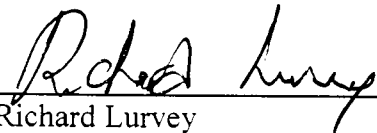


**BY-LAWS**  
**Of**  
**BOSTON LIVE CHARITY FUND, INC.**

A true and complete copy

  
Richard Lurvey  
Clerk  
Date: 10/17/05



**Boston Live Charity Fund, Inc.**  
By-Laws  
Table of Contents

**ARTICLE I - THE CORPORATION.....1**

    1. *Name* ..... 1

    2. *Purpose* ..... 1

**ARTICLE II - MEMBERSHIP .....1**

    1. *Members*..... 1

**ARTICLE III - BOARD OF DIRECTORS .....1**

    1. *Powers*..... 1

    2. *Composition*..... 1

    3. *Tenure* ..... 2

    4. *Resignation and Removal* ..... 2

    5. *Vacancies* ..... 2

    6. *Enlargement or Decrease in Number of the Board*..... 2

    7. *Regular Meetings*..... 2

    8. *Special Meetings*..... 2

    9. *Notice of Meetings* ..... 2

    10. *Actions of Board of Directors With and Without a Meeting*..... 3

    11. *Quorum*..... 3

    12. *Board Committees*..... 3

**ARTICLE IV - OFFICERS .....3**

    1. *Enumeration*..... 3

    2. *Election*..... 4

    3. *Tenure* ..... 4

    4. *Resignation and Removal* ..... 4

    5. *Vacancies* ..... 4

    6. *President*..... 4

    7. *Treasurer*..... 4

    8. *Clerk*..... 5

    9. *Executive Director* ..... 5

Boston Live Charity Fund, Inc.  
By-Laws  
Table of Contents  
(continued)

	<u>Page</u>
10. <i>Other Powers and Duties</i> .....	5
<b>ARTICLE V - INDEMNIFICATION</b> .....	<b>5</b>
<b>ARTICLE VI - AMENDMENTS</b> .....	<b>6</b>
<b>ARTICLE VII - MISCELLANEOUS PROVISIONS</b> .....	<b>7</b>
1. <i>Fiscal Year</i> .....	7
2. <i>Seal</i> .....	7
3. <i>Execution of Instruments</i> .....	7
4. <i>Transactions with Interested Parties</i> .....	7
5. <i>Dissolution</i> .....	8
6. <i>Gender</i> .....	8
7. <i>Articles of Organization</i> .....	8

**Boston Live Charity Fund, Inc.**

By-Laws

ARTICLE I - THE CORPORATION

1. Name. The name by which the corporation shall be known is Boston Live Charity Fund, Inc. (the "Corporation"). These By-Laws, the powers of the Corporation and of its Directors and Officers, and all matters concerning the conduct and regulation of the affairs of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Corporation's Articles of Organization.

2. Purpose. The Corporation is a corporation organized under Chapter 180 of the Massachusetts General Laws for the purposes enumerated in its Articles of Organization, as they may be amended from time to time. The principal office of the Corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Directors of the Corporation may change the location of the principal office in The Commonwealth of Massachusetts effective upon the filing of a certificate with the Secretary of State of the Commonwealth.

ARTICLE II - MEMBERSHIP

1. Members. The Corporation shall have no members. No person now or hereafter designated by the Corporation as a "member" for any purpose shall be or be deemed to be a member for purposes of the articles of organization or by-laws of the Corporation or for any purposes under Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote otherwise required or permitted by Chapter 180 or any other law, rule or regulation to be taken by the members shall be taken by action or vote of the same percentage of the directors of the Corporation.

ARTICLE III - BOARD OF DIRECTORS

1. Powers. The Board of Directors shall have general management and control over all of the property, affairs and funds of the Corporation and shall exercise all of the powers of the Corporation, except as otherwise provided by law, the Articles of Organization or these By-Laws. The Directors may determine their own duties in addition to those prescribed by the By-Laws, as well as the duties of all officers, agents and employees of the Corporation. The Directors shall serve without compensation, but may determine the compensation of officers and employees of the Corporation.

2. Composition. The Board of Directors shall consist of no less than three (3) Directors, such number of the Directors to be fixed by vote of the Directors at each annual meeting. Unless otherwise determined by vote of the Directors, there shall be only one class of Directors.

3. Tenure. Each Director shall hold office for the term of the class to which he is elected and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

4. Resignation and Removal. A Director may resign by delivering his resignation in writing to the Corporation at its principal office or to the President or the Clerk of the Corporation. Such resignation shall be effective upon its receipt or upon such date (if any) as is stated in such resignation, unless otherwise determined by the Board. A Director may be removed from office at any time with or without cause by vote of a majority of the Board of Directors at a special meeting called for that purpose. A Director may be removed for cause only if notice of such action shall have been given to all of the Directors, prior to the meeting at which such action is to be taken and if the Director so to be removed shall have been given reasonable notice and opportunity to be heard before the body proposing to remove him.

5. Vacancies. Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of Board, may be filled by the Directors by vote of a majority of the remaining Directors present at a meeting of Directors at which a quorum is present or by appointment of all of the Directors if less than a quorum shall remain in office. Each such Director elected to fill a vacancy for the unexpired term of the Director whom he replaced shall hold office until a successor is elected and qualified, or until his earlier death, resignation or removal. The Directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

6. Enlargement or Decrease in Number of the Board. The number of members of the Board of Directors may be increased or decreased at any annual or special meeting of Directors by a vote of Directors representing a majority of all votes which Directors are entitled to cast; provided that the number of Directors may only be decreased to eliminate vacancies resulting from the death, resignation, removal or disqualification of one or more Directors.

7. Regular Meetings. The Board of Directors shall hold a regular meeting each year for the election of Directors and Officers and the conduct of other business, at such time and place as the President or Directors shall designate. Other regular meetings of the Directors may be held at such places and at such times as the Directors may determine.

8. Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place when called by the President or by two or more Directors.

9. Notice of Meetings. Notice of the time and place of each meeting of the Board of Directors shall be given to each Director by mail (postage prepaid and properly addressed) or electronic mail (i.e., email) posted at least five days before such meeting, or by telecopy or telegram sent at least forty-eight hours before the meeting, or by delivery in person or by telephone at least twenty-four hours before the meeting. Notice shall be deemed properly given by mail, telecopy or telegram when addressed and sent to the Director at the Director's address as it appears in the records of the Corporation. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him (or his

attorney duly authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice before the meeting or before action is taken at the meeting. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or these By-Laws.

10. Actions of Board of Directors With and Without a Meeting. Except as otherwise required by law, the Articles of Organization or these By-Laws, any action of the Board of Directors, including the election of Officers, shall be taken by the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all of the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting. Directors or members of any committee designated by the Directors may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other at the same time; in such event, participation by such means shall constitute presence in person at a meeting.

11. Quorum. At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Each Director shall have one vote. 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.

12. Board Committees. The Directors may elect or appoint one or more committees (including but not limited to an Executive Committee) and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the Directors are delegated shall consist solely of Directors. Unless the Directors otherwise determine, an Executive Committee elected by the Directors shall have the power to act for the full Board of Directors on all matters between meetings of the Directors, except for such matters as are specified in Section 55 of Chapter 156B. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.

#### ARTICLE IV - OFFICERS

1. Enumeration. The officers of the Corporation shall consist of a President, a Treasurer and a Clerk, or such other officers having other titles but having the powers of President, Treasurer and Clerk as the Board of Directors may determine. The Corporation may have such other officers and assistant officers as the Board of Directors may determine, including without limitation a Chairman of the Board and one or more Vice-Presidents, Assistant Treasurers and Assistant Clerks. Any two or more offices may be held by the same person, except that the President and the Clerk shall not be the same person. An officer may but need not be a Director of the Corporation. If required by the Directors, any officer shall give the

Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

2. Election. The President, Treasurer, and Clerk shall be elected annually by the vote of a majority of the Board of Directors present and voting (excluding abstentions) at the annual meeting. Other officers may be elected by the vote of a majority of the members of the Board of Directors present and voting (excluding abstentions) at such meeting or at any other meeting at which there is a quorum.

3. Tenure. Except as otherwise provided by law, the Articles of Organization or these By-Laws, the President, Treasurer, Clerk and all other officers shall hold office until the next annual meeting of the Board of Directors and thereafter until their successors are elected and qualified.

4. Resignation and Removal. An officer may resign by delivering his resignation in writing to the Corporation at its principal office or to the President or the Clerk of the Corporation. Such resignation shall be effective upon receipt or upon such date (if any) as is stated in such resignation, unless otherwise determined by the Board. The Board of Directors may remove any officer with or without cause by a vote of a majority of the Directors, at a meeting of the Board of Directors called for that purpose. An officer may be removed for cause only if notice of such action shall have been given to all of the Directors prior to the meeting at which such action is to be taken and if the officer so to be removed shall have been given reasonable notice and opportunity to be heard before the Board of Directors.

5. Vacancies. A vacancy in any office may be filled by vote of a majority of the Directors at any meeting of Directors at which a quorum is present or by appointment of all of the Directors if less than a quorum of Directors shall remain in office. Each such successor shall hold office for the unexpired term of his predecessor and in the case of the President, Treasurer and Clerk, until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed, or becomes disqualified.

6. President. The President shall be the chief operating officer and, unless otherwise voted by the Board of Directors, the chief executive officer of the Corporation. The President shall have, subject to oversight by the Directors, general supervision and control of the business of the Corporation. The President shall, when present, preside at all meetings of the Directors and shall have such other powers and duties as may be vested in him by the Board of Directors. Unless otherwise determined by the Board, at each annual meeting of the Corporation the President shall submit a report of the operations of the Corporation for such year and a statement of its affairs, and shall from time to time report to the Board all matters within his knowledge which he believes the interests of the Corporation require to be brought to its notice.

7. Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The Treasurer shall, subject to oversight by the Directors, maintain general supervision over the financial affairs of the Corporation, including its long-range financial planning, and shall cause to be kept accurate books of account. Unless otherwise