Board of Trustees: Article III - Board of Trustees

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3.1 Management.

The government, control and general management of the affairs, funds and property of the Corporation and all its powers shall, except as otherwise provided by law, the Articles of Organization or by these Bylaws, be vested in the Board of Trustees. To this end and without limitation of the foregoing or of the powers expressly conferred by law, the Articles of Organization or by these Bylaws, the Board of Trustees shall have the power to: (i) authorize actions on behalf of the Corporation; (ii) make rules or regulations for the management of the Corporation; (iii) create additional offices; (iv) select, employ, or remove agents or employees; (v) establish and fill vacancies in, change the membership of and dissolve the committees constituted by it; and (vi) amend the Bylaws. In addition to its other powers and responsibilities, the Board shall review and approve an annual budget for the Corporation, and shall adopt such policies as it deems appropriate for the distribution of income or principal for the use by the Corporation for operating or capital purposes.

3.2 Composition of the Board of Trustees.

The Board shall consist of not less than twenty (20) or more than thirty-two (32) elected Trustees, and such ex officio Trustees as are hereinafter provided. In any case where an elected Trustee or ex officio Trustee is not already an elected Member of the Corporation, he or she shall also be elected a Member at the earliest opportunity permitted under these Bylaws.

3.3 Election and Term of Office.

Trustees shall be elected by the Members of the Corporation at the Annual Meeting of Members of the Corporation to hold office for terms of six years. If election occurs at a time other than the Annual Meeting the counting of service years will begin at the next Annual Meeting, although the appointment is effective upon election. At the expiration of a Trustee's six-year term of membership, he or she shall be eligible for re-election as a Trustee for one or more additional six-year terms, either immediately following the last term's expiration or at anytime thereafter. Notwithstanding the term for which he or she is elected, a Trustee's term shall expire at the first Annual Meeting following such Trustee's seventy-fifth birthday. At that time such person shall become eligible to be elected a Life Trustee.

3.4 Ex officio Trustees.

The Chairman of the Board of Trustees, the Chairman of the Corporation, the President and Director, the Treasurer, and the Clerk shall each be an ex officio member of the Board of Trustees and shall serve as a Trustee for so long as they hold their respective offices. Ex officio Trustees shall have all of the rights and privileges of elected Trustees, including the right to vote.

3.5 Life Trustees.

Members of the Corporation may elect Life Trustees upon such terms and conditions as the Members deem best. Life Trustees shall not be counted in the number of Trustees. At any meeting in which Life Trustees are present, they shall be non-voting participants and shall not be counted in the determination of a quorum. No person who is or was a member of the Scientific Staff of the Institution shall be elected as a Life Trustee if at that time there are at least five Life Trustees who are or have been members of such staff.

3.6 Meetings.

The Annual Meeting of the Board of Trustees shall be held within one week before or after the Annual Meeting of the Members in each year. The Autumn Meeting of the Board of Trustees shall be held within one week before or after the Autumn Meeting of the Members. At least one additional meeting of the Board of Trustees shall be held on the Friday of the first full week in January or such other date as may be set by the Trustees at the Autumn Meeting of the Board of Trustees. All meetings of the Board of Trustees, including special meetings of the Board of Trustees, shall be held at such time and place within or without Massachusetts as may from time to time be fixed by the Board or as may be specified in the call of any meeting. Meetings may be called by the Chairman of the Board of Trustees, by the Chairman of the Corporation or by any eight (8) or more elected Trustees. During every meeting of the Board, there shall be an executive session.

3.7 Notices.

Notice of all meetings of Trustees shall be given to each Trustee and, at the request of the Chairman of the Board, to each Life Trustee, by the President and Director, the Clerk or any other officer directed to do so by the Trustees, indicating the time and place of each meeting. Notice shall be in written, printed, electronic, facsimile or telegraphic form and shall be personally delivered, electronically transmitted, faxed, mailed or sent, postage or fee prepaid, to each Trustee at his or her address last shown on the records of the Corporation. Notices of regular meetings shall be given no less than fourteen days before the day of the meeting. Notices of special meetings shall be given no less than seven days in advance of the meeting. Notices of special meetings shall also state the purposes thereof.

Where a Trustee or Life Trustee has registered an electronic mail address or facsimile telephone number on the books of the Corporation, valid notice may be provided in such form. Notices sent by the Corporation to a Trustee via electronic mail or facsimile to either the electronic mail address or facsimile telephone number for such person on record with the Corporation, with transmission confirmed by the sending machine or device, shall be deemed to have been sent and delivered as of the date and time transmitted.

3.8 Waiver of Notice.

The presence of any Trustee at a meeting of the Board shall be the equivalent of due and sufficient notice to him or her, and of the business to be transacted thereat unless objection is made by him or her prior to or at the commencement of the meeting and noted in the records of the meeting. No notice of a meeting shall be required as to any Trustee who personally, or by their attorney, shall, by a writing

filed with the records of the meeting, waive notice thereof either before or after the holding of the meeting.

3.9 Quorum.

One third (1/3) of the total number of elected and ex officio Trustees shall constitute a quorum for the transaction of business, unless a greater number is required.

3.10 Action by Vote.

When a quorum is present at any meeting, a majority of the Trustees present and voting shall decide any question, including election of officers, unless otherwise provided by law, by the Articles of Organization or by these Bylaws.

3.11 Action by Writing.

Any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if all the Trustees consent in writing to a specific action described in the notice and the written consents are filed with the records of the meetings of the Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

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