

BY LAWS
OF
THE INTERNATIONAL CENTER OF WORCESTER, INC.

ARTICLE I
NAME, LOCATION, SEAL

Sec. 1 Name: The name of the corporation shall be the International Center of Worcester, Inc.

Sec. 2 Location: The principal location of the corporation shall be in Worcester, Massachusetts

Sec. 3 Seal: The seal of the corporation shall be a circular flat-faced die with the name of
the corporation so engraved on its face that it can be embossed on paper by pressure.

ARTICLE II
PURPOSE

Sec. 1 The corporation shall be operated as a non-sectarian, non-political educational organization
open to all persons for the purpose of encouraging mutual understanding and friendship
between residents of Central Massachusetts, the international community and international visitors.

ARTICLE III
MEMBERSHIP

Sec. 1 Classes of Membership: The Board of Directors may, from time to time, set classes of
membership, such as institutional, individual, student, family, senior, contributing, or
sustaining members.

Sec. 2 Dues: The Board of Directors shall determine, from time to time, the annual contribution to
be required of members in each type or class of membership, and shall be free to adopt either an calendar year or rolling membership for dues collection purposes.

Sec. 3 Voting: Every member who is current in paying his or her dues shall be considered to be members in good standing entitled to one vote on any matter referred to the members by operation of law or by act of the Board of Directors.

ARTICLE IV MEETINGS

Sec. 1 Annual Meetings: The annual meeting of the corporation shall be held in June of each year for the hearing of reports, election of officers and directors and such other business as may be indicated in the call of the meeting.

Sec. 2 Special Meetings: Special meetings of the corporation may be called by the President, a majority of the Board of Directors, or upon written request of twenty-five of the members.

Sec. 3 Quorum: Ten percent of the members or twenty members, whichever is less, shall constitute a quorum at any annual or special meeting.

Sec. 4 Notice: Notice of the annual and any special meeting shall be given by mailing notice thereof to each member by regular post or electronically at least 7 days prior to the date of such meeting. The purpose of any meeting shall be stated in the call and best efforts will be made to distribute a proposed agenda in advance of the meeting.

ARTICLE V OFFICERS

Sec. 1 Principal Officers: The officers of this corporation shall be a President, one or more Vice-Presidents, a Clerk, and a Treasurer who shall be elected at the annual meeting of the corporation for a term of one year and until their successors are elected. In order to serve each officer must be a member of the organization in good standing.

Sec. 2 President: The President shall be the chairperson of the Board of Directors of the corporation. The President shall preside at all meetings of the members and of the Board of Directors at which he or she is present and shall have the general powers and duties usually vested in the office of president of a corporation, including the appointment of committees, as he or she may deem appropriate or as the Board of Directors may authorize or as may be otherwise required.

- Sec. 3 Vice-President: In the absence of the President or the inability of the President to act, the senior Vice-President in length of service as Vice-President shall preside at all meetings of the members and Directors at which the President, if present, would have presided. Any Vice-President shall have such other powers and perform such other duties as the Directors may from time to time prescribe.
- Sec. 4 Clerk: The Clerk shall attend and record minutes of the proceedings of all meetings of the members, Directors and Executive Committee. The Clerk shall cause the members and Directors to be notified of their respective meetings in accordance with these By-Laws, and perform such other duties as are usually incident to that office or as the Board of Directors shall from time to time prescribe.
- Sec. 5 Treasurer: The Treasurer shall have the custody of all funds of the corporation and shall deposit the same in the name of the corporation in such bank or banks as the Directors may choose; shall collect all dues and other income; shall have primary authority to sign all checks, drafts, notes, and orders for the payment of money and shall pay out and dispose of the same under the direction of the Board of Directors; and shall at all reasonable times keep his or her books and accounts open to any Director or member of the corporation and shall be prepared to give financial reports as the Board of Directors may require. The Treasurer shall also assist the Executive Director in preparing the Annual Budget. The Board of Directors may waive any requirement of the Treasurer giving a surety bond.
- Sec. 6 Additional Officers: The Board of Directors may from time to time elect such additional officers as the Board may deem necessary or advisable.
- Sec. 7 Vacancies: Vacancies in any office shall be fulfilled by a majority vote of the Board of Directors upon recommendation of the Board Development Committee.
- Sec. 8 Slate of Officers:
- A. The Board Development Committee shall present to the Board of Directors a slate of one candidate for each office to be filled. The slate shall be presented for Board approval at the May meeting.
 - B. The Board-approved slate shall be sent to each member of the corporation at least 7 days prior to the Annual Meeting.

C. Independent nominations, with the consent of the nominee, may be made by petition
submitted to the Board Development Committee no less than thirty (30) days prior to
the Annual Meeting.

ARTICLE VI BOARD OF DIRECTORS

- Sec. 1 Membership: The Board of Directors shall consist of the President, Vice-President(s), Clerk and Treasurer of the corporation and not less than twelve more than twenty other members all of whom must be members in good standing at the time of their election.
- Sec. 2 Term: Elected members of the Board of Directors shall normally be elected to serve for three-year terms. The directors elected at any annual meeting shall be elected for three years or such shorter length of term as will cause the term of office of approximately one-third of the members to expire each year.
- Sec. 3 Meetings: Meetings of the Board of Directors shall be held no less than six times a year. Special meetings may be called by the President or on written request of five members of the Board. Notice of all meetings of the board shall given to each Director by the Clerk by telephone or by electronic or regular mail to each member of the Board at least seven (7) days prior to the date of the meeting.
- Sec. 4 Quorum: Eight members or one-half of the total Board membership, whichever is less.
- Sec. 5 Powers and Duties: The Board of Directors shall have full charge of the property and activities of the corporation. The Board may perform its duties by creating any committees necessary to the functioning of the Center.
- Sec. 6 Actions by Written Consent: Any action by the Directors may be taken without a meeting if all Directors entitled to vote on the matter consent to the action by a writing filed with the records of the meetings of Directors. Such consent shall be treated for all purposes as a vote of the Directors for all purposes.
- Sec. 7 Telephone Conference Meetings: The Directors or the members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communication 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.

- Sec. 8 Attendance: Directors are expected to attend Board meetings. Continuous lack of attendance without sufficient reason may result in dismissal from the Board.
- Sec. 9 Vacancies: Vacancies on the Board of Directors may be filled by a majority vote of the Board of Directors upon the recommendation of the Board Development Committee. These terms will be subject to re-nomination at the next annual meeting.

ARTICLE VII COMMITTEES

- Sec. 1 Executive Committee: The Executive Committee shall be a standing committee comprised of the President, Vice President(s), Clerk and Treasurer of the corporation and one to three at-large members elected by the Board to make an odd number. The Executive Committee shall meet on call of the President or at the request of four of the members.
- Sec. 2 Finance Committee: There shall be a standing Finance Committee whose duty it shall be to report to the Board of Directors semi-annually on the financial condition of the corporation and furnish the Board of Directors with monthly reports of variance from revenue and expenditure projections. The Treasurer shall serve as the chairperson of this committee and shall be responsible for the presentation of the annual budget, which shall be prepared by the Committee in collaboration with the Executive Director.
- Sec. 3 Board Development Committee: There shall be a Board Development Committee which shall be responsible for recruiting members to fill specific vacancies on the Board of Directors and shall also be responsible for selecting and proposing to the membership at the Annual Meeting of the corporation a slate of officers for the coming year. The Board Development Committee shall consist of at least three (3) members appointed by the President. They shall endeavor to meet periodically during the year in order to better acquaint themselves with the members of the Board of Directors who are potential candidates for elective office.
- Sec. 4 Membership Development Committee: There shall be a standing Membership Development Committee which shall be comprised of no fewer than three (3) members who shall assist the Executive Director in maintaining the membership rolls, and shall seek to expand those roles, and monitor the payment of members dues.
- Sec. 5 Sister Cities Project Committee: There shall be a standing Sister Cities Project Committee which shall promote understanding and friendship between

the citizens of the Worcester area and Worcester's sister city of Pushkin, Russia.

Sec. 6 Committee Membership: Any member of the corporation in good standing may serve as a member of any standing committee or specially appointed committee. The members of the committee shall select a chairperson at the first meeting following the Annual Meeting. The chairperson shall report to the Board of Directors. He or she shall serve for one year and thereafter until their successors are appointed. The president or his/her designee shall be a member ex officio of all committees.

Sec. 7 Duties: Committees shall have such duties as may be assigned to them from time to time by the president, executive committee or Board of Directors. Any further committees shall be appointed in accordance with ARTICLE V, Sec. 2.

ARTICLE VIII EXECUTIVE DIRECTOR

Sec. 1 Unless and until changed by the Board of Directors, the Executive Director of the corporation shall serve as the Corporation's chief executive officer and shall be responsible for administering the daily affairs of the corporation, and shall in addition thereto:

- A. Initiate the planning and development of specific programs to accomplish the short and long term objectives of the corporation and submit the same for consideration and approval by the Board prior to committing corporate resources;
- B. Act as the representative of the corporation in all dealings, of whatever nature, with agencies of the City, State or Federal governments, or with any other person or agency doing business with the corporation;
- C. Collaborate with the Treasurer and Finance Committee in the preparation of the annual budget for approval by the Board;
- D. Contract, on behalf of the corporation, for expending monies in accordance with the annual budget;
- E. Assist the Board of Directors in performing their duties; and

F. Perform such other duties as the Board may prescribe.

ARTICLE IX EXECUTION OF PAPERS

Sec. 1. All deeds, mortgages, leases, transfers, contracts, bonds, notes, powers of attorney, and other obligations made, executed, or endorsed by the corporation, except checks, notes, drafts, and other instruments for the payment of money, shall be signed by the President and/or the Treasurer. Checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the corporation shall be signed by the President, the Treasurer, or the Clerk, or such other persons as may be designated from time to time by vote of the Board of Directors. The Board of Directors may authorize and empower one of said officers or other agents of the corporation to execute and deliver any and all papers or documents or to do any other acts or things on behalf of the corporation, including any required by or convenient in dealings with governmental authorities.

ARTICLE X INSPECTION OF RECORDS

Sec. 1 Books, accounts, documents and records of the corporation shall be open to inspection by any
Director at all times during the usual hours of business. The original, or attested copies, of
the Articles of Organization, By-Laws and records of all meetings of the incorporators and
members, and membership records which shall contain the names of all members and their
record addresses, shall be kept in Massachusetts at the principal office of the corporation, or
at an office of the Clerk or the resident agent, if any, of the corporation. Said copies and
records need not all be kept in the same office. They shall be available at all reasonable times
for inspection by any member for any proper purpose but not to secure a list of members or
other information for the purpose of selling said list or information or copies thereof or of
using the same for a purpose other than in the interest of the applicant, as a member, relative
to the affairs of the corporation.

ARTICLE XI
STANDING RULES

- Sec. 1 Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the By-Laws or by specific rules of procedure adopted by this corporation.

ARTICLE XII
FINANCE

- Sec. 1 Fiscal Year: The fiscal year shall begin on the first day of June each year.
- Sec. 2 Depository: The monies of the corporation shall be deposited in the name of the corporation in such financial institutions as the Board of Directors shall designate. Funds shall be drawn only by checks or orders signed by such officers as the Board of Directors shall designate.
- Sec. 3 Audit: The Books of the corporation shall be reviewed by the Finance Committee each year and when the office of treasurer changes, by a person appointed by the Executive Committee.
- Sec. 4 Disposition of Assets: No part of any earnings or assets may benefit any private person or individual other than by payment of reasonable compensation to the employees and the normal carrying out of the education purpose of the corporation. No part of the activities shall consist of carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE XIII
CONFLICTS OF INTEREST

- Sec. 1 No person shall be disqualified from holding any office by reason of any financial interest in any concern doing business with the corporation. In the absence of fraud, any Director or officer of the corporation individually, or any individual having any financial interest in any concern in which any such Director or officer has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of the corporation, and (1) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact provided that the procedure set forth in Section 2 is complied with; (2) no such Director or officer shall be liable to account to the corporation for any profit or benefit realized through

any such contract, transaction, or act. Any such Director of the corporation may not be counted in determining the existence of a quorum at any meeting of the Board or of any committee thereof which shall authorize any such contract, transaction, or act. The term "interest" shall include personal interest and interests as a Director, officer, stockholder, shareholder, partner, trustee, member or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than the corporation.

Sec. 2 In the event that a business relationship exists between a director or officer with the corporation or any of its divisions, the following procedures will be undertaken so that a potential conflict of interest will be avoided:

a) During its annual deliberation of the corporation's budget, the Board shall review such relationships.

b) The director or officer involved shall abstain from voting on all matters which include funds for this relationship. Further restrictions, including a prohibition of presence and/or discussion by this person, may be imposed by the Board of Directors.

The intent of this provision is not to discourage business relationships as described above, but rather to encourage participation by creating an appropriate procedural mechanism for both the director/officer and the corporation.

ARTICLE XIV PERSONAL LIABILITY

Sec. 1 The 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.

ARTICLE XV INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Sec. 1 Right to Indemnification: The corporation may to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify and reimburse out of the funds of the

corporation any person (or the personal representative of any person) who at any time serves or shall have served as a Director, officer or employee of the corporation, or who serves or shall have served at its request as a Director, officer or employee of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he/she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he/she is made a party by reason of such service, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the corporation. In effecting such indemnity and reimbursement, the Directors of the corporation may enter into such agreements and direct the officers of the corporation to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

Sec. 2 Indemnification in Advance of Final Disposition of Action: Indemnification to the persons specified in Section 1 may 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/she shall be adjudicated to be not entitled to indemnification under this by-law or under the laws of the Commonwealth of Massachusetts.

Sec. 3 Insurance: The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or other agent of another organization, in which it has an interest, against any liability incurred by him/her in any such capacity, or arising out of his/her status as such

ARTICLE XVI PROHIBITED ACTIVITIES

Sec. 1 Notwithstanding any other provision of these By-Laws, no member, officer, employee, director, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible

under Section 170(c)(2) of such Code and Regulations, as they now exist or as they may hereafter be amended.

ARTICLE XVII DISSOLUTION

Sec. 1 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations, as they now exist or may hereafter be amended, as the Board of Directors shall determine.

ARTICLE XVIII AMENDMENTS

Sec. 1 These By-Laws may be amended by adoption of an amendment resolution by the Board of Directors, by an affirmative vote of not less than two-thirds (2/3) of the Directors present, and adoption of such resolution by the affirmative vote thereon of the majority of the members present at a meeting of the members at which a quorum is present.

Board Approved: May 25, 2004
Approved by Membership: June , 2004

SUMMARY OF SUBSTANTIVE CHANGES

Articles I & II	No Change.
Article III <i>paying dues</i>	<i>Language added to permit rolling membership. Members in Good Standing defined to be those current in</i>
Article IV <i>efforts to</i>	<i>Changed to provide for electronic notice of meetings and best distribute agenda in advance of meeting.</i>
Article V <i>Chair of Board to be notified. Committee. submitted to the Annual Meeting/</i>	<i>President no longer CEO (duty shifted to Exec. Dir), now Duties of Clerk modified with respect to “causing” members Nominating Committee renamed Board Development Nominations from floor eliminated in favor of by petition Board Development Comm. at least 30 days prior to the</i>
Article VI <i>added to Sec. 3</i>	<i>Board size reduced from 20-30 to 12-20. Electronic notice Quorum reduced from 10 to 8 members. Provision added for actions by written consent (Sec. 6) and for telephonic meeting attendance (Sec. 7).</i>
Article VII <i>eliminated. Comm. Exec. Director</i>	<i>Language giving Exec. Comm. power between board meetings Nominating renamed Board Development Comm. Membership Committee renamed Membership Development Maintenance of membership rolls shifted from Treasurer to</i>
Article VIII	<i>Language added making Exec. Director C.E.O.</i>
Article IX	<i>New Article relative to Execution of Documents</i>
Article X <i>members.</i>	<i>New Article making records available for inspection by</i>
Article XI	No Change.

Article XII *Finance Comm. substituted for Executive Committee on review of books.*

Articles XIII - XVII No Change.

Article XVIII *Amendment provision changed to require 2/3rds vote of Directors and vote by majority of membership present at a meeting.*

