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Corporate Ombudsman Association

INCORPORATION
AND BOARD OF
DIRECTORS

1986

CORPORATE OMBUDSMAN ASSOCIATION

CORPORATE OMBUDSMAN ASSOCIATION

The Corporate Ombudsman Association serves the interest of those individuals whose primary responsibility is dealing with employee concerns

ombudsman /om-bədz-man/
One skilled in dealing with reported complaints to help achieve equitable settlements

Purpose

The purpose of the Corporate Ombudsman Association is to enhance the quality and value of the ombudsman function to business and industry.

Goals

Establish and communicate appropriate standards of excellence for the profession

Develop and disseminate ethical guidelines for the profession

Establish methods to assess the development of the ombudsman function

Develop a framework of job responsibilities

Develop a network of communication to share common interests and strengthen skills

Activities

Annual Conference

Corporate Ombudsman members convene at an annual conference. The agenda includes topics of general interest, such as, ethics, practical considerations of the ombudsman function, whistleblowing, harassment, employment at will, right to privacy and other current subjects of interest to practicing ombudspeople.

Newsletter

Members receive a semi-annual newsletter containing articles of interest, reviews of relevant training seminars, books, etc.

Committees

Members engage in committee work relevant to topics of long-range interest to participating ombudspeople. Current committees include: Association Steering Committee, Conference Planning Committee, Ethics Committee, and Research Committee.

Board of Directors:

President

Mary Rowe

Special Assistant to the President
Massachusetts Institute of
Technology

77 Massachusetts Avenue
Cambridge, Massachusetts 02139

Vice Presidents

Martha Maselko

Ombudsperson

AT&T Information Systems
Rm. 3B106

Lincroft, New Jersey 07738

Chris McEachern

Employee Relations

Contel

600 Mason Ridge Center Drive
St. Louis, Missouri 63141

Board Members

Jim Lakis

Consultant

90 Great Plan Avenue
Wesley, Massachusetts 02181

Lee Pledger

Manager - United State Field
Employee Relations

Digital

129 Parker Street
Maynard, Massachusetts 01754

Carole Trocchio

Liaison Manager

The Southland Corporation
2828 North Haskell Avenue
Dallas, Texas 75204

The Corporate Ombudsman Association
is a non-profit organization incorpo-
rated under the laws of the State
of Massachusetts.

C/Mam
Ombuds
Conf. '86

CORPORATE OMBUDSMAN CONFERENCE
MAY 14, 15 AND 16, 1986
ST. LOUIS, MO.

OVERVIEW

The third annual conference of the Corporate Ombudsman Association was held in St. Louis, Mo., May 14, 15 and 16, 1986.

Fifty-eight people who serve a designated ombudsman function attended the conference representing thirty companies. Several independent researchers interested in the development and growth of the ombudsman function were also in attendance.

Mary Rowe, Special Assistant to the President of MIT, and President of the Corporate Ombudsman Association, opened the meeting and welcomed the participants. Ms. Rowe emphasized the necessity for participants to agree from the outset to maintain confidentiality concerning issues and/or case studies that would be discussed at the meeting. She then went on to define the purpose of the Corporate Ombudsman function as one of addressing work-related problems within their respective organizations and identifying new areas of concern within the workplace. The skills used in this function include; conciliation, mediation, and influencing systems change.

Carole Trocchio, Liaison Department Manager, The Southland Corporation, addressed the group on the subject of ethics in the corporate environment. Following this presentation, Ms. Trocchio led a panel of six ombudsmen from various companies, in an analysis of a case study involving business ethics. Discussions were then opened to the audience soliciting their opinions, practices and philosophy within the Ombudsman function as they relate to ethical business practices.

Several case studies involving topics such as cultural differences in the workplace and handling difficult employees were discussed and analyzed.

Lee Pledger of Digital presented Training for Diversity and described how Digital Corporation utilizes core groups of employees to discuss issues involving affirmation action and valuing differences; including innate differences, such as race or sex and how they impact participants on both professional and personal levels.

Researcher Lee Robbins shared the results of a recent survey he completed concerning the ombudsman function. Based on his research "ombuds" are defined as..."a neutral member of the corporation who provides confidential and informal assistance to employees in resolving work-related concerns and is outside the normal management control structure." Activities of an ombud may include: responsive listening, (including joint definition of the client's concern); coaching the client in the use of company procedure; an attempt at direct resolution by the client, fact-finding, investigation;

Equipment

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conciliation; referral to other helping agents or change agent groups (e.g., Personnel, EAP, etc); mediation; referral for arbitration by higher management; generic intervention; advocacy of the client's case within a grievance procedure and arbitration.

Researcher, James Ziegenfuss, Jr. discussed "Identifying Outcomes of Corporate Ombudsman Work: An Organizational Systems View", observing that the ombudsman function impacts the organizational structure through the organization's various subsystems: goals and values subsystem; technical subsystem; managerial subsystem; psychosocial subsystem; and structural subsystem.

A skills workshop "Managing Conflict" was conducted by Jim Maselko, Organizational Development Consultant with the firm of Block, Petrella & Weisbord. Mr. Maselko discussed the problems inherent in dealing with conflict, especially the reluctance experienced by many people to deal with conflict, the fear that someone will get hurt and that the situation will get out of control. Mr. Maselko offered a positive definition of conflict..." Conflict is the consequence of differences that exist and that need to be managed", and identified the skills needed in the management of conflict.

How to set up an Ombudsman Office was the subject of a presentation by Virgil Marti, Vice President Ombudsman, McDonnell Douglas. Mr. Marti initiated his Ombudsman role in August 1985 and discussed his objectives and goals, the changing work environment, and the activities of his department. He shared with the participants the physical placement of the office of the Ombudsman in the organizational structure as well as the placement of the physical office. Mr. Marti also discussed the importance of the ombudsman developing a network with various other departments and the importance of maintaining two way communication with employees.

James Simon, Esq. and Jerome Weinstein, Esq., of Mintz, Levin, Ferris, Cohn, Ferris & Glovsky, P.C. discussed Dealing With Mental Illness and Drug and Alcohol Problems In The Workplace, respectively. Mr. Simon addressed the problem of defining mental illness, determining whether an employee is mentally ill and the duty to accommodate and provide opportunity for treatment. Mr. Weinstein addressed the impact of drug and alcohol useage on job performance and the pressures on employers to deal with the problem, including privacy rights and other tort liabilities.

Mary Rowe again addressed the participants as the productive Ombudsman Conference was drawing to a close. Ms. Rowe requested the participants to vote on the 1986-87 Officers and Board of Directors of the Corporate Ombudsman Association. The following were unanimously elected: Mary Rowe, MIT, President; Martha Maselko, AT&T, President-Elect and Treasurer; Carole Trocchio, The Southland Corporation, Vice President and Secretary. Members of the Board include: Lee Pledger, Digital; Lewis Redding, MIT; Kay Buckler, General Electric; Jim Hendry, The World Bank, and Virgil Marti, McDonnell Douglas.

CORPORATE OMBUDSMAN ASSOCIATION

CODE OF ETHICS

I. The Ombudsman, as a designated neutral, has the responsibility of maintaining strict confidentiality concerning matters that are brought to his/her attention. The only exception - at the sole discretion of the Ombudsman - is in the instance of threat to the physical safety of others and/or threat to company assets. This duty to warn, however, shall be initiated only after the Ombudsman has strongly counselled with the client involved to encourage the client to personally come forth. In the event the client still refuses to come forth, the Ombudsman has an obligation to notify the client of the intended breach of confidentiality in this situation. Even then, the Ombudsman has the responsibility and obligation to discuss the situation only with those that have a need to know.

The Ombudsman has the responsibility to insure that any records or files pertaining to confidential discussions with clients are safe from inspection at all times by other employees, including management at all levels.

II. The Ombudsman has the responsibility to conduct fact-finding investigations fairly and objectively, with proper respect accorded to all parties and their views.

III. The Ombudsman has the responsibility, when recommending actions as a result of impartial investigations, to make recommendations that will be equitable to all parties and reflect good business practice.

IV. The Ombudsman has the responsibility to behave in a professional manner at all times, to maintain the credibility of the Ombudsman function.

CORPORATE OMBUDSMAN ASSOCIATION

First Meeting of the Board of Directors

Pursuant to the foregoing Waiver of Notice, the First Meeting of the Board of Directors of the Corporation was held at 12 o'clock p.m. on Monday, July 28, 1986, at the Sonesta Hotel, 5 Cambridge Parkway, Cambridge, Massachusetts. There were present Mary Rowe, Martha Maselko, Carole Trocchio, Virgil Marti, James Hendry, Catherine I. Buckler, Lewis Redding and Lee Pledger, being all of the Directors of the Corporation.

Ms. Mary Rowe, President of the Corporation, presided at the meeting, and Carole Trocchio, Vice President and Clerk of the Corporation, kept the records of the meeting.

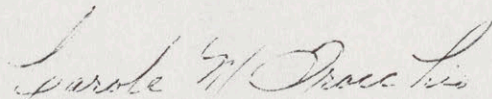
Ms. Rowe stated that it would be desirable to open a bank account in the name of the Corporation with the First National Bank of Boston, naming the President and the Treasurer, or any one of them acting singly, as authorized signatories. The Clerk then presented a completed resolution form as furnished by said Bank, which was read to the Board. On motion duly made and seconded, it was unanimously

VOTED: That the Corporation open a bank account with the First National Bank of Boston; that the resolution form furnished by the bank and read to this meeting be and it is hereby approved and adopted in its entirety; and that the Clerk be and she hereby is directed to file a copy of said resolution form with the minutes of this meeting.

There being no further business to come before the meeting,
on motion duly made, seconded and unanimously adopted, the
meeting was adjourned.

A true record.

Attest:


Carole Trocchio, Clerk

2201Q

CORPORATE OMBUDSMAN ASSOCIATION

First Meeting of the Board of Directors

July 28, 1986

WAIVER OF NOTICE

The undersigned, being all the Directors of the CORPORATE OMBUDSMAN ASSOCIATION, a Massachusetts corporation, hereby waive notice of the time, place and purposes of the First Meeting of the Board of Directors to be held at 12 o'clock p.m. on Monday, July 28, 1986 at the Sonesta Hotel, 5 Cambridge Parkway, Cambridge, Massachusetts and consent to the transaction of any business which may come before the meeting.

Chary Rowe

Mary Rowe, President & Director

Martha Maselko

Martha Maselko, President Elect,
Treasurer & Director

Carole M. Trocchio

Carole Trocchio, Vice President,
Clerk & Director

Virgil Marti

Virgil Marti, Director

James Hendry

James Hendry, Director

Catherine Buckler

Catherine I. Buckler, Director

Lee Pledger

Lee Pledger, Director

Lewis Redding

Lewis Redding, Director

CORPORATE OMBUDSMAN ASSOCIATION

Action by Consent of Sole Incorporator

July 28, 1986

I, the undersigned, being the sole incorporator of the CORPORATE OMBUDSMAN ASSOCIATION, a corporation formed under Massachusetts General Laws, chapter 180, do hereby intend that the following votes shall be and each of them hereby is adopted with the same force and effect as if presented and enacted at a duly constituted meeting of incorporators of said corporation:

VOTED: That the proposed By-Laws in the form attached to this action by consent be and they hereby are approved and adopted as the By-Laws of the CORPORATE OMBUDSMAN ASSOCIATION.

VOTED: That the number of Directors of the Corporation be and it hereby is fixed at eight (8) and that the following persons be and each of them hereby is elected a Director of the Corporation to serve until the next annual meeting of the Members and until his or her successor is chosen and qualified.

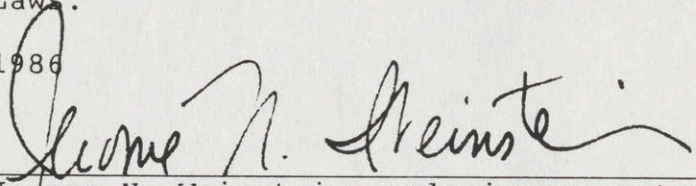
Mary Rowe
Martha Maselko
Carole Trocchio
Virgil Marti
James Hendry
Catherine I. Buckler
Lee Pledger
Lewis Redding

VOTED: That the following persons be and each of them hereby is elected to the offices indicated opposite their respective names to serve until the next annual meeting of the Board of Directors and until his or her successor is chosen and qualified:

President:	Mary Rowe
President Elect and Treasurer:	Martha Maselko
Vice President and Clerk:	Carole Trocchio
Assistant Clerk:	Jerome N. Weinstein

VOTED: That the proposed Articles of Organization of the Corporation in the form attached to this action by consent be and they hereby are approved; and that said Articles after execution by the incorporator be submitted to the Secretary of the Commonwealth for his approval and filing in accordance with Chapter 180 of the Massachusetts General Laws.

DATED: July 28, 1986



Jerome N. Weinstein, sole incorporator

4080Y

CORPORATE OMBUDSMAN ASSOCIATION

B Y - L A W S

ARTICLE I

MEMBERS

Section 1.1. Classes of Members. There shall be two (2) classes of Members of the Corporation which shall be known and referred to as "Members" and "Associate Members". The term "Members" as used herein shall refer to both classes of membership unless otherwise expressly provided.

Section 1.2. Election of Members and Duration of Membership. The charter Members of the Corporation shall consist of the Incorporator or Incorporators. Prior to the first meeting of the Board of Directors, the Members shall consist of the charter Member or Members and such additional persons as the Incorporators or Incorporator shall elect or appoint as Directors or officers. At and following the first meeting of the Board of Directors, Members of the Corporation shall consist of those persons already Members as aforesaid, plus such additional persons who may at any time submit applications for membership to an officer of the Corporation, accompanied by a membership fee the amount of which shall be determined for each class of membership from time to time by the Board of Directors. Qualification for membership shall be determined by the Board of Directors which shall consider whether such person will further the ideals and aims of the

Corporation. Any person accepted as a Member shall remain a Member, for so long as such Member regularly and timely pays the Membership dues established by the Board of Directors for such Member's class of Membership, until his death, resignation or removal.

Section 1.3. Removal. Any Member may be removed by a two-thirds vote of the Directors present and voting at any regular or special meeting of the Board of Directors.

Section 1.4. Resignations. A Member may resign his or her membership at any time by written resignation delivered to the Corporation at its principal office or to any officer of the Corporation. Acceptance thereof shall not be necessary to make such resignation effective unless so stated in the resignation, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

ARTICLE II

DIRECTORS, COMMITTEES AND OFFICERS: ELECTION, POWERS AND DUTIES

Section 2.1. Directors and Officers. The Board of Directors of the Corporation shall consist of not less than three (3) nor more than ten (10) Directors. The exact number of Directors (within such limits) constituting the Board of Directors shall be fixed by the Incorporators or, after incorporation, at each annual meeting by the Members, provided that by vote of the Members at a special meeting called for the purpose the number of Directors may be increased or decreased (subject to said limitation) and provided further that by vote

of a majority of the Directors then in office the number of Directors may be increased (subject to said limitation). The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer, a Clerk, and such other officers as the Incorporator or Incorporators or the Board of Directors may from time to time elect or appoint. Except as otherwise specifically required by law, the same person may simultaneously occupy more than one office. Directors must be Members as distinguished from Associate Members of the Corporation.

Section 2.2. Terms of Office; Vacancies. The Directors, President, Vice President(s), Treasurer and Clerk shall hold office, except as otherwise hereinafter provided, until the next annual meeting of Members or Directors at which they are regularly elected and until their respective successors are chosen and qualified. All other officers shall hold office during the pleasure of the Board of Directors. In case a vacancy shall occur for any cause in the Board of Directors or in any other office, including a vacancy resulting from enlargement of the Board, the Board of Directors (or the remaining Directors, although less than a quorum) may fill such vacancy by the affirmative vote of a majority of the Directors then in office. Any vacancy in the Board of Directors may also be filled by the Members at any annual or special meeting unless such vacancy shall have been previously filled by the Board of Directors. A Director or officer so elected by the Board of Directors or the Members to fill such vacancy shall

hold office only until the next meeting of the Members or Directors at which the office would regularly be filled and until a successor is chosen and qualified.

Section 2.3. Resignation and Removal. Any Director may be removed from his or her office with or without cause by the vote, at a meeting at which a quorum is present, of a majority of Members who are present or duly represented by proxy and any officer may be removed from his or her office with or without cause by the vote of a majority of the Directors then in office.

Section 2.4. Board of Directors. Directors shall be elected by the Members at each annual meeting of the Members or at any meeting of the Members held in lieu thereof in accordance with the provisions of Section 3.1. The Board of Directors shall have the general management and control of all the property and affairs of the Corporation, and shall exercise all of the powers of the Corporation, except such as are conferred by law or by the Articles of Organization of the Corporation or by these By-Laws upon the Members. Without limiting the generality of the foregoing, the Board of Directors shall have full power to fix the compensation of any and all employees of the Corporation.

Section 2.5. Standing Committees. At each annual meeting of the Board of Directors, or any meeting held in lieu thereof, the President shall appoint persons to such standing committees as the Board by resolution may create from time to time.

Section 2.6. Ad Hoc Committees. The Board of Directors may from time to time appoint such ad hoc committees as it deems necessary or desirable with such powers as the Board of Directors may determine. The members of any such committee, who need not be members of the Board of Directors, shall hold office subject to the pleasure of the Board of Directors. Each such committee so appointed shall keep regular minutes of its proceedings and report the same to the Board of Directors upon request.

Section 2.7. President and Vice Presidents. The President shall be elected annually by and from the Board of Directors at the first meeting of the Board following the annual meeting of the Members. The President shall have, subject to the supervision of the Board of Directors, general management, charge and control of all the affairs of the Corporation, and shall be its chief executive officer. The President, if in attendance, shall preside at all meetings of the Members and of the Board of Directors.

One or more Vice Presidents may be elected from time to time by the Board of Directors. A Vice President shall have such powers and be charged with such duties, including (to the extent permitted by law) during the absence or inability to act of the President, such of the powers and duties of the President as the Board of Directors may prescribe or as the President may designate.

Section 2.8. Treasurer. The Treasurer shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the Members. The Treasurer

shall keep or cause to be kept regular books of account which are to be available at all times for inspection by any Director, and the Treasurer shall report to the Board of Directors on the financial condition of the Corporation whenever requested to do so by the Board of Directors. The Treasurer shall have the custody of all documents of title and valuable papers. Subject to the supervision and control of the Board of Directors, the Treasurer shall receive and disburse the funds of the Corporation.

One or more Assistant Treasurers may be appointed from time to time by the Board of Directors. An Assistant Treasurer shall have such powers and be charged with such duties, including (to the extent permitted by law) any or all of the powers and duties of the Treasurer, as the Board of Directors may prescribe or as the Treasurer shall delegate.

Section 2.9. Clerk. The Clerk, who shall be a resident of the Commonwealth of Massachusetts (except that such residence shall not be required during any period in which the Corporation has a duly appointed resident agent), shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the Members. The Clerk shall be present at and keep minutes of all meetings of the Members and of the Board of Directors, shall give notice of meetings of the Members and of the Board of Directors and shall perform all duties commonly incident to such office or which may be properly required of the Clerk by the Board or the President.

The Board of Directors from time to time may appoint one or more Assistant Clerks who, in the absence of the Clerk, shall perform the duties of that office.

In the event of the absence of the Clerk and the Assistant Clerks, if any, from any meeting of the Members or of the Board of Directors, the Members or Directors at such meeting may appoint a Temporary Clerk to keep the records of the meeting and to perform such other duties in connection with that office as the meeting may prescribe.

Section 2.10. Miscellaneous Duties and Powers. In addition to the foregoing specifically enumerated duties and powers, the several officers and individual Directors of the Corporation shall be charged with such other duties and shall have such other powers (to the extent permitted by law) as may be delegated to them from time to time by the Board of Directors or any officer herein authorized to do so or as may be imposed upon them by law.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.1. Annual Meeting. The annual meeting of the Members shall be held in every year on the third Tuesday in May at 8 o'clock p.m. (or if that day falls on a legal holiday in the place where the meeting is to be held, on the next succeeding business day) at the principal office of the Corporation within the Commonwealth of Massachusetts, unless the Directors appoint some other date or place either within or

without the Commonwealth. At such annual meeting the Members shall elect Directors, hear the report of the Treasurer and transact such other business as may otherwise properly come before the meeting. in the event that for any reason the annual meeting shall not be held as herein provided, a subsequent special meeting of the Members shall be held in lieu of and for the purposes of the annual meeting with all the force and effect of an annual meeting and for such other purposes as may be specified in the notice of said special meeting.

Section 3.2. Special Meetings. Special meetings of the Members may be called at any time by the President, or by a majority of the Directors. Special meetings 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 three or more of the Members entitled to vote at such meeting, stating the place, day, hour and purposes of the meeting. Special meetings of Members may be held within or without the Commonwealth of Massachusetts.

Section 3.3. Notice. A written or printed notice of any annual or special meeting of the Members, stating the place, day, hour, and purposes thereof, shall be given to each Member by the Clerk or Assistant Clerk or such other person authorized by these By-Laws to call a meeting, at least seven (7) days before the date of the meeting by leaving such notice with the Member or by delivering it to his or her residence or usual place of business or by mailing the same, postage prepaid, directed to the address of the Member as last recorded

on the books of the Corporation. It shall be the duty of each Member to notify the Corporation of his or her post office address. Whenever notice of a meeting is required to be given to a Member under any provision of the General Laws of the Commonwealth of Massachusetts or of the Articles of Organization or By-Laws of the Corporation, a written waiver thereof, executed before or after the meeting by such Member or by an attorney representing such Member, duly authorized and filed with the records of the meeting, whether or not such Member continues to be a Member at the time of his execution of such waiver, shall be deemed equivalent to such notice.

Section 3.4. Quorum. A majority of the total number of Members, present or duly represented by proxy at the meeting, shall constitute a quorum for the transaction of business at any meeting of the Members, provided, however, that if there shall be at least ten (10) Members who are present or fully represented by proxy at the meeting, then such number shall constitute a quorum for the transaction of business thereat, irrespective of the total number of Members.

Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. At any such adjourned meeting at which a quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.5. Vote Required. If a quorum is represented at a meeting, the affirmative vote of a majority of

the Members who are present or duly represented by proxy at the meeting shall be sufficient to elect any Director or to transact any business unless the matter is one upon which, by express provision of law or of the Articles of Organization or the By-Laws of the Corporation, as amended from time to time, a different vote is required or permitted, in which case such express provision shall govern. Any election by Members shall be determined by a plurality of the votes cast by the Members who are present or duly represented by proxy at the meeting.

Section 3.6. Method of Voting and Proxies. Each Member of the Corporation shall be entitled to one vote at any meeting of the Members of the Corporation or at any adjournment thereof. Any Member not present in person at any such meeting of the Members of the Corporation may vote thereat by a proxy signed by such Member and filed with the Clerk prior to the commencement of the meeting, but no such instrument which is dated more than six months before the meeting specified therein shall be accepted. Except as otherwise limited therein, proxies shall entitle the persons who are authorized to vote thereby to vote at any adjournment of such meeting but no such proxy instrument shall be valid after the final adjournment of such meeting. All proxies shall be filed with the Clerk at the meeting, or at any adjournment thereof, before being voted.

Action in respect of any matter shall be by ballot upon request of any Member.

Section 3.7. Action by Consent. Any action required or permitted to be taken at any meeting of Members may be taken without a meeting if all of the Members entitled to vote on the

matter consent to the action in writing and 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 IV

DIRECTORS' MEETINGS

Section 4.1. Meetings of Directors. An annual meeting of the Board of Directors shall be held in every year immediately after the annual meeting of Members or special meeting of the Members, held in lieu of such annual meeting, at the same place as such annual or special meeting, for the election of officers and for the transaction of such other business as may properly come before such meeting, unless the Board of Directors agree to and establish a different time or place for such annual meeting. Any other regular meeting of the Board of Directors may be held at such time and place as may be fixed from time to time by the Board of Directors. Special meetings of the Board of Directors may be called by the President, or by a majority of the Directors, or in case the number of Directors as fixed by the Members or by the Board of Directors shall be an even number, then one-half of the number of Directors constituting the full Board of Directors as fixed by the Members or by the Board of Directors for the time being. Any regular or special meeting of the Board of Directors may be held either within or without the Commonwealth.

Section 4.2. Notice. The first meeting of the Board of Directors following the annual meeting of the Members and any other regular meetings of the Board of Directors, as fixed in place and time by the Board of Directors, may be held without notice except as otherwise required in these By-Laws. Notice of special meetings of the Board of Directors or of a change in the time or place of the annual meeting or any other regular meeting shall be given by the Clerk, Assistant Clerk, or other officer calling the meeting, orally, or by mail, telephone, cable, or telegraph, stating the date, time and place appointed for the holding thereof and generally the business proposed to be transacted thereat. Notice so given or sent to a Director's usual and last known place of business or residence at least forty-eight hours before the time of the meeting shall be sufficient notice in all cases, and any notice received by a Director in time to enable him or her to attend the meeting concerning which such notice is given shall be likewise sufficient. Notice of a meeting need not be given to any Director if a written waiver of notice executed by such Director is filed with the records of the meeting before or after the meeting. Notice of a meeting need not be given to a Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice thereof. Any business whatever may be transacted at a meeting of the Board of Directors although it may not have been specified in the notice or waiver of notice of the meeting. No notice of an adjourned meeting of the Board of Directors shall be necessary.

Section 4.3. Quorum. At any meeting of the Board of Directors a majority of the Directors, or in case the number of Directors as fixed by the Incorporators, Members or Directors (or as resulting from vacancies) shall be an even number, then one-half of the number of Directors, then in office, shall constitute a quorum for the transaction of business. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Except as otherwise expressly provided by law or by the Articles of Organization or by the By-Laws of the Corporation, as amended from time to time, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be sufficient to transact any business which may properly come before the meeting.

Section 4.4. Action by Consent. any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE V

MISCELLANEOUS

Section 5.1. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the Corporation shall end on the thirty-first day of December in each year.

Section 5.2. Bonds. The Board of Directors may from time to time require from any one or more of the officers or agents of the Corporation that he, she or they shall give bond for the faithful performance of duties. Any such bond shall be in such form, in such sum and with such sureties as the Board of Directors may determine. The premiums for all such bonds shall be paid by the Corporation.

Section 5.3. Execution of Writings. Unless the Board of Directors shall otherwise generally or in any specific instance provide:

(a) any bill or note or check shall be made or signed in the name and on behalf of the Corporation by the President or the Treasurer or an Assistant Treasurer or such other officer or officers as shall be authorized to do so from time to time by the Board of Directors; and

(b) any other contract or written instrument shall be signed in the name and on behalf of the Corporation by the President and the Treasurer, unless otherwise specifically designated by the Board of Directors by resolution or ratification, or such other officer

or officers as shall be authorized to do so from time to time by resolution or ratification by the Board of Directors, and such officer so signing such instrument may also acknowledge and deliver the same. Any instrument purporting to affect an interest in real estate shall be executed in the name of the Corporation by two of its officers, jointly, of whom one is the President (or any Vice-President) and the other is the Treasurer (or any Assistant Treasurer).

Section 5.4. Respecting Certain Contracts. Directors of this Corporation may be connected with other corporations with which from time to time this Corporation has business dealings. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall be affected by the fact that a Director of this Corporation is pecuniarily or otherwise interested in, or is a Director or officer of, such other corporation. In the absence of fraud, any Director, officer or Member of this Corporation, individually, or any firm in which such Director, officer or Member may have an interest, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction to which this Corporation is a party, provided that the fact that such individual or firm is so interested shall be disclosed or shall have been known to the Board of Directors or to a majority thereof. With respect to any profit or benefit realized on any such contract or transaction, no such Director, officer or Member shall be liable to account to the Corporation

therefor. Any such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors and may validly vote for the purpose of authorizing, approving or ratifying any such contract or transaction.

Section 5.5. Dividends, Profits and Compensation. No Member or Director shall receive by reason of such membership or directorship, any dividend, profit, or compensation from the Corporation, provided however, that there shall be allowed reimbursement by the Corporation of reasonable expenses incurred on behalf of the Corporation in the course of any activity for the Corporation, by any Member, Director, or officer of the Corporation.

Section 5.6. Corporate Employees. The Board of Directors may from time to time employ or appoint a full-time or part-time Executive Director and such other personnel as may be desirable and necessary to supervise the facilities of the Corporation and to plan and conduct its activities, and the Board of Directors may fix reasonable compensation for such Executive Director or other personnel so employed or appointed.

ARTICLE VI

AMENDMENT OF BY-LAWS

These By-Laws may be repealed or amended, or additional by-laws may be adopted, at any meeting of the Members of the Corporation, at which a quorum shall be present, by a majority vote of the Members present in person or represented by proxy, provided that the substance of any

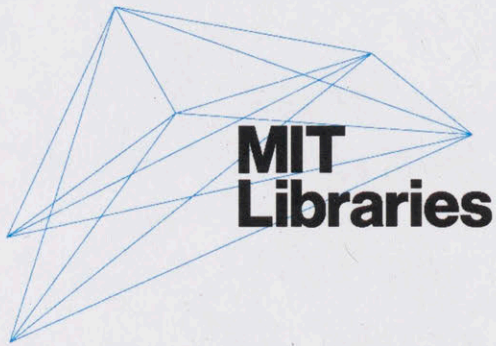
proposed amendment shall have been set forth in the notice of the meeting. These By-Laws may also be repealed or amended, or additional by-laws may be adopted, at any meeting of the Board of Directors at which a quorum shall be present, by a majority vote of the Directors present, provided that the substance of any proposed amendment shall have been set forth in a notice of the meeting at which a final vote is to be taken thereon.

A true record.

ATTEST:

, Clerk

37430



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