

**BY LAWS OF
 RETIREES SCHOOL VOLUNTEER ASSOCIATION, INCORPORATED
 REVISION 4: SEPTEMBER 19, 2003**

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RETIREES SCHOOL VOLUNTEER ASSOCIATION, INCORPORATED
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ARTICLE I THE CORPORATION

1. Name. The name of the Corporation is: Retirees School Volunteer Association, Inc. (hereinafter called the "Corporation"). Its principal office shall be located at 870 Winter Street, Waltham, Massachusetts 02451-1499, Attention: Ms Linda Rosson.
2. Purpose. The Corporation is a nonprofit organization incorporated under Chapter 180 of the Massachusetts General Laws and is formed for the purposes enumerated in Article II of its Articles of Organization, as they may be amended from time to time.

ARTICLE II MEMBERSHIP

1. The Corporation. The Corporation shall consist of a body of Corporation Members ("Member(s)"), who shall be either "Voting Member(s)" or "Non-Voting Member(s)", and Associates. Members shall be residents of the United States of America and have retired from full-time employment.
2. Voting Members. To qualify for voting membership, the retiree shall have participated in an activity of the Corporation during the previous year and be nominated by any voting member. Nominations shall be submitted in writing to the clerk. Voting Members shall be elected from time to time by: a majority vote of those Voting Members voting via written mail-in ballot; a majority vote of Voting Members present at the annual meeting; or a majority vote of Directors present at a Board meeting with a quorum, in accordance with the provisions of Article II, paragraph 5, and Articles III or IV, respectively. The Clerk of the Corporation shall maintain the list of Voting Members. The initial body of voting members shall consist of the Incorporators and Directors as listed in Article VII of the Articles of Organization. Town Captains, as defined in Paragraph 5 of this Article, shall also be voting members.
3. Rights and Obligations of Voting Members. Voting Members shall have the right to elect the Directors. Subject to the foregoing and except as otherwise limited by the Articles or by laws of the Corporation, the Voting Members shall have such additional rights, including (without limitation) the right to make, amend and repeal by laws and to authorize an amendment or restatement of the Articles of Organization and to authorize consolidation or merger as is conferred upon the Voting Members by statute. Voting Members shall pay annual dues for the following year as established by a majority of the voting members present and voting at the annual meeting.
4. Non-Voting Members. A retiree who has volunteered to engage in activities that further the objectives of the Corporation shall automatically become a non-voting member. He or she shall have no voting power in the Corporation, but may attend such meetings and other functions of the Corporation as the Voting Members may from time to time determine. The Town Captain shall maintain the list of non-voting members and submit it prior to the Annual Meeting in a form and manner determined by the Clerk of the Corporation.

5. Town Captains. The President, with the approval of the Board of Directors, may appoint a Town Captain to cover one or more School Districts. The Town Captain shall be the Corporation's interface and liaison to the School District(s) and shall be responsible for responding to their requests by soliciting volunteers from local retirees. Town Captains shall provide a "Year End" annual report of the activities in their Districts for the Corporation's Newsletter in a form and by a date as prescribed by the Clerk. They may be also be asked to provide interim Highlight Reports for use on the Corporation's Web Site (www.rsva.org).

6. Duration and Termination of Membership. Each Member of the Corporation shall continue to be a Member until the termination of his or her membership in accordance with the terms established by the Voting Members, the terms of the by laws, or his or her resignation. Any Member (Voting or Non-Voting) may resign from the Corporation upon 30 days prior written notice to the Board of Directors or to the Clerk of the Corporation. Failure to adhere to these by laws, as determined by a majority of the Board of Directors, shall be considered proper notice of resignation and that person's membership will be terminated thirty days thereafter.

7. Associates. An associate shall have engaged in activities that further the objectives of the Corporation. Associates shall be identified by any member. He (she) shall have no voting power in the Corporation, but may attend such meetings and other functions of the Corporation as the Voting Members may from time to time determine.

8. Liability For Corporation's Obligations. Members of the Corporation and Associates shall not be liable for any debts or obligations of the Corporation and shall not be subject to any assessment therefor.

ARTICLE III MEETINGS OF CORPORATION MEMBERS

1. Annual Meetings. An Annual Meeting of the Members shall be held at a time and place to be determined by the Board of Directors and stated in the notice of the meeting. If no Annual Meeting is held in accordance with the foregoing provision, a special meeting may be held in lieu thereof and any action taken at such meetings shall have the same effect as if taken at the Annual Meeting.

2. Special Meetings. Special meetings of the Members may be called by the President, by a majority of the Board of Directors, or upon written application of three or more Voting Members stating the time, place and purpose of the meeting. The Clerk shall be duly informed no less than 30 days prior to the meeting date.

3. Notice of Meetings. A written notice of every meeting of Members stating the place, day and hour thereof, and the purpose for which the meeting is called shall be given by the Clerk to each Voting Member and by each Town Captain to the non-Voting Members in his or her district(s) at least seven days before the meeting. Notice is deemed given when deposited in the mail, postage paid and properly addressed to the Members at the Member's address as it appears in the records of the Corporation. No written notice of the time, place, or purpose of any regular or special meeting of the Members shall be required if every Member is present at the time and place that the new meeting is called or is notified by telephone, FAX, or e-mail. The notice of the annual meeting shall include a description of all items scheduled on the agenda, including the list of candidates for the Board of Directors, as recommended

by the Nominating Committee.

4. Waiver of Notice. Whenever notice of a meeting is required to be given a Member under any provision 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 his or her attorney thereunto duly authorized, shall be deemed equivalent to such notice.

5. Quorum of Members. At any meeting of the members a majority of voting members, represented either in person or by proxy, shall constitute a quorum. When a quorum is present, any matter to be acted upon by the Voting Members shall be decided by a majority of the votes cast by the Voting Members unless otherwise provided by law, these by laws or the Corporation's Articles of Organization.

6. Adjournments. Any meeting of the Members may be adjourned to any other time and to any other place permitted by these by laws by the Members present or represented at the meeting, although less than a quorum, or by any officer entitled to preside or to act as Clerk of such meeting, if no Member is present or represented. It shall not be necessary to notify any Member of any adjournment. Any business which could have been transacted at any meeting of the Members as originally called may be transacted at an adjournment thereof.

7. Voting and Proxies. Each Voting Member shall be entitled to cast one (1) vote. A simple majority of the total votes present and voting at the meeting shall decide any question presented except as hereinafter provided. All Voting Members may vote either in person or by written proxy dated not more than six months before the meeting named therein. Proxies shall be filed with the Clerk of the meeting, or of any adjournment thereof, before being voted. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any adjournment of such meeting, but shall not be valid after final adjournment of such meeting. Proxies need not be sealed or attested and a proxy purported to be executed by or on behalf of a Voting Member entitled to vote shall be deemed valid unless challenged at or prior to its exercise.

8. Action of Members Without a Meeting. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Voting Members consent to the action in writing and the written consents are filed with the records of the meetings of Members. Such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE IV BOARD OF DIRECTORS

1. Powers. The Directors may exercise all the powers of the Corporation except such as are required by law or the Articles of Organization or these by laws to be otherwise exercised. The Directors shall have the general direction, control, and management of the activities of the Corporation. Except as otherwise provided by the by laws, the Directors shall have the power to purchase, lease, borrow, and to secure such borrowing by giving a mortgage of the property then owned, and sell such property, and to make such contracts and agreements as it deems advantageous. They may determine the compensation and duties in addition to those prescribed by the by laws, of all officers, agents, and employees of the Corporation. In the event of a vacancy in the Board of Directors, the remaining Directors, except or otherwise provided by law, may exercise the power of the full Board until the vacancy is filled.

2. Composition. The Board of Directors, who shall be voting members, shall consist of at least seven Directors as shall be elected by the Voting Members at the annual meeting of the Members to serve for a term of two years or, if longer, until their successors are elected and qualified. Candidates for election to the Board of Directors shall be recommended by a Nominating Committee of Voting Members, appointed by the President. Alternate candidates may be submitted by a petition signed by other voting members at least equal in number to the size of the Nominating Committee. Four of the initial Directors shall serve an initial term of two (2) years and three for a term of three (3) years in order that the terms of the Directors are staggered. A Director may resign by delivering his or her resignation in writing to the other Directors or to the Clerk of the Corporation.

3. Removal. A Director may be removed from office at any time
(a) with or without cause, by vote of a majority of the Voting Members or
(b) for cause, by vote of a majority of the Board of Directors.

A Director may be removed for cause only if notice of such action shall have been given to all of the Directors or the Voting Members, as the case may be. This shall occur prior to the meeting at which such action is to be taken. The Director so to be removed shall have been given reasonable notice and opportunity to be heard before the body proposing to remove him.

4. Vacancies. Any vacancy in the Board of Directors may be filled by vote of a majority of the remaining Directors present at a meeting of Directors at which a quorum is present or by appointment of all of the Directors if less than a quorum shall remain in office.

5. Meetings. The Board of Directors shall hold a regular meeting each year for the election of officers as soon as practicable after final adjournment of the Annual Meeting of the Members. Other meetings shall be held as often as the needs of the Corporation may in their opinion require. Special meetings of the Directors may be called by the President, the Treasurer, or any two or more Directors. The Board meeting is open to all Members. The Board can invoke Executive privilege by a majority vote of its members present at the meeting and go into Executive Session at its own discretion.

6. Notice of Meetings of the Board of Directors. Regular meetings of the Board of Directors including the first meeting following the Annual Meeting of the Members, may be held without notice if the time and place of such meetings are fixed in the by laws or by the Board of Directors. Notice of the time and place of regular meetings, if required, shall be given by the Clerk, and of any special meetings by the Clerk or the officer calling the meeting. Notice may be given orally, by telephone, e-mail, or in writing; and notice given in time to enable the Directors to attend, or in any case notice sent by mail or e-mail to a Director's usual or last known place of business or residence, at least three days before the meeting shall be sufficient. A notice of waiver of notice need not specify the purpose of any special meeting of the Board of Directors.

7. Waiver of Notice. Timely 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.

8. Quorum. At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. A lesser number than a quorum may adjourn any meeting from time to time without further notice. 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 by laws or the Articles of Organization of the Corporation.

9. Executive and Other Committees. The Directors may elect an Executive Committee from their number, at any regular or special meeting of the Directors, provided that the President and the Treasurer or Assistant Treasurer of the Corporation shall, for their respective terms of office, be members of any Executive Committee and shall be entitled to vote equally with the other members of such Executive Committee.

The Directors may, from time to time, appoint one or more other committees, such as an Advisory Committee, for such special purposes and, consisting of such Directors, Members or other persons, as the Directors shall determine. The Directors may delegate such authority and duties to such committee not in excess of those required for it to function for the special purpose it was created.

Unless otherwise voted by the Board of Directors, any Executive Committee of the Corporation shall have the authority to act in lieu of and on behalf of the full Board of Directors; provided that any action taken by the Executive Committee may be amended or repealed by vote of the Board of Directors at a meeting duly held.

Except as otherwise provided in these by laws, the members of any Executive Committee of the Corporation shall serve until the next Annual Meeting of Directors or special meeting in lieu thereof and until their successors are chosen and qualified, and the members of any other committee appointed by the Directors shall have such terms as the Directors shall determine.

10. Action of Board of Directors Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of 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 Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

11. Compensation. A Director shall receive no compensation for performance of his or her duties as Director of the Corporation but, given available funds, shall be entitled to be reimbursed for his or her reasonable and necessary out-of-pocket expenses incurred in rendering necessary services to or on behalf of the Corporation.

ARTICLE V OFFICERS

1. Enumeration. The officers of the Corporation, who shall be voting members, shall consist of a President, Treasurer, Clerk, and such other officers, including (without limitation) one or more Vice Presidents, Assistant Treasurers or Assistant Clerks as the Board of Directors may from time to time elect.

2. Qualification. The President shall be a Director. Any two or more offices may be held by the same person. The Clerk shall be a resident of Massachusetts. Any officer may be required by the Directors to give bond for the faithful performance of his or her duties to the Corporation in such amount and with such sureties as the Directors may determine. The premium for such bonds shall be paid by the Corporation.

3. Election. The President, Treasurer, and Clerk shall be elected annually by a simple majority of the Board of Directors at their first meeting following the Annual meeting of the Members. Other officers may be appointed by the Directors at such meeting or at any other meeting.

4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these by laws, the President, Treasurer and Clerk shall hold office until the first meeting of the Board of Directors following the Annual Meeting of Members and thereafter until his or her successor is chosen and qualified; and all other officers shall hold office until the first meeting of the Board of Directors following the Annual Meeting of Members, unless a different term is specified in the vote choosing or appointing them. Any Officer may resign by delivering his or her written resignation to the Corporation at its principal office or to the President or Clerk 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.

5. Removal. The Board of Directors may remove any officer with or without cause by a vote of a majority of the entire number of Directors then in office, provided that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

6. Vacancy. A vacancy in any office may be filled for the unexpired balance of the term by vote of a majority of the Directors present at any meeting of Directors at which a quorum is present or by appointment by all of the Directors if less than a quorum shall remain in office.

7. President. The President shall be the chief operating officer and the chief executive officer of the Corporation. The President shall, subject to the direction of the Directors, have general supervision and control of the business of the Corporation. The President shall, when present, preside at all meetings of the Directors and shall have such other powers and duties as may be vested in him or her by the Board of Directors.

8. Vice President. The Vice President, or if there shall be more than one, the vice Presidents in the order determined by the Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and shall have such other powers as the Directors may from time to time prescribe.

9. Treasurer and Assistant Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account.

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and shall have such other powers as the Directors may from time to time prescribe.

10. Clerk and Assistant Clerk. The Clerk shall attend all meetings of the Members and the Board of Directors, and shall record or have recorded upon the record book of the Corporation minutes of the proceedings at such meetings. He or she shall have custody of the record books of the Corporation and shall have such other powers and shall perform such other duties as the Directors may from time to time prescribe.

The Assistant Clerk, or if there shall be more than one, the Assistant Clerks in the order determined by the Directors, shall, in the absence or disability of the Clerk, perform the duties and exercise the powers of the Clerk and shall perform such other duties and shall have such other powers as the Directors may from time to time prescribe. In the absence of the Clerk and an Assistant Clerk from any meeting, a temporary clerk shall be appointed by the meeting.

11. Other Powers and Duties. Each officer shall, subject to these by laws, have in addition to the duties and powers specifically set forth in these by laws, such duties and powers as are customarily incident to his or her office, and such duties and powers as the Directors may from time to time designate.

ARTICLE VI MISCELLANEOUS PROVISIONS

1. Fiscal Year. Except as otherwise determined by the Directors, the fiscal year of the Corporation shall begin on January 1, and end on December 31.

2. Seal. Subject to change by the Directors, the Corporation shall have a seal which shall bear its name, the word, "Massachusetts", and the year of its incorporation, and such other device or inscription as the Directors may determine.

3. Execution of Instruments. All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Corporation in its behalf shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine.

4. Corporate Records. The original, or attested copies, of the Articles of Organization, by laws and records of all meetings of the Members shall be kept at an office of the Corporation's Clerk. Copies shall be available at all reasonable times for inspection by any Member for any proper purpose, but not to secure a list of Members for a purpose other than those which are relevant to the affairs of the Corporation.

5. Evidence of Authority. A certificate by the Clerk or an Assistant Clerk, or a temporary Clerk, as to any action taken by the Members, Board of Directors or any officer or representative of the Corporation shall as to all persons who rely thereon in good faith be conclusive evidence of such action.

6. Articles of Organization. All references in these by laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

7. Tax Exemption. It is intended that the Corporation be treated as an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and notice shall be given to the Secretary of the Treasury or his or her delegate as provided in Section 508(a) of said Code. Notwithstanding any other provision in these by laws to the contrary, for so long as the Corporation constitutes a non-profit public organization as defined under Section 509 of said Code, all requirements and prohibitions described in Section 508(e)(1) of said Code are incorporated herein by reference and hereby made applicable to the Corporation, and, without limitation of the foregoing, the Corporation shall act or refrain from acting so as not to subject itself to the taxes imposed by the following sections of the Code, to wit: 4941 (relating to taxes on self dealing), 4942 (relating to taxes on failure to distribute income), 4943 (relating to taxes on excess business holdings), 4944 (relating to taxes on investments which jeopardize charitable purpose), and 4945 (relating to taxable expenditures).

ARTICLE VII INDEMNIFICATION

The Members shall indemnify and hold the Directors harmless in accordance with the provisions set forth in the Articles of Organization.

ARTICLE VIII DISSOLUTION

In the event of the termination, dissolution or winding up of this Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed in accordance with the provisions set forth in the Articles of Organization.

ARTICLE IX AMENDMENTS

These by laws may be amended by the affirmative majority vote cast by the Voting Members of the Corporation, attending any meeting of Members at which a majority of the Voting Members is present, provided that the substance of any proposed amendment is stated in the notice of such meeting. If authorized by the Articles of Organization, the Directors, by a majority of their number then in office, may also make, amend or repeal these by laws, in whole or in part, except with respect to

- (a) the provisions of these by laws governing
 - (i) the removal of Directors,
 - (ii) the indemnification of Directors and
 - (iii) Article IX (Amendments) of these by laws and
- (b) any provisions of these by laws which by law, the Articles of Organization or these by laws, requires action by the Voting Members.

No later than the time of giving notice of the meeting of Members next following the making, amending or repealing by the Directors of any by laws, notice thereof stating the substance of such change shall be given to all Members, and that any by laws adopted by the Directors may be amended or repealed by the Voting Members.

A true record.