

SECOND AMENDED AND RESTATED CORPORATE BYLAWS

OF

NEW ENGLAND ROMANCE WRITERS, INC.

June 2021

ARTICLE 1

Name and Location

Section 1.1. Name. The name of this corporation (sometimes referred to as “NERW” or the “Association”) is New England Romance Writers, Inc.

Section 1.2. Location. The Association may have offices within the Commonwealth of Massachusetts as the Board of Directors (“Board”) may determine.

ARTICLE 2

Purposes and Limitations

Section 2.1. Purposes. NERW is a corporation organized under Chapter 180 of the Massachusetts General Laws for the purposes enumerated in its Articles of Organization, as amended from time to time (the “Articles of Organization”).

Section 2.2. Limitations.

2.2.1. Notwithstanding any other provision of these Bylaws, this Association will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c)(6) or by a nonprofit corporation formed under the laws of the Commonwealth of Massachusetts (“Massachusetts Law”). All policies and activities of the Association will be consistent with applicable federal, state, and local antitrust, trade regulation, or other legal requirements; and applicable tax exemption requirements including the requirements that the Association not be organized for profit and that no part of its earnings inure to the benefit of any private individual.

2.2.2. It is intended that the Association will be entitled to exemption from federal income tax under IRC Section 501(c)(6). As required for organizations entitled to exemption from federal income tax under IRC Section 501(c)(6), members of the Association must not deduct any dues paid to the Association that are used for the purpose of lobbying or attempting to influence legislation.

ARTICLE 3

Members

Section 3.1. Members. Membership classifications will be as follows:

3.1.1. General. General membership in the Association will be open to all persons seriously pursuing a romance fiction writing career (referred to herein as “General Members”).

3.1.2. Associate. Associate membership in the Association may be granted to people who have an interest in writing or have a connection to the romance genre but who do not meet the qualifications set forth in this Article for General Members. Examples include, but are not limited to, reviewers, bloggers, agents, editors, and publishers, as well as librarians, book sellers, and non-career-focused romance writers (referred to herein as “Associate Members”, and together with the General Members, collectively, “members”).

Section 3.2. Membership Eligibility. All individuals who are involved in or associated with the romance writing profession, who have attained the age of 18, and who agree to accept the purposes of this Association and to faithfully observe and be bound by the Bylaws of this Association will be eligible to apply for membership pursuant to procedures established by the Board.

Section 3.3. Changes in Membership Classification. Any change in a member’s classification will be deemed effective for all purposes immediately.

Section 3.4. Membership Qualification. Membership in this Association will be granted only after the Association’s acceptance of a completed membership application and receipt of the required membership dues. The terms and conditions of membership in the Association will be determined exclusively by the Association.

Section 3.5. Determination of Membership Dues and Obligation to Pay. The Association’s Board will fix the amount of annual membership dues and/or assessments for all membership classes. Such dues and/or assessments must be paid in accordance with a schedule approved by the Association’s Board. Membership in the Association carries a definite obligation to pay membership dues as well as any assessments established by the Association’s Board. Dues and assessments are not refundable for any reason.

Section 3.6. Duration of Membership. The term of membership in this Association will be established by the Association’s Board and will be automatically renewable upon timely payment of membership dues, as determined by the Association’s Board.

Section 3.7. Termination of Membership. Membership in this Association will be terminated if a member does not pay their Association membership dues, in full, by the established due date. Membership in this Association will also be terminated by the death of the member, by

expulsion, or by the submission of an acceptable form of written notice of membership resignation to a member of the Board.

Section 3.8. Expulsion. Any member may be expelled for adequate reason by a two-thirds vote of all Board members eligible to vote. Any member proposed for expulsion will be given advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing before the Board, and final written notice of the Board's decision.

Section 3.9. Compliance with the Code of Conduct. All Association members, Officers, and Directors must comply with the Code of Conduct.

Section 3.10. Voting Rights. Only General Members will be entitled to vote on matters submitted to a vote of the Association's members. General Members are permitted to vote for the election of Officers and Directors, the recall of Officers and Directors as provided in Section 5.4 below, amendments to the Articles of Organization and these Bylaws (as provided herein), the dissolution of the Association pursuant to Section 11A of Chapter 180 of the Massachusetts General Laws, and, only to the extent required by Section 8A of Chapter 180 of the Massachusetts General Laws, any transaction pertaining to the sale, lease, exchange or other disposition of all or substantially all of the Association's property and assets, unless it will not result in a material change in the nature of the activities conducted by the Association. Each General Member is entitled to one vote on each such matter.

ARTICLE 4

Board of Directors

Section 4.1. General Powers. Except as otherwise provided in the Articles of Organization the affairs of the Association will be governed by its Board. The Board is responsible for the supervision, control, and direction of the Association, and the Board will have the duties of a board of directors under Massachusetts Law, including but not limited to the duty to carry out the objectives and purposes of the Association. The Board may exercise all powers of the Association under Massachusetts Law except as otherwise reserved in these Bylaws and the Articles of Organization of the Association.

Section 4.2. Composition. The Board will be composed of the Directors and Officers of the Association, who will have the powers of Directors pursuant to Section 6A of Chapter 180 of the Massachusetts General Laws. The duties and voting rights of all Officers and Directors must comply with Massachusetts Law and be outlined in the Association's policies. The total composition of the Association's Board will consist of no less than three and no more than seven Officers and Directors.

4.2.1. Officers. Officers of the Association will be the President, Secretary, Treasurer, and such other officers as the Board deems desirable. Each Officer will also have the powers of a Director, pursuant to Section 6A of Chapter 180 of the Massachusetts General Laws, and shall serve on the Board. The Secretary will serve as the Association's

“clerk” under applicable Massachusetts Law. Officers will take office no later than January 1 of the year following their election. The Officers will perform those duties that are usual to their positions and that are assigned to them by the Board and/or described in the Association’s policies and/or required by Massachusetts Law.

4.2.2. Directors. The individual members of the Board will be known as “Directors”. The Board will determine the number of Directors, up to a maximum of seven.

4.2.3. Voting. The voting members of the Board of the Association will consist of the elected and appointed Officers of the Association and any additional elected or appointed Directors, up to a maximum of seven Officers and Directors. Other attendees at Board meetings who are not Directors cannot vote.

Section 4.3. Removal or Resignation of Officers or Directors.

4.3.1. Automatic Removal. Any Officer or Director who fails to maintain membership in the Association will be automatically removed from office, without any vote of the Board.

4.3.2. Removal for Cause. By the affirmative vote of at least two-thirds of the voting members of the Board, any Officer or Director may be removed from office for cause, which will be defined to mean gross misconduct or material refusal or material failure to perform any of their duties and responsibilities as an Officer or Director, including, without limitation: (a) refusal to comply with any lawful directive or policy of the President and/or the Board of Directors of which the Officer or Director has actual knowledge, which refusal is not cured by the Officer or Director within 30 days of such written notice from the Association; (b) if the Officer or Director acts (including a failure to act) in a manner which constitutes willful misconduct, gross negligence, or insubordination; (c) upon the Association’s determination that, in the reasonable judgment of the President and/or the Board of Directors, the Officer or Director has: (i) committed an act of fraud, personal dishonesty or misappropriation relating to the Association, or (ii) committed any other act causing material harm to the Association’s standing or reputation, or any act of dishonesty, embezzlement, unauthorized use or disclosure of confidential information or other intellectual property or trade secrets; (d) upon a material breach or violation by the Officer or Director of these Bylaws, the Association’s policy manual, the Association’s Code of Conduct, or any fiduciary duty to the Association; or (e) upon the Officer or Director’s arrest, indictment for or conviction (or the entry of a plea of a nolo contendere or equivalent plea) in a court of competent jurisdiction of a felony or any misdemeanor involving material dishonesty or moral turpitude. Any Officer or Director proposed for removal will be given advance written notice including the reason for the proposed removal, an opportunity to contest the proposed removal in writing before the Board of Directors’ decision, and final written notice of the Board of Directors’ decision. For the avoidance of doubt, any removal of an Officer pursuant to this Section 4.3.2, will serve as removal from both their Officer position and from their membership on the Board as a Director.

4.3.3. Recall. Any Officer or Director may be removed from office by membership recall election, as described in Section 5.4 of these Bylaws.

4.3.4. Resignation. Any Officer or Director may resign at any time by delivering written notice to any other member of the Board. Any such resignation will be effective and binding upon receipt or, if a later time or date is specified in such resignation, at such later time or date.

Section 4.4. Vacancies. Any vacated or newly created Officer or Director position will be filled by appointment by the President, subject to approval by the Board, as promptly as reasonably possible. Any such appointee to a new or vacant position will serve until the end of the then-current calendar year. An election will then be held to fill the remainder of any unexpired term for that position. If the office of President becomes vacant, then the position will be filled in accordance with Massachusetts Law by a General Member who meets the qualifications set forth in Section 5.2.1 of these Bylaws.

4.4.1. Eligibility. Candidates eligible for appointment to a vacant position must be General Members who otherwise meet the position requirements as defined in these Bylaws.

Section 4.5. Resolution of Disputes. The Board will make the final decision in all disputes among committees, Officers, Directors, and/or others concerning Association functions and business. Any Officer or Director involved in a dispute must recuse themselves from the Board's decision-making process in resolving such dispute.

Section 4.6. Nonvoting Advisors to the Board. The immediate past President will serve as a nonvoting advisor to the Board for one year after the end of their term, unless they are elected or appointed to another office or as a Director during the year following the end of their term as President, except that no President who resigns or is removed from office prior to completing their term or who ceases to be a member of the Association will serve as a nonvoting advisor.

ARTICLE 5

Elections

Section 5.1. Election Schedule. Elections of Officers and Directors will be conducted during the fourth quarter of the Association's fiscal year. Officers and Directors will take office on the first day of the new fiscal year, subject to any timely filed challenges.

Section 5.2. Qualifications. In order to be eligible for a Board position (whether elected or appointed), a candidate must: (1) be a General Member of NERW; (2) have been a General Member of NERW for a minimum of the six months before taking office, unless a longer term is required herein; (3) not have a conflict of interest that would disqualify the person from holding the intended office, including pursuant to the Association's Conflict of Interest policy; and (4) not have been determined by the Board to have violated at any time the Code of Conduct. Candidates for specific positions must also have the following qualifications:

5.2.1. President. Candidates for President (1) must have been a General Member of the Association for a minimum of the 12 months before taking office and (2) must have completed one full year of Board service with the Association or a similar tax-exempt writing organization or must have a combination of experience and training acceptable to the Board; and must meet any other qualifications applicable to such position set forth in the Association's policies.

5.2.2. Treasurer. Candidates for Treasurer must possess strong business and financial skills and : (1) must have been a General Member of the Association for a minimum of the 12 months before taking office and (2) must have completed one full year of Board service with the Association or another tax-exempt organization or must have a combination of experience and training acceptable to the Board; and must meet any other qualifications applicable to such position set forth in the Association's policies.

5.2.3. Other Officers and Directors. Candidates for Secretary, other Officer roles, or Director (1) must have experience serving on the board of directors or a committee of the Association or another tax-exempt organization, and/or (2) must have received verified training acceptable to the Board, and/or (3) must have other relevant experience valuable to the Association and acceptable to the Board; and must meet any other qualifications applicable to such position set forth in the Association's policies.

Section 5.3. Term Lengths and Limitations. An individual may hold only one position on the Board at any time. No candidate may run for more than one position at a time. Directors may run for office while serving on the Board. Terms for Officers and Directors will be no longer than two years in length and commence on the first day of the fiscal year. An individual may serve no more than three consecutive full terms in any one office, except in such cases in which a replacement has not been elected or appointed and State law requires the individual to remain in office. Term limits must comply with Massachusetts Law and be outlined in the Association's policies.

Section 5.4. Recall Elections. Any member of the Board may be removed from office by the General Members in a membership recall election. For the avoidance of doubt, any recall of an Officer pursuant to this Section 5.4 will serve as a recall from both their Officer position and from their membership on the Board as a Director.

5.4.1. Initiation. A recall election must be initiated by filing a petition for recall with the Board.

5.4.2. Petitions to Recall Officers and Directors. Petitions to recall Officers and Directors must be signed by ten percent (10%) of the General Members listed on the Association membership roster as of the date the petition is filed.

5.4.3. Recall Outcome. Promptly following receipt of a valid recall petition, the Association will hold a recall election. An Officer or Director will be removed from

office if a majority of the eligible recall election votes cast are in favor of the recall. The election results will be effective immediately.

ARTICLE 6

Meetings

Section 6.1. Meetings of the Members.

6.1.1. Annual General Meeting. All Association members will be welcome to attend the annual general meeting of the Association, which will be held at a time and place determined by the Board. Meetings may be held in person or remotely using audio or video conferencing technology to the extent permitted by law.

6.1.2. Special Meetings. Special meetings of the members may be called by the President or the Directors, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other Officer, upon written application of members representing at least ten percent (10%) of the smallest quorum of members required for a vote upon any matter at the annual meeting of members as of the date the petition is delivered, by petition signed by such members and delivered to any Board member. The Board will fix the time and place for all special meetings, provided that a special meeting called by the General Members must be held not later than 90 days after receipt of a petition properly filed by members.

6.1.3. Record Date. The Board may fix in advance a reasonable record date for determining the members entitled to notice of, or to vote at any meeting of the members or in any member vote (including an election) held outside of a meeting of the members, which record date must be not more than 60 days prior to the date of the meeting. If no record date is otherwise fixed by the Board, the record date for determining the members entitled to vote will be the date on which the meeting is held.

6.1.4. Notice. Reasonable notice of all elections and all votes and meetings of the members will be given to members no less than 15 days prior to the date of such election, vote, or meeting. For meetings, each such notice must include the time, place, and, in cases of a special meeting, the purpose(s) and proposed agenda for which the meeting is called. For votes and elections outside of meetings of the members, the notice must include the matter(s) being voted on and the dates and times voting will be held.

6.1.5. Quorum. Members holding twenty-five percent (25%) of the votes entitled to be cast, represented in person, remotely (to the extent permitted by law), or by proxy, will constitute a quorum for the transaction of business requiring a vote at any meeting of the members.

6.1.6. Manner of Acting. The act of the majority vote of the General Members present in person, remotely, or by proxy at a duly called meeting of the members at which a quorum is present will be the act of the members, unless the vote of a greater number is required by law, the Articles of Organization or these Bylaws. The members may also act

outside of meetings of the members by member vote on any matter (including elections), which vote may be conducted by mail, fax, electronic message or other electronic communication system, electronic voting (to the extent permitted by law), or by any combination of those methods. The Board may allow proxy voting by any reasonable method prescribed by the Board, including, but not limited to, designating a Director or Officer of the Association to serve as proxy to vote in accordance with the wishes of members as indicated on a proxy statement on any matter properly brought before the members.

6.1.7. Minutes. Written minutes of each meeting of the members will be recorded by the Secretary and will contain the results of the deliberations of the members. Within 30 days after the meeting, the minutes must be submitted to the Board for approval. Promptly following such approval, the approved minutes will be available for the members through electronic publication and messaging by any electronic communication device or system that the Association utilizes.

Section 6.2. Meetings of the Board of Directors. Regular meetings of the Board will be held at least three times each year at such time and place as set by the President. Special meetings of the Board may be called by the President or by a majority of the voting Officers and Directors. The person or persons who call a particular special meeting of the Board may fix the time and place for such special meeting.

6.2.1. Notice. Each member of the Board will be notified of any Board meeting not less than 7 days before the date of such meeting. Such notice must include the time and place of the meeting. Such notice need not specify the purpose of the meeting unless required by law, the Articles of Organization, or these Bylaws, or unless there is to be considered at the meeting (i) contracts or transactions of the Association with interested persons, (ii) removal or suspension of an Officer or Director; or (iii) a vote to amend these Bylaws.

6.2.2. Quorum. A majority of the voting members of the Board then in office, present in person or remotely, will constitute a quorum for the transaction of business at any meeting of the Board.

6.2.3. Manner of Acting. The act of a majority of the voting members of the Board present in person or remotely at a duly called meeting of the Board at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, by the Articles of Organization, or by these Bylaws. Proxy voting is not permitted.

6.2.4. Action without Meeting. As and to the extent provided for in the Association's Articles of Organization, any action that may be taken at a meeting of the Board may be taken without a meeting if a consent in writing (which includes email and other electronic means of communication), setting forth the action to be taken, is signed by all Officers and Directors and the written consents are filed with the records of the meetings of the Board. Such consents will be treated for all purposes as a vote at a meeting.

6.2.5. Attendance by General Members. General Members will be allowed to attend all in-person or remote meetings of the Board as observers but must vacate the room or not be present remotely during Executive Session. The cost of attendance will be borne by the General Member.

6.2.6. Minutes. Written minutes of each meeting of the Board will be recorded by the Secretary and will contain the results of the deliberations of the Board. Within 30 days after the meeting, the minutes must be submitted to the Board for approval. Promptly following such approval, the approved minutes will be available for the members through electronic publication.

Section 6.3. Conduct of Meetings. The President will preside at all meetings of the Board or the Members. In the absence of the President, the Secretary will preside at all such meetings.

Section 6.4. Meetings by Telephone Conference or Other Remote Communications Technology. To the extent permitted by Massachusetts Law, Officers and Directors may participate in any meeting of the Board by means of conference telephone or similar communications equipment, or another suitable electronic communications system, including audio- or videoconferencing technology or the Internet, or any combination, but only if the system provides access to the meeting in a manner or using a method by which each Officer or Director participating in the meeting can communicate concurrently with every other participant and can be clearly audible to one another. Regular and special meetings of the members must be held in person to the extent reasonably possible, but may be held remotely to the extent permitted by Massachusetts Law, using an electronic communications system as described in this Section that allows each General Member to be able to communicate concurrently with every other participant and to be clearly audible to each other in the event an in-person meeting of the members is not possible, the Association must take reasonable measures to (a) verify that each person present is, in fact, a member and (b) allow for concurrent participation during the meeting.

Section 6.5. Waiver of Notice. Whenever any notice is required to be given under the provisions of Massachusetts Law, the Articles of Organization, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. Attendance at a meeting will constitute a waiver of notice of such meeting unless the person attends such meeting solely to object to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 6.6. Voting Members List.

6.6.1. Voting Members List. Not later than two business days following the record date for any meeting or vote of the members, the Association will prepare a complete and correct alphabetical list of the members entitled to vote as of the record date. The list of members must state the name and email address of each member.

6.6.2. Distribution. If and to the extent permitted by Massachusetts Law, a voting member (or a voting member's agent or attorney) may request in writing or by electronic transmission a copy of the list of voting members solely for the purpose of communication with other members concerning the meeting, vote, or elections. The Association will send a written copy and/or electronic transmission of the list, whichever is requested, promptly after a request is received. Any member may request and receive both forms of the list.

6.6.3. Fees. A reasonable fee for expenses may be charged to the member for a written copy, but in no case will fees be charged for an electronically transmitted copy.

6.6.4. Inspection. The list of voting members will be available for inspection by voting members, or a voting member's agent or attorney, at the Association's principal meeting location on the date of any meeting of members.

Section 6.7. Adjournment. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

ARTICLE 7

Committees

Section 7.1. Committees. Committees may be designated in policy or a resolution adopted by the Board. The President will appoint the committee chairs, subject to the approval of the Board, unless otherwise indicated in these Bylaws. All committees must have at least two members unless otherwise indicated in these Bylaws. Committees will perform the duties assigned to them by the Board, provided that any committee's powers are limited subject to M.G.L. Ch. 156B.

7.1.1. Standing Committees. The Board may establish various standing committees to carry on the affairs of the association. Standing committees will be listed in the Association's policies.

7.1.2. Special Committees. The Board may form special committees (including task forces) as necessary with approval by a majority of the Directors voting where a quorum is present in person or remotely.

Section 7.2. Vacancies. Vacancies in the membership of any committee will be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.3. Quorum and Manner of Acting. Unless the Board otherwise determines, committee meetings will be held at such places and at such times as the chair of such committee determines. Unless otherwise provided in these Bylaws or in the resolution of the Board designating a committee, a majority of the voting members of the committee will constitute a quorum, and the act of a majority of the voting members present at a meeting will constitute the act of the committee.

Section 7.4. Committee Minutes and Reports. If committees take minutes of their meetings, the committee chairs or their designees will submit such minutes to the Secretary for retention. Committees must report to the Board quarterly or as otherwise requested by the Board.

ARTICLE 8

Compensation and Reimbursement of Expenses

No Officer, Director or committee member will receive any salary or compensation for their services as an Officer, Director, or committee member; however, the Association may reimburse certain Association-related expenses incurred by Officers, Directors and committee members, as determined by the Board.

ARTICLE 9

Inurement

No part of the net earnings of the Association will inure to the benefit of, or be distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the Association will be authorized and empowered to pay reasonable compensation for services rendered by employees, contractors, and others, and to make payments and distributions in furtherance of the purposes set forth herein. No Association funds may be used for any “hardship” or similar fund pursuant to which Association membership dues (or any similar expense) of any individual Association members are paid, but the Association can agree to administer any such fund if it is funded entirely through donations by individual members or others.

ARTICLE 10

Finances

Section 10.1. Fiscal Year. The fiscal year of the Association will begin on January 1 and end on December 31, or such other period established by the Board and approved by the IRS.

Section 10.2. Association Funds. All Association funds must be deposited in an account designated by the Board, and the Association will adopt and maintain an acceptable accounting system with appropriate checks and balances to safeguard Association funds.

Section 10.3. Operating Budget. Each year, the Treasurer will oversee the preparation of the Association’s operating budget for the ensuing fiscal year. Promptly following Board approval, the budget will be made available to the members. The budget may be amended by the Board when necessary.

Section 10.4. Contracts. The Board may authorize any Officer or Officers, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances, and unless so authorized by the Board, no Officer, agent, or

employee will have any power or authority to bind the Association by any contract or to pledge its credit for any purposes or to any amount.

ARTICLE 11

Books and Records; Property

Section 11.1. Books and Records. The Association must keep correct and complete books and records of account of the activities and actions of the Association, including a minute book which must contain a copy of the Association's application for tax-exempt status, copies of the IRS information return, and a copy of its Articles of Organization, Bylaws, and all amendments thereto. The Association must also keep minutes of the proceedings of its members, its Board, and committees having any of the authority of the Board in accordance with the Association's Record Retention Policy. The Association must maintain a record of the names and addresses of all members. The books of account will be open for inspection by any member or a member's legal representative at all reasonable times and with reasonable advance notice.

Section 11.2. Association Property. The following will constitute Association property and must be used only as described and permitted herein:

11.2.1. Membership List. The membership roster of this Association may be used only to promote or stimulate member engagement with the Association or to provide services to its members. It may not be used in whole or in part by any member for any other purpose, or used in whole or in part for the financial benefit of any individual, or given or sold in whole or in part to any nonmember, unless the Board has approved delivery of all or part of the roster to a nonmember for a specific purpose determined by the Board to promote or stimulate member engagement with the Association or to provide services to its members, and the nonmember agrees in writing to use the roster for the approved purposes only and for no other purpose. In addition, member legal names, telephone numbers, and residential or mailing addresses are considered confidential information that will be provided to nonmembers only pursuant to a valid confidentiality agreement or with the member's express consent.

11.2.2. Name, Logo, Etc. The Association's name, acronym, logo, website, and any other event or program names as outlined in Association policy are the property of the Association. This property must not be used, copied, imitated, or reproduced in any manner for any purpose by any individual, with the exception of normal, reasonable use of the names of the property in conversations and correspondence (but not included as part of a letterhead) without Board approval.

11.2.3. Other Property. Any books, publications, video or audio tapes, CDs or other media, Association files, records, forms, brochures, computer software, etc., or other real or personal property such as projectors, screens, microphones, or other equipment that has been given to, created by, or purchased by the Association will be considered the property of the Association, and not the property of any individual member. Such property may be borrowed from the Association by Association members upon approval of the Association's Board as long as such borrowing is allowed under the copyright, End

User License Agreement, and/or terms of use of the property. Procedures for borrowing Association property as well as examples of acceptable use of the property by Association members must be outlined in the Association's policies. Reproduction of such property is strictly forbidden unless such reproduction is allowed under the copyright, End User License Agreement, and/or terms of use of the property.

ARTICLE 12

Limitation of Liability and Indemnification

Section 12.1. Limitation of Liability. The personal liability of any present or former Officer, Director, and committee member of the Association is hereby eliminated to the fullest extent permitted by Massachusetts Law.

Section 12.2. Indemnification. To the fullest extent permitted by Massachusetts Law and consistent with the Association's tax exempt status, the Association will indemnify and hold harmless each present and former Officer, Director, and committee member of the Association (the "Indemnified Person") against any and all liabilities, costs, and expenses (including but not limited to any judgments, fines, penalties, court costs and attorneys' fees and the cost of reasonable settlements) reasonably incurred by such Indemnified Person or on their behalf in connection with any threatened or actual legal action or proceeding, whether civil, criminal, administrative, or investigatory, in which such Indemnified Person may be involved, directly or indirectly, by reason of such individual being or having been an Officer, Director, or committee member of the Association, or by reason of any action alleged to have been taken or omitted by such Indemnified Person in such capacity. Such indemnity will be effective only in the event that the Indemnified Person provides the Board, within a reasonable time after the institution of such action or proceeding, written notice thereof. Such indemnity will not be deemed exclusive of any other rights to which the Indemnified Person may be entitled under any bylaw, agreement, or otherwise. Such indemnity will inure to the benefit of the heirs, executors, or administrators of each Indemnified Person. The Association may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board, and the Association's obligation to provide indemnification under these Bylaws will be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the Association or any other person. Such indemnification will not be made if the Indemnified Person is finally adjudged in such action, suit, or proceeding not to have acted in good faith in the reasonable belief that their action or omission was in the best interests of the Association.

ARTICLE 13

Duration and Dissolution

The duration of the Association will be perpetual, except that it may be dissolved in the manner provided by the Massachusetts Law; provided, however, that no dissolution of this Association will be effected unless approved by the Board and the General Members of this Association as required by the Massachusetts Law. Upon the dissolution of the Association or the winding up of its affairs, and after paying or making provision for the payment of all the liabilities of the

Association, all remaining assets of the Association will be distributed to a nonprofit literacy charity and/or other nonprofit organization to be determined by the Board.

ARTICLE 14

Amendments

Alterations to, amendments to, and repeal and replacement of these Bylaws may be proposed by (i) petition signed by at least five percent (5%) of the General Members listed on the Association's membership roster as of the date the petition is filed by submitting it to the Board or (ii) the Board (by resolution approved by the affirmative vote of a majority of the voting members of the Board present in person or remotely at a duly called regular or special meeting of the Board at which a quorum is present or by unanimous written action without such meeting).

Notice and text of any member-proposed Bylaws amendments must be delivered to the President at least 60 days before the members will vote. Notice and text of any proposed Bylaws amendments must be given to the members at least 15 days before the date of the meeting of the members at which such vote will occur or before the date of any member vote (or earliest date of any multi-day voting period) without a meeting.

In the event such alterations, amendments, or repeal and replacement of these Bylaws are proposed by a member petition pursuant to (i) above, the Bylaws may be altered, amended, or repealed and new Bylaws adopted by (A) a majority vote of the Board of Directors present in person or remotely at any regular or special Board meeting at which a quorum is present or by unanimous written action without such meeting and (B) a majority of the General Members present in person, remotely, or by proxy and voting at any annual general meeting or special meeting of the members at which a quorum is present, or voting without a meeting by mail, fax, electronic message or other electronic communication system, or electronic voting (to the extent permitted by law).

In the event such alterations, amendments, or repeal and replacement of these Bylaws are proposed by the Board pursuant to (ii) above, the Bylaws may be altered, amended, or repealed and new Bylaws adopted by a majority of the General Members present in person, remotely, or by proxy and voting at any annual general meeting or special meeting of the members at which a quorum is present, or voting by mail, fax, electronic message or other electronic communication system, or electronic voting (to the extent permitted by law).

The Board of Directors may amend these Bylaws (without vote of the General Members) only to correct or classify ordering, wording, and punctuation as long as the meaning and intent of these Bylaws are not altered.

ARTICLE 15

Miscellaneous

Section 15.1. Governing Law. All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the Commonwealth of Massachusetts.

Section 15.2. Headings. The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify, or place any construction upon any of the provisions of these Bylaws.

Section 15.3. Severability. All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws will remain in full effect.

Section 15.4. Rules of Order. Robert's Rules of Order, latest edition, will serve as the guideline for conducting all meetings of the Association's Board and all meetings of the members, to the extent that such rules of order do not conflict with the Articles of Organization of this Association, these Bylaws, or applicable law.

Section 15.5. Policy Manual. The Board may adopt any additional written policies or procedures for the Association to the extent they are not inconsistent with or contrary to these Bylaws or Massachusetts Law.

Section 15.6. Code of Conduct. The Association must adopt a Code of Conduct, which must include rules that: (a) forbid improper use of the Association's membership information, (b) forbid behavior that damages the reputation of the Association, (c) forbid harassing, discriminatory, or violent acts; and (d) forbid anti-competitive actions, discussions, or exchanges. The Association's Code of Conduct may be revised from time to time by the Board of Directors.

Section 15.7. Nondiscrimination. The members, officers, directors, employees, contractors, and persons served by this Association will be selected on a nondiscriminatory basis with respect to race, color, sex, sexual orientation, gender identity or expression, body size, age, religion, ancestry, national or ethnic origin, immigration status, employment status, marital status, pregnancy status, ability or disability, genetic information, veteran status, socioeconomic status, and political affiliation.

Section 15.8. Notices. Unless specified otherwise, all notices required by these Bylaws to be in writing may be provided via mail, email, courier, or personal delivery.