

Bylaws
of
Historic Boston Incorporated
Revised 12/7/2011

ARTICLE I

Agreement of Association

1. The name, location of principal office, and purposes of the corporation shall be as set forth in the agreement of association; and these by-laws, the powers of the corporation and of its directors and members, and all matters concerning the conduct and regulation of the business of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the agreement of association; and the agreement of association is hereby made a part of these by-laws.

2. All references in these by-laws to the agreement of association shall be construed to mean the agreement of association of the corporation as from time to time amended.

ARTICLE II

Membership

The corporation shall not have members. Any action or vote permitted to be taken by members pursuant to Massachusetts General Laws Chapter 180 shall be taken by action or vote of the same percentage of the directors of the corporation. References herein to the "member" or "members" of the corporation shall, unless the context otherwise requires, be to the Board of Directors, as appropriate.

ARTICLE III

Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation

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

ARTICLE IV

Board of Directors

1. There shall be a board of directors of not less than three nor more than twenty directors. The directors shall be divided into three classes of approximately equal size, the term of one class expiring each year. At each annual meeting, the directors shall fix the number of directors and shall elect for a term of three years the appropriate number of successors to the class whose term is then expiring, and they may also elect additional directors to other classes to the extent necessary to maintain approximate equality in size among classes. At any special or regular meeting the directors may increase the number of directors and elect new directors to complete the number so fixed by a vote of a majority of the directors then in office, or they may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors. Subject to law, to the agreement of association and to the other provisions of these by-laws, each director shall hold office

for the term of the class to which he is elected and until his successor is chosen and qualified.

2. The board of directors shall have and may exercise all the powers of the corporation except such as are conferred upon the directors by law, by the agreement of association and by these by-laws.

3. Regular meetings of the board of directors shall be held at least once in each quarter, unless said board shall otherwise provide, and such meetings may be held without call or formal notice at such places and at such times as the board may by vote from time to time determine. A regular meeting of the board of directors may be held without call or formal notice.

4. The annual meeting of the directors shall be held at the first quarterly meeting in each fiscal year (unless that day be a legal holiday at the place where the meeting is to be held, in which case the meeting shall be held at the same hour on the next succeeding day not a legal holiday) or at such other earlier or later date and time as shall be determined from time to time by the directors or the president.

5. Special meetings of the board of directors may be held at any time and at any place when called by the president, treasurer or two or more directors, reasonable notice thereof being given to each director by the clerk or, in the case of the death, absence, incapacity or refusal of the clerk, by the officer or director calling the meeting, or at any time without call or formal notice, provided all the directors are present or waive notice thereof by a writing which is filed with the records of the meeting. In any case, it shall be deemed sufficient notice to a director to send notice by mail at least forty-eight hours, or by electronic mail, telegram or telefax at least twenty-four hours, before the meeting, addressed to him at his usual or last known business or residence address.

6. A majority of the directors then in office shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the directors in attendance thereat shall, except where a larger vote is required by law, by the agreement of association or by these by-laws, decide any question brought before such meeting.

7. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-laws 8. 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.

8. 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.

ARTICLE V

Committees

The board of directors, or the president with the approval of the board of directors, may appoint such committees of members of the corporation or of the directors as are deemed desirable, including an executive committee to whom may be delegated from time to time and until further order of the board of directors any or all of the powers

of said board in connection with the management of the current and ordinary affairs of the corporation. Such committees may be temporary or continuing, shall act under the supervision of the board of directors, and shall act with respect to such special or general problems as the board of directors may from time to time determine. Members of such committees may be removed at any time with or without cause and all or any of such committee or committees may be terminated at any time by the board of directors or by the president with approval of the board of directors.

ARTICLE VI

Officers and Agents

1. The officers of the corporation shall be a president, vice 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. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors. It is the directors' intention that more directors have an opportunity to serve as officers. Accordingly, it is the intention of the directors that officers not serve more than six consecutive years and that officers serve staggered terms so that not more than two officer positions change annually.

2. The president, vice president, treasurer and clerk shall each be elected, upon a staggered-term basis, for a term of three years by the directors at the annual

meeting of the directors. Other officers, if any, may be elected by the directors at any time.

3. The president, vice president, treasurer and clerk shall each hold office until the next annual meeting of the directors at the end of his term, and until his successor is chosen and qualified, and each other officer shall hold office until the first meeting of the directors following 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.

4. If a chairman of the board of directors is elected, he shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

5. Unless the directors otherwise specify, the president 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. If no chairman of the board of directors is elected, the president shall preside at all meetings of the directors, except as directors otherwise 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 inability to act. Vice presidents, if any, shall have such other duties and powers as the directors shall determine.

6. 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.

7. The clerk shall record and maintain records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent. Such book or 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, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

ARTICLE VII

Vacancies, Resignations or Removals

1. If the office of any director or of any officer or agent, one or more, becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the directors or the remaining directors, though less than a quorum, may, unless such vacancy, if in the office of the treasurer, clerk or director, shall have been filled by the members, choose by a majority vote of their entire number a successor or successors, who shall hold office for the unexpired term.

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

3. A director may be removed with or without cause by the vote of a majority of the directors then in office. An officer may be removed with or without cause by the vote of a majority of the directors then in office. A director or officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

ARTICLE VIII

Seal

The Seal of the corporation shall, subject to alteration by the board of directors, consist of a flat-faced circular die with the words “Massachusetts” and “Corporate Seal,” together with the name of the corporation and the year of its organization, cut or engraved thereon.

ARTICLE IX

Execution of Papers

1. Except as the board of directors may generally or in particular cases authorize the execution thereof in some other manner, 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 or by the treasurer.

2. 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 a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-laws, resolutions or votes of the corporation.

ARTICLE X

Conflict of Interest Policy

The directors shall adopt a conflict of interest policy as appropriate for the corporation.

ARTICLE XI

Fiscal Year

Except as from time to time otherwise provided by the board of directors, the fiscal year of the corporation shall be the calendar year.

ARTICLE XII

These by-laws may be altered, amended or repealed by a majority of the directors present and voting at any annual, regular or special meeting of the directors called for the purpose, of which the notice shall specify the subject matter of the proposed alteration, amendment or repeal, or the articles to be affected thereby.

ARTICLE XIII

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 each of its directors and officers (including persons who serve at its request as directors, officers or trustees 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 him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may

be threatened, while in office or thereafter, by reason of his being or having been such a director or officer, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable 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, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director or officer appears to have acted in good faith in the reasonable belief that his 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 director or officer to repay the amounts so paid to the corporation if it is ultimately determined that indemnification is not authorized hereunder. 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 other than directors or officers may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors" and "officers" 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 XIV

Compensation; Personal Liability

1. Directors shall be entitled to receive for their services such amount, if any, as the directors may determine, which may include expenses of attendance at meetings. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

2. 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

Amendments

These By-laws may also be altered, amended or repealed by vote of a majority of the directors then in office.