of this section, removal for "cause" shall mean the violation of a material term or repeated violations of terms of these By-Laws, the Articles of Organization or any duly adopted policy of the Corporation.

Section 6 VACANCY. A vacancy in any office shall be filled by the Board of Directors at any meeting for the remainder of the unexpired term.

ARTICLE VII

COMPENSATION AND CONFLICT OF INTEREST

Section 1 DIRECTORS AND OFFICERS. Directors and officers may not receive compensation for serving as Directors or officers of the Corporation. Officers may be reasonably compensated for performing other services to, or for the benefit of, the Corporation. Directors and officers may be reimbursed for reasonable expenses incurred in connection with conducting the affairs of the Corporation.

Section 2 FIDUCIARY DUTY; CONFLICT OF INTEREST. The Directors and officers of the Corporation owe a fiduciary duty to the Corporation to act in good faith and in a manner that they reasonably believe to be in the Corporation's best



interests. This duty of loyalty requires the Corporation's Directors and officers to exercise independent judgment on behalf of the Corporation, placing the Corporation's best interests ahead of personal interests. In furtherance of this fiduciary responsibility, the Corporation shall have and comply with a Conflict of Interest Policy. Such policy may, for purposes of approval by independent Directors of matters with respect to which a conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws. Any financial remuneration to a Director, officer, key employee or, to the extent such transaction benefits a Director, officer, or key employee directly, for goods or services provided to the Corporation other than serving as Director, officer or key employee shall at all times be reasonable as determined by the Directors in compliance with the Corporation's conflict of interest policy; *provided*, that such policy shall require Directors, officers and key employees to disclose any personal financial interest in a transaction being considered by the Corporation, including such financial remuneration, and that unless the Board of Directors determines that such personal financial interest is immaterial, such Director, officer, or key employee shall recuse himself or herself from discussion and voting on the matter and shall not be counted for purposes of a quorum (where applicable); *provided, further*, that until such a policy is formally adopted by the Directors this provision shall serve, and hereby does serve, as the Conflict of Interest Policy of the Corporation.

ARTICLE VIII

PARTICIPATION IN THE CORPORATION BY OTHER AUTHORIZED PERSONS

Section 1. GENERAL. In accordance with, and subject to, Article II hereof, no person authorized by this Article VIII shall be considered a member or director of the Corporation under Massachusetts law, rules or regulations and shall have no rights thereunder except as the Board of Directors designates, including without limitation (a) shall have no right to notice of, or to vote at, any meeting; (b) shall not be considered for purposes of establishing a quorum; and (c) shall have no rights and responsibilities regarding the corporation pursuant to M.G.L. c.180 or any other applicable law, rule or regulation.

Section 2. NEW BOSTON PRIDE COMMITTEE. The Corporation shall have an advisory committee of volunteers, the members of which shall be comprised of (i) those persons serving as Chairs (the "Chairs") of certain working committees as described in subsection (a) below (each, a "Working Committee") and (ii) other persons verified by the Board or a committee thereof as participating

volunteers of the Corporation (“Participants” and, together with the Chairs, the “New Boston Pride Committee” or the “Committee”), as follows:

- a) Chairs. Chairs are those persons who are elected to lead a particular Working Committee in accordance with this section. Each Chair shall be responsible, subject to the Board of Directors, these By-Laws and all duly approved policies of the Corporation, for overseeing certain operations, events or functions of the Corporation. Chairs shall be appointed by the Board of Directors at any Board meeting upon consideration of the recommendation of a majority vote of the existing Chairs made at the August meeting of the New Boston Pride Committee. There shall be one (1) Chair for each of the following Working Committees, each to serve for the term indicated next to the position and in accordance with the Corporation’s Standing Rules in effect at any time. Chairs may be appointed to multiple terms. Responsibilities of each Chair position are outlined in the Standing Rules of the Corporation.
  - 1. Parade (2 year terms)
  - 2. Festival (2 year terms)
  - 3. Pride Day @ Faneuil Hall/Flag Raising (de facto City of Boston LGBT Liaison (1 year terms)
  - 4. Fundraising (1 year terms)
  - 5. Stuart Street Block Party (2 year terms)
  - 6. Perkins Street Block Party (2 year terms)
  - 7. Volunteers (2 year terms)
  - 8. Community Outreach (1 year terms)
  - 9. Media/Public Relations (2 year terms)
  - 10. Logistics (1 year terms)
  - 11. Merchandise (1 year terms)
  - 12. Entertainment (1 year terms)
  
- b) Participants. Any person who is an active participant in the activities and operations of the Corporations may be a Participant; *provided*, that the status of any person as a Participant shall be ultimately determined by the Board of Directors in accordance with these By-Laws and the Standing Rules of the Corporation.
  
- c) Rights of Chairs & Participants. Chairs are granted general authority to attend to the business of their committees in accordance with this Article VIII and have the right to participate in certain advisory votes to the Board of Directors, including the appointment of Chairs, as determined by the Board of Directors from time to time or as set forth in these By-Laws

or the Standing Rules of the Corporation. Participants have no voting rights unless otherwise determined by the Board.

- d) Withdrawal and Resignation. Any Participant of the New Boston Pride Committee may withdraw from participation in the Corporation and any Chair may resign as chair of his or her Working Committee at any time by delivering a written notice of such withdrawal to the President or the Clerk. Such withdrawal shall be effective at the time and date specified therein or upon receipt if no time is specified.
- e) Removal or Suspension. A Chair or a Participant may be removed or suspended with or without cause at any time by the Directors. Upon removal or suspension, all authority, rights, benefits and obligations of Chair or Participant status shall cease immediately and without further action by the Directors.
- f) New Boston Pride Committee Meetings. The New Boston Pride Committee shall meet regularly on a schedule as determined by the Board of Directors and with the advisement of the Chairs.

Section 3 BENEFACTORS, SPONSORS, ADVISORS, FRIENDS. Subject to Article II of these By-Laws, 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.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1. INDEMNIFICATION BY CORPORATION.

- (a) The Corporation shall to the extent legally permissible and consistent with the Corporation's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former Directors and officers and any person who serves or has served, at the Corporation's request, as Director, officer, trustee or member of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of the foregoing) (each, an "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified



- iii. if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
- iv. by a court of competent jurisdiction.

(e) The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person or Agent may be entitled as a matter of law. The Corporation's obligation to provide indemnification under these By-Laws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the Corporation or any other person.

ARTICLE X

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 be the calendar year 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 or other persons or agents who in addition to or instead of the President or the Treasurer shall be authorized to receive 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 as the President, Treasurer or the Board of Directors may from time to time designate or with such other corporations, firms, or individuals as the Board of Directors may from time to time designate.
- Section 4 EXECUTION OF DOCUMENTS. Except as otherwise provided by law, the Board of Directors or these By-Laws, any two officers holding the positions of President, Vice President, Treasurer or Clerk may sign for the Corporation all

deeds, agreements and other formal instruments, and such officers, acting jointly, are hereby so authorized.

Section 5 COMMUNICATION BY FACSIMILE, ELECTRONIC, OR OTHER WRITTEN MEANS. Written notice or waiver of notice or other communication under these By-Laws may be given by facsimile transmission or other means of written communication, including, to the extent permitted by law, electronic mail.

### ARTICLE XI

#### AMENDMENTS TO GOVERNING DOCUMENTS

Section 1. APPROVAL. These By-Laws may be amended, restated or repealed by majority vote of all Directors then in office. The Articles of Organization may be amended or restated by a two-thirds (2/3) vote of all Directors then in office unless otherwise required by Massachusetts law.

Section 2. NOTICE OF CHANGE TO BY-LAWS OR ARTICLES OF ORGANIZATION. The Clerk of the Corporation shall deliver to each Director notice of any proposed amendment, restatement or repeal of any provision of these By-Laws or the Corporation's Articles of Organization, including a copy of the text of the proposed change or a summary thereof, in accordance with the notice provisions contained in Article IV, Section 2 of these By-Laws.

Adopted: April 26, 2007

#038822

FEDERAL IDENTIFICATION NO. 04-3453792

The Commonwealth of Massachusetts

William Francis Galvin Secretary of the Commonwealth One Ashburton Place, Boston, Massachusetts 02108-1512

RESTATED ARTICLES OF ORGANIZATION (General Laws, Chapter 180, Section 7)

Examiner

Name Approved

We, Linda DeMarco, President / Vice President, and Pierce Durkin, Clerk / Notary Clerk, of The New Boston Pride Committee, Inc. (Exact name of corporation) located at 398 Columbus Avenue #285, Boston, MA 02116 (Street address of corporation in Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on January 30, 20 07, by a vote of 14 members, 3 directors, or 14 shareholders.

- Being at least two-thirds of the members or directors legally qualified to vote in meetings of the corporation where there is no amendment to the Articles of Organization; OR
Being at least two-thirds of its members legally qualified to vote in meetings of the corporation where there is an amendment to the Articles of Organization; OR
[checked] Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3 and there is an amendment to the Articles of Organization; OR
In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein where there is an amendment to the Articles of Organization.

C P M R.A. checkboxes

\*Delete the inapplicable words. \*\*Check only one box that applies. Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring such addition is clearly indicated.

R.C.

00000000000000000000000000000000

**ARTICLE I**

The name of the corporation is:

The New Boston Pride Committee, Inc.

**ARTICLE II**

The purpose of the corporation is to engage in the following activities:

The corporation is organized for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In particular, the corporation shall (a) educate the public as to the personal rights and civil liberties of lesbian, gay, bisexual and transgender individuals; (b) develop and promote lesbian, gay, bisexual and transgender cultural events; and (c) to carry out and conduct such other activities and programs in furtherance of the foregoing purposes as may be carried out and conducted by a corporation organized under Chapter 180 of the Massachusetts General Laws.

**ARTICLE III**

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

None.

**ARTICLE IV**

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See Continuation Pages IV(a) - IV(b).

*\*\*If there are no provisions, state "None".  
Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.*



*The New Boston Pride Committee, Inc.*  
Amended & Restated Articles of Organization  
Continuation Page IV(a)

**Article IV. Other Lawful Provisions**

IV. Other Lawful Provisions, if any, for the Conduct and Regulation of the Business and Affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or officers, are as follows:

(a) The corporation shall have and may exercise in furtherance of its corporate purposes all of the powers specified in Section 6 of Chapter 180 and in Sections 9 and 9A of Chapter 156B of the Massachusetts General Laws (except those provided in paragraph (m) of said Section 9) as now in force or as hereafter amended; provided, however, that no such power shall be exercised in a manner inconsistent with said Chapter 180 or any other chapter of the Massachusetts General Laws or inconsistent with the exemption from federal income tax to which the corporation shall be entitled under Section 501(c)(3) of the Internal Revenue Code.

(b) The corporation shall, to the extent legally permissible, indemnify each person who serves as one of its directors or officers, including persons who serve at its request as directors or officers of another organization in which it has an interest or in a capacity with respect to an employee benefit plan, and may indemnify its employees and authorized agents, in each case in accordance with the provisions set forth in the by-laws of the corporation. The corporation may purchase and maintain insurance on behalf of any such indemnified person against any liability incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability.

(c) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Except to the extent permitted by Section 501(h) of the Internal Revenue Code, no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(a) of the Internal Revenue Code.

*The New Boston Pride Committee, Inc.*  
Amended & Restated Articles of Organization  
Continuation Page IV(b)

(d) Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation pursuant to M.G.L. c. 180, §11A to one or more organizations with similar purposes and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code as the board of directors shall determine or as may be required under M.G.L. c. 180.

(e) The corporation may have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with M.G.L. c. 180 or any other chapter of the General Laws of the Commonwealth of Massachusetts.

(f) No director or officer shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as such officer or director notwithstanding any provision of law imposing such liability except to the extent that such exemption from liability is not permitted under Chapter 180 of the Massachusetts General Laws.

(g) If and for so long as the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or by-laws of the corporation, the following provisions shall apply:

The income of the corporation shall be distributed for each taxable year at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

(h) All references to the "Internal Revenue Code" contained herein shall be to the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

000000000000

**ARTICLE V**

The effective date of the Restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

**ARTICLE VI**

The information contained in Article VI is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:  
398 Columbus Avenue #285, Boston, MA 02116

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS	
President:	Linda DeMarco	7 Seaport Drive, Quincy, MA	02171	Same
Treasurer:	Linda DeMarco	Same as above		
Clerk:	Pierce Durkin	40 Westford Street, Allston, MA	02134	Same
Directors: (or officers having the powers of directors)	Keri Aulita, Vice President	98 Neponset Ave., Hyde Park, MA	02136	Same

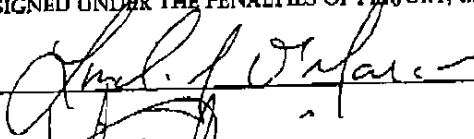
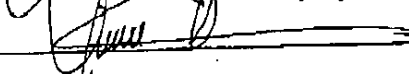
DIRECTORS: Linda DeMarco, Pierce Durkin, Keri Aulita, all with addresses as above.

c. The fiscal year of the corporation shall end on the last day of the month of: December  
d. The name and business address of the resident agent, if any, of the corporation is: Not applicable

\*\*We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

- Article II -- restatement of purposes with no substantive change;
- Article III -- statement that the corporation is a non-member corporation under M.G.L. c. 180;
- Article IV -- update provisions regarding amendments, liability issues and tax-exemption matters; and
- Article VI -- fiscal year changed to calendar year

SIGNED UNDER THE PENALTIES OF PERJURY, this 30th day of January, 2007

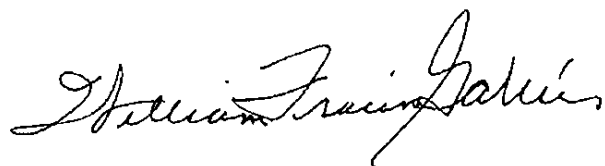
  
 \_\_\_\_\_, \*President / ~~Wice President~~,  
  
 \_\_\_\_\_, \*Clerk / ~~Resident Agent~~

\*Delete the inapplicable words. \*\*If there are no such amendments, state "None".

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:  
February 01, 2007 3:49 PM



WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*