

**BY-LAWS
OF
QUINCYCLES, INC.**

**SECTION I
ARTICLES OF ORGANIZATION,
CORPORATE SEAL AND FISCAL YEAR**

1.1 Articles of Organization. The name and purposes of the corporation shall be as set forth in its Articles of Organization. These By-laws, the powers of the corporation and of its members, directors and officers, shall be subject to the Articles of Organization as in effect 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.

1.2 Fiscal Year. The fiscal year of the corporation shall end on December 31 in each year.

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

1.4 Gender; Singular and Plural. The pronoun “he” or “his” shall be construed to mean also “she” or “her” when appropriate and the word “chairman” shall be construed to include a female. The singular shall be construed to include the plural when appropriate.

**SECTION II
MEMBERS**

2.1 Election. The initial members of the corporation shall be the incorporator. Thereafter, members shall be individuals who have subscribed the minimum annual subscription for membership in the corporation. The term of an individual’s membership shall be one year from the date that his subscription has been accepted by the corporation. The initial minimum annual subscription shall be twenty-five dollars (\$25.00). The Board of Directors shall have power to raise the minimum annual subscription prospectively; provided, however, that it may not increase the minimum annual subscription by more than the greater of (i) ten dollars (\$10) or (ii) twenty percent (20%) in any calendar year. Membership subscription may include the direct payment of organizational and other expenses on behalf of the corporation. An individual shall cease to be a member in good standing when his or her subscription has lapsed.

2.2 Resignations. Any member may resign at any time by giving notice of his resignation in writing to any officer or director of the corporation, but resignation shall not entitle the member to any refund.

2.3 Additional Membership Classes. The Board of Directors may create from time to time additional classes of membership but members of such additional classes shall not have voting rights or be entitled to notice of, or participation in, annual and special meetings of members.

SECTION III
MEETINGS OF MEMBERS

3.1 Place of Meetings. All meetings of the members shall be held at such place within the City of Quincy as is named in the call.

3.2 Annual Meeting. The annual meeting of the members shall be held in the evening on the third Thursday of April and shall be called by the president, treasurer, clerk or any director. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

3.3 Special Meetings. Special meetings of the members may be called by the president or by any director, 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 number of members then in good standing.

3.4 Informal Meetings. The corporation may hold periodic informal meetings and forums which shall not be considered special meetings of the members and at which actions by vote of the members shall not be taken.

3.5 Notice. All meetings of the members shall be called by giving not less than four nor more than twenty-one days notice to the members stating the place, day and hour for the meetings and its purpose. Notices may be given by any one or more methods prescribed by G.L. c. 156D for meetings of shareholders. Whenever notice of a meeting is required to be given to members under applicable law, the Articles of Organization or these By-laws, a written waiver of notice, executed before or after the meeting by a member or his duly authorized attorney and filed with the records of the meeting, shall be deemed equivalent to such notice.

3.6 Quorum. At all meetings of members, the members present or represented by proxy shall constitute a quorum

3.7 Voting. At all meetings, every member shall be entitled to one vote. The vote of a majority of the members present or represented at the meeting shall decide any question brought before the meeting, except when a larger vote may be required by law, the Articles of Organization, or these By-laws. Members may vote in person or by written proxy dated not more than six months before the meeting named, which shall be filed with the clerk of the meeting before being voted.

3.7 Record Date for Voting. Only members in good standing thirty days before the date of a meeting's call and still in good standing on the meeting date shall be entitled to vote at such meeting.

3.8 Action by Consent. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all of the members consent to the action in writing and the written 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.

SECTION IV
BOARD OF DIRECTORS

4.1 Powers. The corporation shall have a board consisting of not less than three and not more than nine directors who shall have the powers and duties of a board of directors under Massachusetts law. The directors shall be responsible for the general management and supervision of the business and affairs of the corporation, except with respect to those powers reserved to the members by law, the Articles of Organization or these By-laws.

4.2 Number and Election. The initial directors shall be those persons named as directors in the Articles of Organization. Thereafter, the number of directors shall be determined and directors shall be elected at the annual meeting of the members. The members may elect from time to time additional directors of the corporation. If the number of directors is increased, their terms shall be staggered as much as practicable in accordance with the method set forth in section 4.3 below. At the time of election a director shall be a resident of, or have a principal place of business or employment in, Quincy.

4.3 Term of Office. The terms of the initial directors shall expire at the first annual meeting of the members. Thereafter election of directors shall be staggered by dividing the total number of directors elected at the first annual meeting of the members into two groups, with each group containing one-half of the total, as near as may be. The terms of directors in the first group shall expire at the next annual meeting of the members after their election and the terms of the second group shall expire at the second annual meeting of the members after their election. At each annual meeting of the members commencing with the second annual meeting of members, directors shall be chosen for a term of two years to succeed those whose terms expire. *A director shall be eligible for election to any number of terms provided that no more than two terms shall be consecutive;* provided, however, that the limitation of this sentence shall not apply to the terms of the initial directors.

4.4 Resignations. Any director may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president, the clerk, or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

4.5 Removals. A director may be removed only for cause, by the vote of a majority of the directors or by a majority vote of the members, and only after reasonable notice and opportunity to be heard before the body proposing to remove him.

4.6 Vacancies. Any vacancy in the board of directors may be filled by the directors at any meeting, unless previously filled by the members. Each such successor shall hold office for the unexpired term until his successor is chosen and qualified, or until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.

SECTION V
MEETINGS OF THE BOARD OF DIRECTORS

5.1 deleted per vote of members at 2023 annual meeting

5.2 Regular Meetings. Regular meetings of the directors may be held at such places and at such times as the directors may determine.

5.3 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the chairman of the board of directors (or if there be no such chairman, the president) or by two or more directors.

5.4 Place of Meetings. All meetings of the directors shall be held at the principal office of the corporation in Massachusetts or at such other place within the City of Quincy as shall be fixed by the directors or the president.

5.5 Notice of Meetings. All meetings of directors shall be called by giving not less than two nor more than twenty-one days notice to the directors stating the place, day and hour for the meetings and its purpose. Notices may be given by any one or more methods prescribed by G.L. c. 156D for meetings of shareholders. Notice need not specify the purposes of the meeting unless required by law, the Articles of Organization or these By-laws, or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, or (ii) removal or suspension of an officer or director. 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 duly authorized attorney) 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 to him before or at the commencement of the meeting.

5.6 Quorum. At any meeting of the directors, a majority of the directors then in office shall constitute a quorum, but a smaller number may adjourn a meeting from time to time without further notice.

5.7 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers and appointment or election of committees, unless otherwise provided by law, the Articles of Organization, or these By-laws.

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

5.9 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a meeting of such board 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.

SECTION VI OFFICERS AND AGENTS

6.1 Number and Qualification. The officers of the corporation shall be a president, treasurer, clerk and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. An officer may but need not be a director. At the time of election an officer shall be a resident of, or have a principal place of business or employment in, Quincy. A person may hold more than one office at the same time.

6.2 Election. The president, treasurer and clerk shall be elected by the members at the annual meeting of the members. Any other officers, including but not limited to vice presidents and assistant treasurers and clerks, may be elected by the directors at any time.

6.3 Term. The president, treasurer and clerk shall each hold office until the next annual meeting of the members and until his successor is chosen and qualified. Each other officer shall hold office until the next annual meeting of the directors unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors.

6.4 Chairman of the Board of Directors. If a chairman of the board of directors is elected, he shall preside at all meetings of directors and members at which he is present, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

6.5 President and Vice Presidents. Unless the directors otherwise specify, the president of the corporation shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The vice president, or first vice president if there is more than one, shall have all the powers and duties of the president during the absence of the president or in the event of his inability to act. Vice presidents, if any, shall have such other duties and powers as the directors shall determine.

6.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and he shall keep full and accurate records thereof. He shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. He shall have such other duties and powers as designated by the directors or the president.

6.7 Clerk. The clerk shall record and maintain records of all proceedings of the directors in books kept for that purpose, which shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk. Such books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-laws and names of all directors and the address of each. If the clerk is absent from any meeting of directors, an assistant clerk, if any, or a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

6.8 Resignations. Any officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president, the clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.9 Removals. A director may be removed only for cause, by the vote of a majority of the directors or by a majority vote of the members, and only after reasonable notice and opportunity to be heard before the body proposing to remove him. An officer may be removed with or without cause by the vote of a majority of the directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the board.

6.10 Vacancies. The directors shall elect a successor if the office of the president, treasurer or clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term 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.

SECTION VII COMMITTEES

The directors may elect or appoint one or more committees, which shall consist solely of directors; provided, however, that such committees may include as nonvoting members persons who are not directors. The directors may delegate to any such committees any or all of the powers of the directors, except those which by law, by the Articles of Organization or by these By-laws they are prohibited from delegating. Unless the directors otherwise determine, the Executive Committee (if any) shall have all of the powers of the directors during intervals between meetings of the directors, except for the powers specified in Section 55 of Chapter 156B of Massachusetts General Laws. Unless the directors otherwise determine, committees shall conduct their meetings as specified in Section V above for directors' meetings (except that Section 5.1 shall not apply). The members of any committee shall remain in office at the pleasure of the directors.

SECTION VIII EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize otherwise, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president, a vice president or the treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice president and the treasurer or an assistant treasurer (who may be one and the same person), shall be binding on the corporation in favor of any purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provision of the Articles of Organization, By-laws, resolutions or votes of the corporation.

SECTION IX COMPENSATION

Directors and officers shall serve without compensation. Subject to the Articles of Organization and to Section X below, directors and officers shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services or reimbursement for expenses.

SECTION X CONFLICT OF INTEREST

Subject to the Articles of Organization and any applicable law, the Board may adopt a conflict of interest policy covering its directors, officers, and such staff as may be specified in the policy.

SECTION XI INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the corporation against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay

such payment if he shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the corporation approves the payment of indemnification, such director shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection directors who are parties may participate), or (3) by the members of the corporation if disinterested; or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the Directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly, and in any event within 30 days, after the receipt by the corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this article shall be a contract right inuring to the benefit of the directors and officers entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such director or officer existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director or officer or other person entitled to indemnification hereunder.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Nothing contained in this

section shall affect any rights to indemnification to which corporation employees or agents other than directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

SECTION XII
AMENDMENT

These By-laws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present and voting at any meeting, the notice of which contains a statement of the proposed alteration or amendment. The Directors may also make, amend or repeal these By-laws in whole or in part and shall give written notice of such action to the membership before the next meeting of members. Any such alteration, amendment or repeal by the directors may then be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present and voting. Any amendment, alteration or repeal of a By-law by the directors as provided for in this Section shall be valid and given full force and effect unless and until acted upon by the members.