

BY-LAWS
OF
Medway Secondary Home and School Association, Inc.

ADOPTED: June 10, 2002

ARTICLE I

General Provisions

The name and purposes of the Corporation shall be as set forth in its Articles of Organization. The Articles of Organization are hereby made a part of these By-laws, and 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 Articles of Organization and these By-laws, the articles of Organization shall be controlling. All References in these By-laws to the Articles of Organization shall be construed to mean the Articles of Organization as from time to time amended.

ARTICLE II

Members

The Corporation shall have no members. Any action or vote required or permitted by law to be taken by members of the Corporation shall be taken by action or vote of the same percentage of the directors.

ARTICLE III

Directors

Section 1. Powers. The affairs of the Corporation shall be managed by a board of directors who shall have and may exercise all the powers of the Corporation.

Section 2. Number and Election. A board of directors of such number, not less than three and not more than twenty-five, as shall be fixed by the directors, shall be elected by the directors at the annual meeting of the directors or at a special meeting in lieu thereof. No member of the Board of Selectmen or of the School Committee of the Town of Medway may simultaneously serve on the board of directors. Directors may be re-elected to successive terms.

Section 3. Term of Office. Each director shall hold office until the next annual meeting of the directors and until his successor is elected and qualified, or until he sooner dies, resigns, is removed, or becomes disqualified.

Section 4. Vacancies. Any vacancy in the board of directors, however occurring, including a vacancy resulting from an enlargement of the board, shall be filled by the vote of a majority of the directors then in office, although less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall hold office until the next election of the class for which such director has been chosen, subject to the election and qualification of such director's successor and to such director's earlier death, resignation, or removal. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 5. Resignation and Removal. Any director may resign by delivering a written resignation to the president or the clerk or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any director may be removed from office with or without cause by vote of a majority of the directors then in office. A director may be removed for cause only after reasonable notice and an opportunity to be heard by the board of directors.

Section 6. Annual Meeting. The annual meeting of the directors of the Corporation shall be held no later than September 30th each year, on such day, at such place, within or without the Commonwealth of Massachusetts, and at such time as the board of directors shall determine, except that such date shall not be a legal holiday. If such annual meeting is omitted on the day herein provided therefor, a special meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting. Notice of the annual meeting setting forth the date, time, and place of any such meeting shall be mailed or transmitted by facsimile to all directors not less than seven days prior to the date of the annual meeting. Annual meetings shall be open to the public.

Section 7. Regular Meetings. The board of directors shall meet monthly during the school calendar year (September through June). Regular meetings of the directors shall be held at such places and times as the directors may from time to time determine. Regular meetings shall be open to the public.

Section 8. Special Meetings. Special meetings of the directors may be held at any time and place designated in a call by the president or any three of the directors. Notice of any special meeting shall be given as provided in Section 9 of Article III of these By-laws.

Section 9. Notice of Meetings. Notice of all regular and special meetings of the directors shall be given to each director by the clerk, or in case of death, absence, incapacity, or refusal of the clerk, by the officer or directors call the meeting. Such notice shall be given to each director in person or by telephone or facsimile transmission sent to such director's business or home address at least 24 hours in advance of the meeting, or by mail addressed to such business or home address and sent at least 48 hours in advance of the meeting. Except as required by law, notice of any meeting of directors need not be given: (i) to any director who, either before or after the meeting, delivers a written waiver of notice, executed by the director, which is filed with the records of the

meeting; or (ii) to any director who attends the meeting and who, either prior to meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any regular or special meeting unless otherwise required by law, the Articles of Organization, or these By-laws.

Section 10. Action at Meetings. A majority of the directors then in office shall constitute a quorum, but a lesser number may, without further notice, adjourn the meeting to any other time. At any meeting of directors at which a quorum is present, the vote of a majority of those directors present shall decide any matter unless the Articles of Organization, these By-laws, or an applicable law requires a different vote.

Section 11. Action by Written Consent. Any action by the directors or any committee may be taken without a meeting if a written consent thereto is signed by all the directors or all the members of the applicable committee and filed with the records of the meetings of the directors. Any such written consent shall be treated for all purposes as a vote at a meeting.

Section 12. Executive Committee. An Executive Committee of such number, not less than three and not more than fifteen, as shall be fixed by the directors, shall be elected by the directors from their own number at the annual meeting of the directors or at any special meeting in lieu thereof. The directors may delegate, to the extent permitted by law, the Articles of Organization, or these By-laws, such powers and duties thereto as the board of directors may deem advisable. The Executive Committee may, subject to the approval of the board of directors, make further rules for the conduct of business. However, unless otherwise provided by vote of the board of directors or by rules established by the board of directors, the business of the Executive Committee shall be conducted as nearly as possible in the same manner as is provided in these By-laws for the board of directors. The Executive Committee shall report to the board of directors at all annual and regular meetings of the directors. The members of the Executive Committee shall remain in office at the pleasure of the directors.

Section 13. Other Committees. The directors may elect such other committees as they may from time to time determine necessary or advisable, and may delegate, to the extent permitted by law, the Articles of Organization, or these By-laws, such powers and duties thereto as the board of directors may deem advisable. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. Any Committee may, subject to the approval of the board of directors, make further rules for the conduct of business. However, unless otherwise provided by vote of the board of directors or by rules established by the board of directors, the business of any committee shall be conducted as nearly as possible in the same manner as is provided in these By-laws for the board of directors. Committees shall report to the board of directors at all annual and regular meetings of the directors. The members of any committee shall remain in office at the pleasure of the directors.

Section 14. Compensation. Directors shall not receive any compensation for their services as members of the board of directors. However, directors may, if authorized by the board of directors, be reimbursed for necessary expenses, including travel expenses, reasonably incurred by them in the performance of their duties as directors.

Section 15. Meetings by Telephone Conference. Directors may hold meetings 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.

ARTICLE IV

Officers

Section 1. Officers. The officers of the Corporation shall consist of a president, a treasurer, and a clerk, and such other officers as the directors may determine, including one or more vice presidents. An officer may, but need not be, a director.

Section 2. Election. The president, vice president, treasurer, and clerk shall be elected annually by the directors. Any other officers determined necessary or desirable by the directors may be elected by the directors. Any two or more offices may be held by the same person. The clerk shall be a resident of the Commonwealth of Massachusetts, unless the Corporation shall appoint a resident agent for service of process in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization, or these By-laws, all officers shall hold office until the next annual meeting of the directors or special meeting in lieu thereof, and thereafter until their respective successors are duly elected and qualified, unless a shorter term is specified in the vote electing or appointing them. The directors may elect a successor if any office becomes vacant.

Section 3. Resignation and Removal. Any officer may resign by delivering a written resignation to the president or clerk or to the Corporation at its principal office and such resignation shall be effective upon receipt, unless it is specified to be at some later time. The directors may remove any officer, with or without cause, by a 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 by the board of directors.

Section 4. President. The president shall be the chief executive officer of the Corporation and as such shall have charge of the affairs of the Corporation subject to the supervision of the board of directors and shall, subject to the direction and control of the board of directors, preside when present at all meetings of the directors. The president shall have other powers and duties as may be vested in that office by these By-laws or by the directors.

Section 5. Vice President. The vice president shall perform such duties and have such authority as from time to time may be delegated to the vice president by the president or by the Board of Directors. In the event of the absence, death, inability or refusal to act

by the president, the vice president shall perform the duties and be vested with the authority of the president.

Section 6. Treasurer. The treasurer shall have general charge of the financial affairs of the Corporation subject to the direction and control of the board of directors, and shall keep full and accurate books of account. The treasurer shall maintain custody of all funds, securities, and valuable documents of the Corporation, except as the directors may otherwise provide. The treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the directors.

Section 7. Clerk. The clerk shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts at the principal office of the Corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to inspection by any director or officer. Such book or books shall also contain records of all meetings of the sole incorporator and the original, or attested copies, of the Articles of Organization and By-laws and names of all directors and the address of each. The clerk also shall give such notices of meetings of directors as are required by these By-laws. The clerk shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the directors. In the absence of the clerk from any meeting of the directors, a temporary clerk designated by the person presiding at the meeting shall perform the duties of the clerk.

Section 8. Other Officers. Other officers shall have such duties and powers as may be designated from time to time by the directors.

ARTICLE V

Indemnification

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is not affected thereby, indemnify each of its directors and officers (including persons who serve at its request as trustees, directors, and officers of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such director or officer in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which such director or officer may be involved or with which such director or officer may be threatened, while in office or thereafter, by reason of such person being or having been such a director or officer, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such person's action was in the best interest of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such director or officer pursuant to a consent decree or

otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, or if there are no disinterested directors then in office, by a majority of the directors then in office, provided that the Corporation has received an opinion in writing of independent legal counsel to the effect that such person appears to have acted in good faith in the reasonable belief that such person's action was in the best interests of the Corporation. Expenses, including counsel fees, reasonably incurred by any such director or officer in connection with the defense or disposition of any such action, suit, or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amount so paid to the Corporation if such director or officer 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. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director" and "officer" include their respective heirs, executors, and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

ARTICLE VI

Provisions relative to Transaction With Interested Persons

The Corporation may enter into contracts and transact business with one or more of its directors or officers or with any corporation, organization or other concern in which one or more of its directors or officers are directors, officers, stockholders, partners, or otherwise interested; and, in the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such directors or officers of the Corporation have or may have interests which are or might be adverse to the interest of the Corporation even though the vote or action of directors or officers having such adverse interest may have been necessary to obligate the Corporation upon such contract or transaction. In the absence of fraud, no director or officer of the Corporation having such adverse interest shall be liable to the Corporation or to any creditor thereof or to any other person for loss incurred by it under or by reason of such contract or transaction, nor shall any such director or officer be accountable for any gains or profits realized thereon.

ARTICLE VII

Miscellaneous Provisions

Section 1. Execution of Instruments. All contracts, deeds, leases, bonds, notes, checks, and other instruments authorized to be executed by an officer of the Corporation

on its behalf shall be signed by the president or the treasurer except as the directors may generally or in particular cases otherwise determine.

Section 2. Voting of Securities. Except as the board of directors may otherwise designate, the president or treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for the Corporation, at any meeting of members of any corporation without capital stock or any meeting of stockholders of any other corporation the securities of which may be held by the Corporation.

Section 3. Location. The principal office of the Corporation shall initially be located at the place set forth in the Articles of Organization. The directors may change the location of the principal office in the Commonwealth of Massachusetts, provided that no such change shall be effective until a certificate of change or an annual report is filed with the Secretary of the Commonwealth of Massachusetts specifying the street address of the new principal office of the Corporation. The directors may establish other offices and places of business in the Commonwealth of Massachusetts or elsewhere.

Section 4. Fiscal Year. Except as from time to time otherwise determined by the directors of the Corporation, the fiscal year of the Corporation shall end on the last day of June in each year.

ARTICLE VII

Amendments

Except as may otherwise be required by law or the Articles of Organization of the Corporation, the By-laws of the Corporation may be altered, amended, or repealed, or new By-laws may be adopted, by an affirmative vote of a majority of the directors entitled to vote at any annual meeting of the directors or at any special meeting of the directors; provided, however, that no such alteration, amendment, or repeal, or adoption of new By-laws, shall in any way authorize or permit the Corporation to be operated other than exclusively for charitable purposes or for any purpose or in any manner that would deprive it of exemption from Federal or state income taxes.