AMENDED & RESTATED BYLAWS
OF THE
CCYP, INC.

Dated August 9, 2007

(Revised September 14, 2011,

Last Revised October 24, 2012)

CCYP

CAPE COD

YOUNG

PROFESSIONALS

Table of Contents

Bylaws of the Cape Cod Young Professionals

Article One Name and Purpose 1

Section 1.01 Name and Office 1
Section 1.02 Mission and Purpose 1

Article Two Fiscal Year 1

Section 2.01 Fiscal Year 1

Article Three Members 2

Section 3.01 Enumeration 2
Section 3.02 Classes of Membership 2
Section 3.03 Membership Criteria 2
Section 3.04 Fees & Dues 2
Section 3.05 Resignation 2
Section 3.06 Removal 2

Article Four Meetings of the Members 3

Section 4.01 Place 3
Section 4.02 Annual Meeting 3
Section 4.03 Special Meetings 3
Section 4.04 Notice 3
Section 4.05 Adjournments 4
Section 4.06 Quorum 4
Section 4.07 Voting 4
Section 4.08 Proxies 5
Section 4.09 Action By Consent 5

Article Five Officers & Directors 5

Section 5.01 Enumeration 5
Section 5.02 Qualifications 6
Section 5.03 Directors 6
Section 5.04 Officers 6
Section 5.05 Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation 7
Section 5.06 Resignation 7
Section 5.07 Removal of Directors 7
Section 5.08 Compensation 7
Section 5.09 Vacancies 7

Article Six Meetings of the Board of Directors 8
Section 6.01 Place 8
Section 6.02 Annual and Regular Meetings 8
Section 6.03 Special Meetings 8
Section 6.04 Notice 8
Section 6.05 Quorum 8
Section 6.06 Action by Consent & Telephone Conference Meetings 9
Section 6.07 Vote of Interested Directors 9

Article Seven Powers and Duties of Directors and Officers 10
Section 7.01 Directors 10
Section 7.02 President 10
Section 7.03 Vice-President 10
Section 7.04 Treasurer 10
Section 7.05 Clerk 11
Section 7.06 Other Officers 11
Section 7.07 Terms of Office 11

Article Eight Committees 11
Section 8.01 Committees 11
Section 8.02 Executive Committee 12

Article Nine Indemnification of Directors and Officers 12
Section 9.01 Indemnification 12

Article Ten Amendment 14

Article Eleven Acceptance of Gifts 14

Article Twelve Rights and Liabilities of Members 14

Article Thirteen Administrative Policies of CCYP 15
Section 13.01 Books and Records 15
Section 13.02 Inspection Rights 15
Section 13.03 Transaction of Business 15
Section 13.04 Annual Report 15
Section 13.05 Notices 16
Section 13.06 Receipt 16
Section 13.07 Non-Profit Status and Corporate Earnings 17
Section 13.08 Checks, Drafts, and Notes 17
Section 13.09 Investments 17

Bylaws of the
Cape Cod Young Professionals

Article One
Name and Purpose

Section 1.01 Name and Office

The name of this non-profit organization shall be Cape Cod Young Professionals, legally known as CCYP, Inc. (or "the Corporation").

The registered office of the CCYP, Inc. in the Commonwealth of Massachusetts shall be as set forth in the Articles of Incorporation.

CCYP may have offices at such places as the Board of Directors and Officers may from time to time appoint or as the activities of CCYP, Inc. may require; provided that such designation shall become effective upon the filing of a statement of such change with the Secretary of State of the Commonwealth of Massachusetts as is required by law.

The registered mailing address of the CCYP, Inc. is:

P.O. Box 1302
South Dennis, MA 02660

Section 1.02 Mission and Purpose

The mission of the Cape Cod Young Professionals is to:

CONNECT Cape Cod's emerging workforce and future leaders,
ENGAGE them in our community, and to support their efforts to
ADVANCE their lives, both business and personal, on the Cape.

CCYP, Inc. advocates for young professionals on Cape Cod and strives to create networking, educational, and service opportunities that foster professional development.

Article Two
Fiscal Year

Section 2.01 Fiscal Year

The fiscal year shall commence on the first day of January of each year or such other date as the Board of Directors may determine.

Article Three
Members

Section 3.01 Enumeration

The initial members of the Corporation shall be those individuals who were members of the predecessor unincorporated CCYP on the date of incorporation. Thereafter, individuals desiring to join the Corporation shall file a membership application form with the Corporation. After a review by two or more of the officers, or as such responsibilities are delegated to the Executive Director or a committee empowered with decision criteria, to ensure that the applicant satisfies the membership criteria, an applicant will be approved for membership and admitted as a member.

Section 3.02 Classes of Membership

There shall be multiple classes of membership in the Corporation as approved by the Board of Directors from time to time.

Section 3.03 Membership Criteria

Membership shall be nondiscriminatory and all good standing members of the general public, who share the common purpose of Section 1.02, shall be permitted to become members. Membership in the Corporation is not transferable or assignable.

Section 3.04 Fees & Dues

Members shall pay annual dues and special assessments as may be determined from time to time by the Board of Directors or Officers. Dues and assessments collected will be applied only to such programs and expenses designed to support the mission of the Corporation.

A member shall be considered in good standing if current dues are paid in full. The current annual dues shall be determined by the Board of Directors.

Section 3.05 Resignation

Any member may resign at any time by giving notice of his or her resignation in writing to any Officer or Director of the Corporation. Non-payment of annual dues shall be considered resignation.

Section 3.06 Removal

Members may be removed from membership at any time with or without cause by a majority vote of all of the members of the Corporation, provided that at least three quarters of the members present and eligible to vote affirmatively vote on such expulsion.

Article Four
Meetings of the Members

Section 4.01 Place

All meetings of the members shall be held at such place within the United States of America on such date and at such time designated in the notice or waiver of notice of such annual or special meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing Directors and for such other purposes as shall be specified in the notice for the meeting pursuant to said Section 4 of this Article, and only business within such purposes may be conducted at any such meeting.

Section 4.02 Annual Meeting

The annual meeting of the members shall be held each year between October 1 and December 31. The annual meeting 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.

Section 4.03 Special Meetings

Special meetings of the members may be called by the President or by a 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 smallest quorum of members required for a vote upon any matter at the annual meeting of members.

Section 4.04 Notice

All meetings of the members shall be called by giving at least seven days notice to each member pursuant to Section 13.05.

At any meeting of the members, only such business shall be conducted as shall have been brought before the meeting (a) by or at the direction of the Board of Directors or (b) by any member of the Corporation who is a member in good standing at the time of giving of the notice provided for in this Section, who shall be entitled to vote at such meeting and who complies with the notice procedures set forth in this Section. For business to be properly brought before a member meeting by a member, the member must have given timely notice thereof in writing to the Clerk. To be timely, a member's notice must be delivered to or mailed and received at the principal executive offices of the Corporation

in the case of an annual meeting not less than 30 days prior to the date such meeting was held in the prior year, or in the case of any other meeting no later than the close of business on the seventh day following the day on which notice of the date of the meeting was mailed or public disclosure was made, whichever is earlier. A member's notice to the Clerk shall set forth as to each matter the member proposes to bring before the meeting (a) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (b) the names and addresses, as they appear on the Corporation's books, of the member proposing such business and any other members known by such member to be supporting such proposal, (c) the class of membership of the member and any other members known by such member to be supporting such proposal, and (d) any material interest of the member in such business. Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at a member meeting except in accordance with the procedures set forth in this Section. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the provisions of the Bylaws, and if he should so determine, he or she shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

Section 4.05 Adjournments

Whenever a meeting of members, annual or special, is adjourned to another date, time or place, notice need not be given of the adjourned meeting if the date, time and place thereof are announced at the meeting at which the adjournment is taken. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member entitled to vote. At the adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

Section 4.06 Quorum

Except as otherwise required by law, the Articles of Organization or these Bylaws, 20% of the members entitled to vote, present in person or by proxy, shall constitute a quorum for the transaction of business at a meeting of members, whether annual or special.

Section 4.07 Voting

At all meetings of the members, every member defined by Section 3.02 who is in financial good standing with the Corporation, as well as every director who is in financial good standing with the Corporation, shall be entitled to vote. A member shall be in financial good standing if such member has paid his or her annual membership dues in full. Every member and Director is entitled to one vote. A member that is also a Director is limited to a single vote. Each Partner, Sponsor or Underwriter, as defined in Section 3.02 as amended

from time to time, shall be entitled to the number of votes equal to the number of allowable members for that Partner, Sponsor or Underwriter in any given year as determined by the Board of Directors from time to time.

When a quorum is present at any meeting, the vote of a majority of the members represented thereat shall, except where a larger vote may be required by law, the Articles of Organization or these Bylaws, decide any question brought before the meeting.

Section 4.08 Proxies

Each member entitled to vote at a meeting of members or to express, in writing, consent to or dissent from any action of members without a meeting, may authorize the Clerk, or the Clerk's substitute, to act for such member by proxy. Members may vote by written proxy dated not more than two months before the meeting named therein, unless otherwise provided in such proxy. Every proxy shall be filed with the Clerk of the meeting, or any adjournment thereof, before being voted.

Section 4.09 Action By Consent

Any action required or permitted to be taken at any meeting of the members may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing or email, setting forth the action so taken, shall be signed by members having not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted; provided that 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.

Article Five
Officers & Directors

Section 5.01 Enumeration

The Corporation shall have a Board consisting of Directors who shall have the powers and duties of a board of directors under Massachusetts law.

The Officers of the Corporation shall be a President, Vice-President, Treasurer, Clerk, and such other Officers as the Board of Directors shall elect. The Board of Directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Corporation or such other title as they deem appropriate. The Board of Directors shall serve as the governing body of the organization. The Board of Directors shall be responsible for the overall policy and direction of the organization.

Section 5.02 Qualifications

All Officers must be Directors. Two or more offices may be held for up to 90 days by the same person. The Clerk shall be a resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law. All Directors must be members of the Corporation in financial good standing as defined in Section 4.07.

Section 5.03 Directors

The initial Directors shall be those persons named as Directors in the Articles of Organization. Thereafter, the Directors shall be elected at the annual meeting of the members. Directors shall hold their offices for a term of three (3) years, shall have such authority, and shall perform such duties as are provided by these Bylaws and as shall be prescribed by the organizations policies as amended from time to time. There will be a maximum of eight persons in each class year. Each Director will observe a term limit of six years (i.e., two 3 year terms).

A Nominating Committee constituted by the Board of Directors shall propose a slate of Directors for the impending year to the members at the annual meeting. The members may, by vote of a majority of the eligible members at the annual meeting, elect the proposed slate of Directors, or from time to time elect additional Directors of the Corporation to fill unexpired terms or increase the number of Directors.

There shall be a maximum of fifteen (15) Directors and no fewer than seven (7) Directors. Except as hereinafter provided, the Directors shall hold office until the next annual meeting of the members and until their respective successors are elected and qualified.

Section 5.04 Officers

The initial Officers shall be those persons named as Officers in the Articles of Organization. The Directors at their annual meeting shall elect a President, Vice-President, Treasurer, and Clerk, who shall hold office until the date fixed by these Bylaws for the next annual meeting of Directors and until their respective successors are elected and qualified. An Officer will observe a term limit of two (2)) years (i.e., two 1 year terms) without taking a minimum one year hiatus between terms, except for the positions of Treasurer and Clerk which shall be two (2) year terms, with a limit of one (1) term.

The Directors also may at any time elect such other Officers as they shall determine from time to time. Officers may be removed from their respective offices with or without cause by vote of a super-majority (two-thirds) of the Directors then in office. An Officer may be removed for cause only after a written notice and opportunity to be heard at a Board of Director meeting within three months of said written notice to such Officer.

Section 5.05 Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation

Persons or groups of persons designated by the Board of Directors as sponsors, benefactors, contributors, advisors or friends of the Corporation or such other title as the Board of Directors deems appropriate shall, except as the Board of Directors shall otherwise determine, serve in an honorary capacity. In such capacity they shall 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, except as defined in Section 4.07.

Section 5.06 Resignation

Any Director or Officer may resign at any time by giving his or her resignation in writing to the President, Treasurer, Clerk or any other Officer of the Corporation. Such resignation, which may or may not be contingent upon formal acceptance, shall take effect on the date of receipt as defined in Section 13.06 or at any later time specified in the written resignation.

Section 5.07 Removal of Directors

Directors may be removed from office at any time with or without cause by a supermajority vote (two-thirds) of the Directors then in office or by a supermajority vote (two-thirds of quorum) of the eligible voting members present at a meeting of the members. A Director may be removed for cause only after reasonable written notice and the opportunity to be heard at a Board of Director meeting within three months of said written notice to such Director.

Section 5.08 Compensation

Except as otherwise provided, Officers and Directors shall serve without compensation.Unless the Directors in their discretion provide for compensation, no Director or Officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the Corporation) no Director or Officer removed, shall have any right to any compensation as such Director or Officer for any period following his or her resignation or removal, or any right to damages on account of such removal, whether his or her compensation be by the month or by the year or otherwise.

Section 5.09 Vacancies

Continuing Directors may act despite a vacancy or vacancies in the Board of Directors and shall for this purpose be deemed to constitute the full Board of Directors. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the authorized number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors.

The Directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, or until their earlier resignation or removal.

Article Six
Meetings of the Board of Directors

Section 6.01 Place

The meetings of the Directors may be held at such times and at such place or places within this Commonwealth of Massachusetts or elsewhere, as a majority of the Directors may from time to time appoint, or as may be indicated in the notice calling the meeting.

Section 6.02 Annual and Regular Meetings

The annual meeting of the Board of Directors shall be held each year at the next Board of Director meeting following the annual meeting of the members at which the Board of Directors is elected. Regular meetings may be held at such times as the Directors may fix.

Section 6.03 Special Meetings

Special meetings of the Board of Directors may be called by the President or any other Officer or Director at other times throughout the year.

Section 6.04 Notice

No notice need be given for a regular or annual meeting. Twenty-four hour notice by mail, telegraph, telephone, or word of mouth shall be given for a special meeting unless shorter notice is adequate under the circumstances. A notice or waiver of notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any Director if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.

Section 6.05 Quorum

The Corporation's business decisions and appointments are to be made by a majority vote of all Directors then in office. A quorum must be attended by at least two-thirds of the Board of Directors before business can be transacted or motions made or passed. In the case of a tie, the acting President casts the tie-breaking vote. A smaller number may adjourn finally or from time to time without further notice until a quorum is present. If a quorum is present, a majority of the Directors present may take any action on behalf of the Board of Directors except to the extent that a larger number is required by law, the Articles of Organization or these Bylaws.

Section 6.06 Action by Consent & Telephone Conference Meetings

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. Members of the Board of Directors of the Corporation or any committee designated thereby may participate in a meeting of such board or committee 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 6.07 Vote of Interested Directors

A Director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the Corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other Directors acting upon or in reference to such contract or transaction, in accordance with the Corporation's Conflict of Interest Policy. No Director so interested shall discuss, vote, or lobby on such contract or transaction, but he or she may be counted for the purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the Corporation may enter into such contract or transaction. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

In case the Corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its Directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected for the sole reason that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation. No Director or Directors having disclosed such adverse interest shall be liable to the Corporation or to any creditor of the Corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits to be realized thereon.

Article Seven
Powers and Duties of Directors and Officers

Section 7.01 Directors

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 Bylaws. The Board of Directors may from time to time, to the extent permitted by law, delegate any of its powers or Officer's duties to committees or staff, subject to such limitations as the Board of Directors may impose.

Section 7.02 President

The President shall be the chief executive director of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of President.

Section 7.03 Vice-President

The Vice-President shall oversee and maintain the operation of all the Corporation's committees and act in all cases for and as the President in his or her absence or incapacity.

Section 7.04 Treasurer

The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting of the Board of Directors and whenever else required by the Board of Directors, the Treasurer shall render a statement of the Corporation's accounts. The Treasurer shall at all reasonable times exhibit the Corporation's books and accounts to any officer or Director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors.

Section 7.05 Clerk

The Clerk shall maintain and execute all records and communications of the Corporation, the Board of Directors, Membership, Officers and/or Committees.

Section 7.06 Other Officers

Other Officers shall have such powers as may be designated from time to time by the Board of Directors.

Section 7.07 Terms of Office

The Officers shall hold their offices for a term of one (1) year, except for the Treasurer and Clerk who shall serve for a terms of two (2) years, shall have such authority, and shall perform such duties as are provided by these Bylaws and as shall from time to time be prescribed by the organizations policies. During this one (1) year term, exiting Officers retain their Director voting status, with the exiting President having the tie breaking vote. A maximum of two (2) terms is allowed for Officers other than Treasurer and Clerk who shall only be allowed one (1) term without taking a minimum one year hiatus between terms.

Article Eight
Committees

Section 8.01 Committees

The Board of Directors may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization or these Bylaws may not be so delegated, to such committees as the Directors or these Bylaws may from time to time establish. Committees are to be established or disbanded, and their purpose approved by resolution passed by a majority of the whole board of directors. Any committee of the Board of Directors, to the extent provided in the resolution of the Board of Directors designating such committee and permitted by law, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation.

Members of such committees shall be appointed by the President with the consent of the Board of Directors. The President, with the consent of the Board of Directors, may designate one or more persons as alternate members of any committee who may replace any absent or disqualified member at any meeting of such committee. Committee members need not be Directors.

Each committee of the Board of Directors shall report its proceedings to the Board of Directors when so requested by the Board of Directors.

Section 8.02 Executive Committee

The Executive Committee may act on behalf of the Board of Directors between the regular meetings of the board of directors with all of the powers of the Board of Directors except for the power to adopt, amend or repeal the Bylaws. All decisions of the Executive Committee shall be reported to the next meeting of the full Board of Directors. The Executive Committee shall consist of five members. The members of the Executive Committee shall be the elected Officers.. Meetings of the Executive Committee shall follow the same rules as laid out herein for the meetings of the full Board of Directors except for quorum. Four members of the Executive Committee shall constitute a quorum at all meetings of the Executive Committee. All members of the Executive Committee may vote at any meeting of the Executive Committee, except as otherwise determined by the Board of Directors. If an officer position becomes vacant before the term expires, said position may be filled by a majority vote of the remaining, voting Executive Committee members without approval from the Board of Directors. The person elected to fill that vacancy shall serve out the existing term and will then be eligible for election to any officer position for a one (1) year term with a maximum of two (2) terms.

Article Nine
Indemnification of Directors and Officers

Section 9.01 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 or of any of its subsidiaries, or who at the request of the Corporation may serve or at any time has served as a Director or Officer of, or in a similar capacity with, another organization, 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 or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the Corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her 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 or she 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.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

The right of indemnification under this Article shall be a contract right inuring to the benefit of the Directors, Officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this Article shall adversely affect any right of such Director, Officer or other person 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, Officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the Corporation, apply to the Directors, Officers and other persons associated with constituent corporations that have been merged into or consolidated with the Corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the Corporation.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which such Director or Officer or other persons may be entitled. Nothing contained in this Article 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.

Article Ten
Amendment

Except as otherwise provided by law, these Bylaws 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 Bylaws in whole or in part (except with respect to any provision hereof which by law, the Articles of Organization or these Bylaws requires action by the members) 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 membership entitled to vote thereon. Notwithstanding the above provisions of this Article Ten, any amendment, alteration or repeal of a Bylaw by the Directors as provided for in this Article shall be valid and given full force and effect unless and until acted upon by the membership.

Article Eleven
Acceptance of Gifts

The Board of Directors or the Officers may from time to time on behalf of the Corporation accept gifts of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the Corporation or of such nominee or nominees as the Board of Directors or the Officers may appoint, and may collect and receive the income thereof and devote the principal or income of such gifts to such benevolent or charitable purposes within the scope of the activities of the Corporation as the Board of Directors or the Officers may determine. The Board of Directors or the Officers may enter into an agreement with any donor to continue to devote the principal or income of the gift to such particular purpose as the donor may designate, provided that such purpose is duly approved or ratified by resolution of the Board of Directors or of the Officers; and after such agreement, the principal or income of that particular gift shall be devoted in accordance with such agreement for the time specified therein.

Article Twelve
Rights and Liabilities of Members

The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of the Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

Article Thirteen
Administrative Policies of CCYP

Section 13.01 Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, board of directors and committees of directors. The Corporation shall keep at its registered office or principal place of business, a record of the name, address, telephone number, facsimile number and electronic mail address of each member, together with the date of any withdrawal or termination of such member's membership. Each member shall be responsible for notifying the Corporation of changes to such member's address, telephone number, facsimile number or electronic mail address. Any books, records and minutes may be in written form or in any other form capable of being converted into clearly legible written form within a reasonable time.

Section 13.02 Inspection Rights

Any person who is a member and every person who has an interest in the Corporation's funds, upon written demand under oath stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any time during the Corporation's usual hours for business, for any proper purpose as determined under the General Corporation Law of the Commonwealth of Massachusetts, the Corporation's membership records and its other books and records and to make copies or extracts therefrom. Any individual shall have the right to examine in person the records related to I.R.C. §501(c)(3) status, including the exemption application and annual information returns.

Section 13.03 Transaction of Business

Whenever the lawful activities of the Corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make incidental revenue. All such incidental revenues shall be applied to the maintenance and operation of the lawful activities of the

Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Officers, Board of Directors, or Members.

Section 13.04 Annual Report

The organization shall present annually a report, verified by the Board of Directors, showing in appropriate detail, the following:

The assets and liabilities, of the Corporation as of the end of the fiscal year immediately preceding the date of the report

The principal changes in assets and liabilities during the year immediately proceeding the date of the report

The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report

The expenses or disbursements of the Corporation for both general and restricted purposes, during the year immediately preceding the date of the report

The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report

A report of the activities of the Corporation offered to the members during the year immediately preceding the date of the report

This report shall be filed with the records of the Corporation as described in Section 13.01.

Section 13.05 Notices

(a) Form of Notice

Whenever written notice is required to be given to any person, it may be given to such person, in hand or by sending a copy either by mail, telefax or electronic mail. A notice of meeting shall specify the place, date and time of the meeting and any other information required by statute or these Bylaws.

(b) Waiver of Notice

Whenever any written notice is required to be given under the provisions of a statute or these Bylaws, a waiver of notice, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise provided by statute or these Bylaws, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice to that meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 13.06 Receipt

When receipt is required, documents, notices, and communications will be considered "received" only with proof of delivery.

Section 13.07 Non-Profit Status and Corporate Earnings

CCYP, Inc. is formed exclusively for purposes for which a corporation may be formed under Section 501(c)(3) of the Internal Revenue Code and not for pecuniary or financial gain.

No part of the assets, income or profit of the Corporation shall be distributed to or inure to the benefit of its members, Officers, Board of Directors or committees, except to the extent it may be permissible under any applicable non-profit corporation laws or Section 501(c)(3) of the Internal Revenue Code.

The Corporation shall not operate any listing service for its members, or take steps that will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities that would constitute a regular business of the kind ordinarily carried on for profit.

Upon the dissolution of CCYP, Inc., no member, Officer, member of the Board of Directors or committee member shall be entitled to any distribution of its remaining assets. Rather its assets shall be distributed to such organizations as are exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code and have an exempt purpose similar to the purposes for which CCYP, Inc. is organized.

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, (including the publication or distribution or statements) any political campaign on behalf of any candidate for public office.

Section 13.08 Checks, Drafts, and Notes

All checks, drafts and other orders for the payment of money, notes and other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall be determined, from time to time, by resolution of the Board of Directors. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation.

Section 13.09 Investments

The funds of the Corporation may be retained in whole or in part in cash or may be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.