

BY-LAWS
OF
MASSACHUSETTS NONPROFIT NETWORK, INC.

SECTION 1

NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Name and Purposes. The name and purposes of the corporation shall be as set forth in the Articles of Organization.

1.2 Location. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the address set forth in the articles of organization. The directors may change the location of the principal office of the corporation in the Commonwealth of Massachusetts and establish such other office or offices as the directors may deem appropriate.

1.3 Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.4 Fiscal Year. The fiscal year of the corporation, unless otherwise decided by the directors, shall end on December 31 in each year.

SECTION 2

MEMBERS

2.1 Qualification and Dues. The members shall be as follows:

_ Voting Members: any Massachusetts nonprofit corporation which has been determined by the Internal Revenue Service to be exempt under Section 501(c)(3) or (c)(4) of the Internal Revenue Code.

_ Affiliate Members: Organizations not eligible to be Voting Members and individuals supportive of the mission of the corporation.

The Board of Directors shall establish a procedure for eligible parties to register as members. Members shall pay annual dues to be fixed by the Board of Directors. The Board of Directors may provide that different classes of members shall pay different dues. A member that fails to pay annual dues shall be disqualified.

2.2 Powers and Rights. In addition to the right to elect directors as provided in Section 4.1 and such other powers and rights as are vested in them by law, the Articles of Organization of the corporation, or these By-Laws, the members shall have such other powers and rights as the directors may designate.

2.3 Annual Meeting. The first annual meeting of the members shall be held in on a date and at a time fixed by the directors. Annual meetings thereafter shall be held each year on a date and at a time fixed by the directors. It is the intent to hold annual meetings in the spring of each year. The annual meeting may be held at the principal office of the corporation or at such other place within the United States of America as the directors shall determine.

2.4 Regular Meetings. Regular meetings of the members may be held at any time and at any place within the United States of America as the members or the president may determine.

2.5 Special Meetings. Special meetings of the members may be held at any time and at any place within the United States of America. Special meetings of the members may be called by the president or by the directors, and shall be called by the clerk or, in the case of the death, absence, incapacity, or refusal of the clerk, by any other officer, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.

2.6 Notice of Meetings.

(a) All Meetings. Reasonable notice of the time and place of each meeting of the members shall be given to each member. Such notice need not specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization of the corporation, or these By-Laws.

(b) Reasonable Notice. Except as otherwise expressly provided by law, the Articles of Organization of the corporation, or these By-Laws, it shall be reasonable notice to a member to send notice by mail at least seventy-two hours or by electronic mail or telecopier at least forty-eight hours before the meeting addressed to the member's last known business or residence address or to give notice to the member by telephone at least twenty-four hours before the meeting.

(c) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any member if the written waiver of notice, executed by the member (or the member's attorney thereunto duly authorized) before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

2.7 Quorum. At any meeting of the members a majority of the Voting Members, whether present in person or duly represented, shall constitute a quorum, except when a larger quorum is required by law, the Articles of Organization of the corporation, or these

By-Laws. Any meeting may be adjourned to such date or dates not more than ninety days after the first session of the meeting 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.

2.8 Voting. Each Voting Member shall have one vote. Affiliate Members shall not have voting rights. When a quorum is present at any meeting, a majority of the votes properly cast by Voting Members present or duly represented shall decide any question unless otherwise provided by law, the Articles or Organization of the corporation, or these By-Laws.

2.9 Action by Consent. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if the Voting Members having the minimum number of votes required to take the action at a meeting of the members consent to the action in writing and such consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

2.10 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization of the corporation, the members may participate in a meeting of the members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

2.11 Proxies. Members eligible to vote may do so either in person or by written proxy dated not more than six months before the meeting named therein, which proxy shall be filed before being voted with the clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by its terms, a proxy shall entitle the holder thereof to vote at any adjournment of the meeting, but the proxy shall terminate after the final adjournment of such meeting.

SECTION 3

SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, COMMITTEES, AND FRIENDS OF THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors, committees or friends of the corporation or such other title as the directors deem appropriate. Such persons shall serve in an honorary or advisory capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

SECTION 4

BOARD OF DIRECTORS

4.1 Number and Election.

(a) The incorporator shall initially fix the number of directors and shall elect the number of directors so fixed.

(b) Thereafter the Board of Directors shall comprise no fewer than twenty-one (21) directors and no more than twenty-six (26) directors, as follows:

(1) There shall be eight (8) regional directors, each representing one of the following regions of Massachusetts: Berkshires, Pioneer Valley, Central, Southeast, Cape Cod & Islands, Northeast, Greater Boston-Inner, Greater Boston-Outer. Any candidate for a regional directorship shall be nominated by at least two Voting Members from that region.

(2) There shall be eight (8) sector directors, one representing each of the following sectors of Massachusetts nonprofit activities: Arts & Culture, Education & Youth, Environment, Health, Housing/Community Development, Human Rights, Human Services, Philanthropy. Candidates for sector directorships shall be nominated by the Governance Committee.

(3) There shall be no fewer than five (5) and no more than ten (10) at large directors. The number shall be determined annually by the Governance Committee. Candidates for at large directorships shall be nominated by the Governance Committee.

4.2 Time for Elections. At each annual meeting of members, the Voting Members shall elect directors to fill the seats of directors whose terms are then expiring. All elections shall be by a plurality of the votes cast by Voting Members at the election. It is the intent that the directors elected should collectively represent the rich diversity of types and sizes of nonprofit organizations in the Commonwealth of Massachusetts.

4.3 Term of Office.

(a) The initial Board of Directors chosen under Section 4.1(a) shall serve until their successors are elected in 2008.

(b) At the annual meeting of members in 2008, the Voting Members shall elect the full Board of Directors described in Section 4.1(b). Immediately upon such election, the regional directors, the sector directors and the at large directors shall be divided by lot into three classes as follows: Class A, consisting of two regional, three sector and one to three at large directors; Class B, consisting of three regional, two sector and two to four at large directors; and Class C, consisting of three regional, three sector and two to three at large directors. The Governance Committee shall determine the number of at large directors in each class, provided that the three classes shall be as nearly equal as possible.

(c) Class A directors elected at the annual meeting of members in 2008 shall be drawn from the initial Board of Directors and shall serve for a term of one year. Class B directors elected at the annual meeting of members in 2008 shall serve for a term of two years. Class C directors elected at the annual meeting of members in 2008 shall serve for a term of three years. All directors elected thereafter shall serve three-year terms. All terms shall run from the annual meeting of the director's election to the first, second or third annual meeting thereafter as the case may be.

(d) Any director elected at the annual meeting of members in 2008 who has served for two consecutive terms of any length beginning at said annual meeting, and any other person who has at any time served two consecutive three-year terms as a director, shall be ineligible for election again as a director until the second annual meeting after the expiration of that person's second consecutive term. For example, a director whose second consecutive term expires at the 2014 annual meeting shall be ineligible for election until the 2016 annual meeting.

(e) Each director shall hold office until that director's successor is chosen and qualified, or until he or she sooner dies, resigns, is removed, or becomes disqualified.

4.4 Powers. The policies and affairs of the corporation shall be managed and controlled by the directors, who shall have and may exercise all the powers of the corporation.

4.5 Committees of the Board. The directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, except the power to (a) authorize a petition for the dissolution of the corporation; (b) change the principal office of the corporation; (c) amend these by-laws or the Articles of Organization; (d) elect officers and fill vacancies in any such offices; (e) change the number of the Board of Directors and fill vacancies in the Board of Directors; (f) remove officers or directors from office; or (g) authorize a merger. Any committee to which the powers of the directors are delegated shall consist solely of directors. 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 directors. The chair of the Board may appoint committee chairs or in his or her discretion may delegate the selection of a chair to the members of any committee.

4.6 Executive Committee. The officers of the corporation and the chairs of the standing committees shall serve as the members of the Executive Committee. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors and subject to the exclusions stated in Section 4.5.

4.7 Finance/Audit Committee. The Finance/Audit Committee shall comprise no fewer than three directors. The Finance/Audit Committee shall be responsible for recommending an annual budget to the Board. The Board shall approve the budget, and all expenditures must be within the budget. Any material change in the budget shall be approved by the Board or the Executive Committee. The Finance/Audit

Committee shall meet with the auditor, review the annual audit, and recommend its approval or modification to the Board. The Board shall review the annual audit and the Finance/Audit Committee 's report and recommendations.

- 4.8 Governance Committee. The Governance Committee shall be responsible for nominations to the Board under Sections 4.1(b)(2) and 4.1(b)(3) and for making recommendations to the Board on by-law changes and other governance issues.
- 4.9 Other Standing Committees. Other standing committees are Development, Public Policy, Communications, and Member Services. The Development Committee, in collaboration with the Finance/Audit Committee, shall be responsible for developing a fundraising plan.
- 4.10 Removal. A director may be removed from office with or without cause by the vote of the directors. A director may be removed with cause only after reasonable notice and opportunity to be heard before a body proposing to remove the director.
- 4.11 Resignation. A director may resign by delivering his or her written resignation to the president, treasurer or clerk of the corporation, to a meeting of the directors or to the corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.
- 4.12 Vacancies. Any vacancy in the Board of Directors, including any vacancy resulting from enlargement of the Board, may be filled by the directors. Each successor shall hold office for the unexpired term of the director, whose place is vacant or until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.
- 4.13 Regular Meetings. Regular meetings of the directors may be held at any time and at any place within the United States as the directors may determine. There shall be a minimum of four regular meetings of directors each year.
- 4.14 Special Meetings. Special meetings of the directors may be held at any time and at any place within the United States when called by the chairman of the Board of Directors, the president, or by two or more directors.
- 4.15 Notice of Meetings.
- (a) All Meetings. Reasonable notice of the time and place of each meeting of the directors shall be given to each director. Such notice need not specify the purposes of the meeting, unless otherwise required by law, the articles of organization of the corporation, or these by-laws.
- (b) Reasonable Notice. Except as otherwise expressly provided by law, the articles of organization of the corporation, or these by-laws, it shall be reasonable notice to a

director to send notice by mail at least seventy-two (72) hours or by electronic mail or telecopier at least forty-eight (48) hours before the meeting addressed to him or her at his or her usual or last known business or residence address or to give notice to him or her in person or by telephone at least twenty-four (24) hours before the meeting.

(c) Waiver of Notice. 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 or her attorney there unto authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.16 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the postponed meeting may be held without further notice.

4.17 Voting. When a quorum is present at any meeting, a majority of the directors present and voting may decide any question, including the election of officers, unless otherwise provided by law, the articles of organization or these by-laws.

4.18 Action by Consent. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all of the directors consent to the action in writing and such consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as votes at a meeting.

4.19 Participation by Telephone, Etc. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

4.20 Compensation. Directors shall not receive compensation for their services, but may be reimbursed reasonable amounts on account of their expenses of attendance at meetings. Directors shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation for any such services.

4.21 Chair of the Board of Directors. The initial Board of Directors shall elect from their own number a chair to serve a one-year term. At their first meeting following the annual meeting of members in every even-numbered year, the directors shall elect from their own number a chair to serve a two-year term. The chair shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other duties and powers as may be determined by the directors. The chair shall be the corporation's president.

SECTION 5

OFFICERS

- 5.1 Number and Qualification. The officers of the corporation shall be a president, a vice president, a treasurer, and a clerk. The treasurer shall be a director. An officer other than the president and the treasurer may, but need not, be a director. The clerk shall be a resident of The Commonwealth of Massachusetts unless the corporation has a resident agent appointed to accept service of process. A person may hold more than one office at the same time.
- 5.2 Election. The president shall be elected as described in Section 4.21. The treasurer, vice president and clerk shall be elected annually by the directors.
- 5.3 Term. The president, vice president, treasurer and clerk shall each hold office until his or her successor is chosen and qualified, and each other officer until his or her successor is chosen and qualified, unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.
- 5.4 President and Vice President. The president shall be the chief executive officer of the corporation, except as the directors may otherwise provide, and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall have such other duties and powers as the directors may determine.
- The vice president shall have such duties and powers, as the directors shall determine. The vice president shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his or her inability to act.
- 5.5 Treasurer. The treasurer shall be the chief financial officer of the corporation. The treasurer shall, subject to the control of the directors, be in charge of the financial affairs of the corporation and shall keep full and accurate records thereof. The treasurer shall have such other duties and powers as the directors shall determine.
- 5.6 Clerk. The clerk shall record and maintain records of all proceedings of the members and directors in a book or books kept for that purpose.
- 5.7 Removal. Any officer may be removed from office with or without cause by the vote of a majority of the directors then in office. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the directors.
- 5.8 Resignation. Any officer may resign by delivering his written resignation to the president, treasurer or clerk of the corporation, to a meeting of the directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt,

unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

5.9 Vacancies. If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term of the officer whom he or she replaced, and, in the case of the president, treasurer and clerk, until his or her successor is chosen and qualified, and in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

SECTION 6

OTHER COMMITTEES

The Board of Directors may create committees as needed comprising directors, officers and others as determined by the Board.

SECTION 7

EXECUTIVE DIRECTOR

The Executive Director shall be hired by the Board. The Executive Director shall have day-to-day responsibility for the affairs of the corporation, including carrying out Board policy. The Executive Director will attend all Board meetings. The Executive Director shall be responsible for hiring and supervising other staff.

SECTION 8

EXECUTION OF INSTRUMENTS

Except as the directors may generally or in particular cases otherwise determine, all deeds, leases, contracts, bonds, notes, checks, drafts and other instruments or obligations authorized to be made, accepted or endorsed by an officer of the corporation on its behalf shall be signed and, as required, sealed, acknowledged and delivered by the Executive Director, president or treasurer.

SECTION 9

NO PERSONAL LIABILITY

The members, directors, and officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.

SECTION 10

AMENDMENTS

These by-laws may at any time be altered, amended or repealed, in whole or in part, by vote of a majority of the directors then in office.