

**BYLAWS
OF
GLOBAL VILLAGE ENGINEERS
A Massachusetts Nonprofit Public Corporation
(DATED: February 25, 2004)**

ARTICLE I

NAME

The name of this organization is GLOBAL VILLAGE ENGINEERS, INC.

ARTICLE II

PURPOSES

This Corporation is established for the purposes set forth in its Articles of Organization.

ARTICLE III

MEMBERSHIP

This Corporation shall have no members, as that term is defined by the Massachusetts Nonprofit Corporations Law, and shall be governed solely by its Board of Directors (hereinafter referred to as the "Board").

ARTICLE IV

BOARD OF DIRECTORS

1. **Responsibility.** Except as otherwise provided by the Articles of Incorporation or by the Bylaws, the powers of the Corporation shall be exercised, its property shall be controlled, and its affairs shall be conducted by the Board. The Board may delegate management of the activities of the Corporation to any person or persons or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

2. **Composition.** The Board shall consist of not less than three (3) nor more than seven (7) members. The Board shall set the exact number of members by majority resolution.

3. **Term and Staggering.** Each Director shall hold office for a term of four (4) years, or until his or her successor has been elected. Directors may be elected for no more than two (2) consecutive full terms, after which there must be a lapse of one year before he or she is eligible for reelection. An individual who serves more than one-half of a term shall be deemed to have served for a full term for these purposes.

The term of Directors should be staggered so that the terms of approximately one-third of them expire each year. The Board may use any reasonable method to allocate the initial terms of Directors to establish the staggering of terms.

4. **Attendance at Board Meetings.** Board Directors are expected to attend all meetings of the Board. Board Directors should notify the Executive Director or Clerk in advance of any expected absences. Three or more unexplained absences shall constitute grounds for removal from office.

5. **Vacancies**. Any vacancy in the office of a Director, whether by reason of death, resignation, removal, or otherwise, shall be filled by the remaining members of the Board at a duly held meeting of the Board.
6. **Resignation**. Any Director may resign at any time by giving written notice of such resignation to the Clerk of the Corporation. Such resignation shall be effective at the time specified therefor, and acceptance of such resignation shall not be necessary to make it effective.
7. **Removal**. Any Director may be removed from office with or without cause by a majority vote of the Board.
8. **Voting Rights**. Each Director shall be entitled to one (1) vote on all matters before the Board. There shall be no voting by proxy.
9. **Annual Meetings**. The Board shall meet annually during the first quarter of each calendar year, at a time and place to be set by the Board. The annual meeting shall be held for the purposes of organizing the Board, electing officers, and transacting such other business as may come before the meeting.
10. **Regular Meetings**. Regular meetings of the Board shall from time to time in a place as the Board shall determine.
11. **Special Meetings**. Special meetings of the Board for any purpose or purposes may be called by any Board member, and shall be held at such place, and on such date and at such time as may be designated in the notice of such meeting.
12. **Notice of Meetings**. At least forty-eight (48) hours notice of regular and special meetings shall be given to each Director, either personally or by mail, postage prepaid, addressed to each Director at the address as provided by the Director.
13. **Place**. The Board shall hold its meetings at such places as it may designate.
14. **Quorum**. A majority of the members of the Board shall constitute a quorum at any meeting of the Board; provided, however, that at least one of the Corporation's elected officers must be among those present. The act of the unanimous vote of the voting power at any meeting at which a quorum is present shall be considered the act of the Board.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles of Organization, these Bylaws, or by law.
15. **Adjournment**. In the absence of a quorum at a meeting of the Board, the majority of the Directors present may adjourn the meeting until the time fixed for the next meeting of the Board.
16. **Validation of Transactions**. The transactions of the Board occurring at any meeting, however called or noticed, or wherever held, shall be as valid as though such meeting were duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each Director who would have been entitled to vote at the meeting but who was not present signs a written waiver of notice, a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Corporate records and made a part of the minutes of the meeting.

17. **Action Without Meetings.** Any action required or permitted to be taken by the Board under the provisions of the Massachusetts Corporations Code, the Articles of Incorporation or these Bylaws may be taken without a meeting, if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed on behalf of the Corporation relating to an action taken by the Board without a meeting shall state that the action was taken by a unanimous written consent of the Board without a meeting, and that the Bylaws of this Corporation authorized its Directors so to act.

18. **Telephonic Meetings.** Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

19. **Fees and Compensation.** Directors and members of committees excluding officers shall receive no compensation for their services. However, they shall be entitled to receive such just and reasonable reimbursement of expenses as may be determined by the Board.

The majority of our Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, the salaried individuals can not vote on their own compensation and the Board will make those compensation decisions.

ARTICLE V

OFFICERS

1. **Officers.** The officers of the Corporation shall consist of an Executive Director, a Clerk, and a Treasurer, each of whom shall be a Director. Officers shall attend meetings of the Board, its Executive Committee, and any other committee of which they are members. The Board may establish such other officers as it shall deem advisable. Additional officers so elected shall hold office for such period and shall have such power and duties as the Board may from time to time authorize. When the duties do not conflict, one person, other than the Executive Director, may hold more than one of these offices.

2. **Election.** The officers of the Corporation shall be elected by the Board at its annual meeting. The Board may accept suggestions for nominations for officers from any Director, and officers shall be elected by unanimity of the Directors present and voting. Each officer shall hold office for one (1) year at the pleasure of the Board, or until his or her successor shall be selected and qualified to serve. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired term at any meeting of the Board, and the officer so elected shall hold office and serve until the next annual meeting of the Board.

3. **Removal and Resignation.** Any officer may be removed, either with or without cause, by a vote of the Directors who represent two-thirds (2/3) of the total member organizations at any regular or special meeting of the Board, or, except in the case of an officer elected by the Board, by any officer upon whom such power of removal may be conferred by the Board.

Any officer may resign at any time by giving written notice to the Board, the Executive Director, or the Clerk. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4. **Executive Director.** The Executive Director shall preside at all meetings of the Board, and shall have such other powers and duties as may be prescribed from time to time by the Board.

5. **Clerk.** The Vice-President shall preside at meetings of the Board in the event of the President's absence or incapacity. The Clerk shall keep or cause to be kept a book of minutes of all meetings of the Board with the time and place of holding, whether regular or special, if special how authorized, the notice thereof given, the names of those present at a Directors' meeting, and the proceedings thereof. The Clerk shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given, and the Clerk shall keep the seal of the Corporation in safe custody and shall have such other powers and duties as may be prescribed from time to time by the Board.

6. **Treasurer.** The Treasurer shall be the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. All monies and other valuables shall be deposited in the name and to the credit of the Corporation with such depositories as may from time to time be designated by the Board. The funds of the Corporation shall be disbursed upon the check or draft of the Corporation signed pursuant to the order of the Board. When requested by the Executive Director or the Board, the Treasurer shall render an account of the financial condition of the Corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board.

ARTICLE VI

COMMITTEES

1. **Committees Generally.** Committees of the Board shall be standing or special. Each committee shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board from time to time, shall keep minutes of its meetings, and shall report to the Board concerning its activities. The Chair of each committee, with the approval of the Committee, may appoint special subcommittees, subject to approval by the Executive Committee.

2. **Membership and Appointment.** Unless otherwise specified in these Bylaws, each committee shall consist of as many members as the Board shall from time to time determine. The Chair of each standing committee shall be appointed annually by the Executive Director, subject to approval by the Board. Ad hoc or special committees may be created by the Executive Director, with the approval of the Executive Committee. Each committee chair shall appoint other members of the committee, subject to approval by the Executive Committee. The Chair of each committee, and such members as designated in these Bylaws shall be Directors. Other committee members may, but need not be Directors. When deemed necessary, nonvoting consultants may be called to participate in a committee meeting.

3. **Quorum and Meetings.** A majority of the members of a committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties.

4. **Vacancies.** Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

5. **Expenditures.** Except as may otherwise be provided by the Board or by these Bylaws, any expenditure of Corporate funds by a committee, except the Executive Committee, shall require prior approval of the Board.

6. **Executive Committee.** The Executive Committee shall include the Executive Director, who shall preside at its meetings, the Clerk, and the Treasurer of the Corporation. The Board may elect other

members to the Executive Committee, provided that no more than two (2) such additional members be elected, and provided further that all members of the Executive Committee are Directors.

The Executive Committee shall meet at least quarterly, which meetings may be held by telephone conference call, provided that all members participating in such meetings can hear each other. The Executive Committee shall have the power to transact all regular business of the Corporation during the intervals between meetings of the Board, subject to any prior limitation imposed by the Board or by the Massachusetts Nonprofit Corporation Law. The Executive Committee shall also have and exercise such powers and perform such duties as specifically prescribed by these Bylaws or by the Board. The Executive Committee shall not authorize any action which will obligate the Corporation for an amount in excess of that amount which is established from time to time by the Board. The Executive Committee shall not have the power to adopt the budget or take any action which is contrary to or a substantial departure from the directions established by the Board or which represents a major change in the affairs, business, or policy of the Corporation. Minutes of the Executive Committee meetings shall be submitted to the Board, and its actions shall be subject to approval or disapproval at the next regular meeting of the Board.

7. **Finance Committee.** The Finance Committee shall consist of three (3) or more members, all of whom shall be Directors, but the Treasurer shall be its Chair. The Committee shall prepare the annual budget of the Corporation, make recommendations concerning the fiscal management of the Corporation and the expenditures of funds, and otherwise oversee the financial matters of the Corporation.

ARTICLE VII

GENERAL PROVISIONS

1. **Offices.** This Corporation shall have and continuously maintain a registered office in the Commonwealth of Massachusetts.

2. **Agents and Representatives.** The Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Bylaws, the Articles of Incorporation, and the applicable laws.

3. **Contracts.** The Board, except as in these Bylaws or otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose without specific authorization from the Board by unanimous vote.

4. **Self-Dealing.** In the exercise of voting rights by members of the Board, no individual shall vote on any issue, motion, or resolution which directly or indirectly inures to his or her benefit financially except that such individual may be counted in order to qualify a quorum and, except as the Board may otherwise direct, may participate in the discussions of such an issue, motion or resolution if he or she first discloses the nature of his or her interest as required by the Massachusetts Nonprofit Corporation Law.

5. **Indemnification.** This Corporation may indemnify any Director, officer, employee or agent of the Corporation for liability incurred (including judgments, fines, reasonable settlements, and reasonable attorneys fees and cost of defense) by such person in the exercise of his or her duties with respect to this Corporation to the extent permitted by the Massachusetts Nonprofit Corporation Law.

6. **Fiscal Year**. The fiscal year of this Corporation shall end on the 31st day of October of each year.

ARTICLE VIII

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization(s) organized and operated exclusively for educational or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Common Court of Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended or repealed, or new Bylaws may be adopted, by the unanimous vote of the Directors of the Corporation present and voting at any duly held meeting of the Board, or by unanimous written consent of the directors of the Board.

We; Christopher Shimkin, Sarah Cunningham, and Frank Mainville of Global Village Engineers, Inc. do hereby accept these organizational bylaws in full.

Signed under the penalties of perjury, this 25th day of February, 2004

_____, Executive Director
Christopher Shimkin

_____, Clerk
Sarah M. Cunningham

_____, Treasurer
Frank Mainville