

BY-LAWS
OF
MA SHARON CHINESE LANGUAGE SCHOOL, INC.

Adopted: _____

TABLE OF CONTENTS

	<u>Page</u>
<u>ARTICLE 1 - ARTICLES OF ORGANIZATION</u>	1
<u>ARTICLE 2 - MEMBERS OF THE CORPORATION</u>	1
<u>ARTICLE 3 - BOARD OF DIRECTORS</u>	1
<u>Section 3.1</u> Powers.....	1
<u>Section 3.2</u> Number and Term of Office	1
<u>Section 3.3</u> Organization.....	1
<u>Section 3.4</u> Annual Meeting	2
<u>Section 3.5</u> Regular Meetings.....	2
<u>Section 3.6</u> Special Meetings.....	2
<u>Section 3.7</u> Notice of Special Meetings.....	2
<u>Section 3.8</u> Quorum	2
<u>Section 3.9</u> Action by the Directors.....	2
<u>Section 3.10</u> Committees	3
<u>ARTICLE 4 - SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION</u>	3
<u>ARTICLE 5 - OFFICERS OF THE CORPORATION</u>	3
<u>Section 5.1</u> Officers	3
<u>Section 5.2</u> Election and Tenure	3
<u>Section 5.3</u> President.....	4
<u>Section 5.4</u> Vice President	4
<u>Section 5.5</u> Treasurer	4
<u>Section 5.6</u> Clerk4	4
<u>Section 5.7</u> Powers and Duties of Officers	4
<u>ARTICLE 6 - RESIGNATIONS, REMOVALS, AND VACANCIES</u>	5
<u>Section 6.1</u> Resignations.....	5
<u>Section 6.2</u> Removals.....	5
<u>Section 6.3</u> Vacancies	5
<u>ARTICLE 7 - EXECUTION OF PAPERS</u>	5
<u>ARTICLE 8 - INDEMNIFICATION</u>	5
<u>Section 8.1</u> Definitions.....	5
<u>Section 8.2</u> Right to Indemnification.....	6
<u>Section 8.3</u> Indemnification Not Available	6
<u>Section 8.4</u> Compromise or Settlement	6
<u>Section 8.5</u> Advances.....	7
<u>Section 8.6</u> Not Exclusive.....	7
<u>Section 8.7</u> Insurance.....	7
<u>ARTICLE 9 - CONFLICTS OF INTEREST</u>	7

<u>Section 9.1</u>	Definition of Conflicts of Interest.....	7
<u>Section 9.2</u>	Disclosure of Conflicts of Interest	7
<u>Section 9.3</u>	Approval of Contracts and Transactions Involving Potential Conflicts of Interest.....	8
<u>Section 9.4</u>	Validity of Actions.....	8
<u>Section 9.5</u>	Employee Conflicts of Interest	8
<u>ARTICLE 10 - COMPENSATION</u>		9
<u>Section 10.1</u>	Reasonable Compensation	9
<u>Section 10.2</u>	Approval of Compensation	9
<u>ARTICLE 11 - MISCELLANEOUS</u>		9
<u>Section 11.1</u>	No Personal Liability	9
<u>Section 11.2</u>	Books and Records	10
<u>Section 11.3</u>	Location	10
<u>Section 11.4</u>	Fiscal Year	10
<u>Section 11.5</u>	Corporate Seal.....	10
<u>Section 11.6</u>	Loans to Directors and Officers	10
<u>ARTICLE 12 - AMENDMENTS</u>		10

**BY-LAWS
OF
MA SHARON CHINESE LANGUAGE SCHOOL, INC.**

ARTICLE 1 - ARTICLES OF ORGANIZATION

The name and purposes of the Corporation shall be as set forth in its Articles of Organization. These By-Laws, the powers of the Corporation and of its Directors and officers and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

ARTICLE 2 - MEMBERS OF THE CORPORATION

The Corporation shall have no members.

ARTICLE 3 - BOARD OF DIRECTORS

Section 3.1 Powers

The Board of Directors shall have the general management and oversight of all the property, affairs, and funds of the Corporation and shall, by themselves, or through their designated representatives, exercise all the powers of the Corporation. In the event of one or more vacancies on the Board of Directors, the remaining Directors shall have the powers of the full Board until such vacancy or vacancies are filled.

Section 3.2 Number and Term of Office

(a) The Board of Directors shall consist of not less than three (3) nor more than seven (7) members, the number of Directors to be determined from time to time by resolution of the entire Board of Directors provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. As used in these By-Laws, "entire Board of Directors" means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies.

(b) Directors shall serve for one-year terms and until their successors have been elected and qualified.

(c) Each Director shall have one (1) vote.

Section 3.3 Organization

At each meeting of the Board of Directors, the President, or, in the absence of the President, a chair chosen by a majority of the Directors present shall preside. The Clerk shall act as secretary of the Board of Directors. In the event the Clerk shall be absent from any meeting of the Board of Directors, the meeting shall select its secretary.

Section 3.4 Annual Meeting

The annual meeting of the Corporation shall be held at such date and time as shall be determined from time to time by the Directors

Section 3.5 Regular Meetings

Regular meetings of the Directors may be held without notice at such places and at such times as the Directors may from time to time determine.

Section 3.6 Special Meetings

Special meetings of the Board of Directors may be held at any time and at any place within or outside the Commonwealth of Massachusetts when called by the President or, in the absence or incapacity of the President, by the Clerk, or upon the written request of three (3) or more Directors.

Section 3.7 Notice of Special Meetings

Notice of the time and place of each special meeting of the Directors shall be given to each Director by mail at least five (5) days, or by telegram, email or facsimile at least forty-eight (48) hours before the meeting addressed to him or her at his or her usual or last known business, residence or email address, or in person or by telephone at least twenty-four (24) hours before the meeting. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) 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. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, by the Articles of Organization or by these By-Laws.

Section 3.8 Quorum

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 3.9 Action by the Directors

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

(b) 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.

(c) Unless otherwise provided by law or the Articles of Organization, the Directors or the members of any committee of the Board 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 3.10 Committees

The Directors may elect or appoint committees. The Directors may delegate to any committee any or all of their powers except those which may not be delegated by law, by the Articles of Organization or by these By-Laws. Unless otherwise designated, committees shall conduct their affairs in the same manner as is provided in these By-Laws. The members of any committee shall remain in office at the pleasure of the Directors who elected or appointed such committee. In the event that any member of a committee shall cease to be a Director of the Corporation for any reason, he or she shall forthwith cease to be a member of such committee.

ARTICLE 4 - SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

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

ARTICLE 5 - OFFICERS OF THE CORPORATION

Section 5.1 Officers

The officers of the Corporation shall be a President, a Clerk, a Treasurer, and such other officers, if any, elected or appointed in such manner as the Board may from time to time determine. An officer may, but need not, be a Director. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. Any two (2) or more offices, other than the President and the Clerk, may be held by the same person. Any officer may be required by the Directors to give bond for the faithful performance of such officer's duties to the organization in such amount and with such sureties as the Directors may determine.

Section 5.2 Election and Tenure

The President, Treasurer and Clerk shall be elected annually by a majority vote of the Directors at their first meeting following the annual meeting of the Directors. Other officers, if any, may be elected by the Directors at any time.

The President, Treasurer and Clerk shall each hold office until the first meeting of the Directors following the next annual meeting of the Directors and until his or her successor is

chosen and qualified, and each other officer shall hold office until the first meeting of the Directors following the next annual meeting of the Directors unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

Section 5.3 President

The President shall act as the chief executive officer of the Corporation and shall supervise generally the management of the affairs of the Corporation subject only to the supervision of the Board. The President shall preside at all meetings of the Directors, except as the Board otherwise determines. The President shall also perform such other duties as may be assigned from time to time by the Board.

Section 5.4 Vice President

The President may appoint one or more Vice Presidents. In the absence or incapacity to act of the President, or if the office of President be vacant, the Vice President shall preside at all meetings of the Board of Directors, and shall perform the duties and exercise the powers of the President, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. The Vice President shall have such powers and shall perform such other duties as may be assigned by the Board of Directors or the President.

Section 5.5 Treasurer

The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The Treasurer shall keep or shall cause to be kept regular books of account, shall report to the Board of Directors at regular intervals upon the financial condition of the Corporation, and shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made. Subject to the supervision and control of the Board, the Treasurer shall be responsible for the receipt and disbursement of the monies of the Corporation, and shall perform such other duties as may be conferred upon such office by the Board or imposed by law.

Section 5.6 Clerk

The Clerk shall have general charge of the records of the Corporation and shall keep minutes of all meetings of the Board of Directors. The Clerk shall give such notice as is required of meetings of the Directors (unless such notice has been given by the President) and shall perform all duties commonly incident to the office. In the event of the absence of the Clerk from any meeting of the Board or of any committee thereof, a person appointed by the meeting to be Clerk pro tem, shall keep the records of such meeting and perform such other duties in connection with the office of Clerk as the meeting may prescribe.

Section 5.7 Powers and Duties of Officers

All officers of the Corporation shall act under the direction of the Board of Directors. Subject to these By-Laws and to the control and direction of the Directors, each officer shall have in addition to the duties and powers specifically set forth in these By-Laws, such duties and

powers as are customarily incident to such office and such additional duties and powers as the Directors may from time to time determine.

ARTICLE 6 - RESIGNATIONS, REMOVALS, AND VACANCIES

Section 6.1 Resignations

Any Director or officer may resign at any time by delivering his or her resignation in writing to the Chair of the Board, if any, the President or the Clerk or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 6.2 Removals

(a) Directors may be removed with cause or without cause by the Board of Directors.

(b) No Director or officer who resigns or is removed shall have any right to any compensation as such for any period following his or her resignation or removal, or any right to damages on account of such removal, whether such compensation be by the month or by the year or otherwise; provided, however, that the foregoing provisions shall not prevent such person from obtaining damages for breach of any contract of employment legally binding upon the Corporation.

Section 6.3 Vacancies

If any office becomes vacant, the Board of Directors shall appoint a successor. Each such successor shall hold office for the unexpired term of his or her predecessor and until another shall be chosen or appointed and qualify for such office or until such successor sooner dies, resigns, is removed or becomes disqualified. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

ARTICLE 7 - EXECUTION OF PAPERS

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the President and the Treasurer, who may be one and the same person, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions or votes of the Corporation.

ARTICLE 8 - INDEMNIFICATION

Section 8.1 Definitions

For purposes of this Article:

(a) “Indemnitee” means any person who serves or has served as a member of the Board of Directors, any person who serves or has served as an officer of the Corporation or in any other office filled by election or appointment by the Board of Directors and any person who serves or has served as an employee of the Corporation.

(b) “Proceeding” means any action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened in or before any court, tribunal, administrative or legislative body or agency, and any claim which could be the subject of a Proceeding.

(c) “Expense” means any fine or penalty, and any liability fixed by a judgment, order, decree or award in a Proceeding, and any amounts reasonably paid in settlement of a Proceeding and for professional fees and other disbursements reasonably incurred in connection with a Proceeding if such amounts are approved in advance by vote of a majority of the disinterested Directors. The term “Expense” shall include any taxes or penalties imposed on a Director or officer with respect to any employee benefit plan of the Corporation.

Section 8.2 Right to Indemnification

Except as limited by law or as provided in this Article, each Indemnitee (and his or her heirs and personal representatives) shall be indemnified by the Corporation against any Expense incurred by such Indemnitee in connection with each Proceeding in which he or she is involved as a result of serving or having served in such official capacity with the Corporation.

Section 8.3 Indemnification Not Available

No indemnification shall be provided to an Indemnitee with respect to a Proceeding in which it shall have been adjudicated that said Indemnitee did not act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation.

Section 8.4 Compromise or Settlement

In the event that a Proceeding is compromised or settled so as to impose any liability or obligation on an Indemnitee or upon the Corporation, no indemnification shall be provided as to such Indemnitee with respect to such Proceeding if it is determined by a majority of the disinterested Directors then in office that with respect to the matter involved in such Proceeding said Indemnitee did not act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such Proceeding relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. In lieu of submitting the question to a vote of the disinterested Directors, as provided above, the Corporation may deny indemnification to said Indemnitee with respect to such Proceeding, if there has been obtained at the request of a majority of the Directors then in office, an opinion in writing of independent legal counsel, other than counsel to the Corporation, to the effect that said Indemnitee did not act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such

Proceeding relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

Section 8.5 Advances

The Corporation shall pay sums on account of indemnification in advance of a final disposition of a Proceeding upon receipt of an undertaking by the Indemnitee to repay such sums if it is subsequently established that said Indemnitee is not entitled to indemnification pursuant to Sections 8.3 and 8.4 hereof, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

Section 8.6 Not Exclusive

Nothing in this Article shall limit any lawful rights to indemnification existing independently of this Article.

Section 8.7 Insurance

The provisions of this Article shall not limit the power of the Board of Directors to authorize the purchase and maintenance of insurance on behalf of any Director or officer against any liability incurred by said Director or officer in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under this Article.

ARTICLE 9 - CONFLICTS OF INTEREST

Section 9.1 Definition of Conflicts of Interest

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any family member (spouse, domestic partner, grandparents, parents, children, grandchildren, great grandchildren, brothers or sisters (whether whole or half blood), and spouses of these individuals); or (c) any organization in which he or she or a family member is a Director, trustee, officer, member, partner or more than 10% of the total (combined) voting power. Service on the board of another not-for-profit Corporation does not constitute a conflict of interest.

Section 9.2 Disclosure of Conflicts of Interest

A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form.

The Clerk of the Corporation shall distribute annually to all Directors, officers and key employees (as identified by the Corporation), a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with

the Corporation and whether the process for approval set forth in this policy was used. Such disclosure form may require disclosure of other relationships that may not constitute an actual conflict of interest, but which are required to be disclosed in order for the Corporation to comply with its annual reporting requirements.

Section 9.3 Approval of Contracts and Transactions Involving Potential Conflicts of Interest

A Director or officer who has or learns about a potential conflict of interest should disclose promptly to the Clerk of the Corporation the material facts surrounding any potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

Section 9.4 Validity of Actions

No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other Corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common Directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

Section 9.5 Employee Conflicts of Interest

An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The President shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the President may consult with legal counsel.

The President shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the President has approved.

ARTICLE 10 - COMPENSATION

Section 10.1 Reasonable Compensation

It is the policy of the Corporation to pay no more than reasonable compensation for personal services rendered to the Corporation by officers and employees. The Directors of the Corporation shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporation purpose.

Section 10.2 Approval of Compensation

The Board of Directors must approve in advance the amount of all compensation for officers of the Corporation.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

ARTICLE 11 - MISCELLANEOUS

Section 11.1 No Personal Liability

The Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from the Corporation.

Section 11.2 Books and Records

There shall be kept at the office of the Corporation: (1) correct and complete books and records of account; (2) minutes of the proceedings of the Board of Directors; (3) a current list of the Directors and officers of the Corporation and their residence addresses; (4) a copy of these By-Laws; (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service; and (6) copies of the past three (3) years' information returns to the Internal Revenue Service.

Section 11.3 Location

The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

Section 11.4 Fiscal Year

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall be the twelve months ending on June 30th.

Section 11.5 Corporate Seal

The seal of the Corporation shall bear its name, the word "Massachusetts," and the year of its incorporation, and such other device or inscription as the Directors may determine.

Section 11.6 Loans to Directors and Officers

No loans shall be made by the Corporation to its Directors or officers, or to any other Corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or hold a substantial financial interest except as allowed by law.

ARTICLE 12 - AMENDMENTS

These By-Laws may at any time be amended or repealed by the Board of Directors. Notice of the substance of any proposed amendment or repeal shall be stated in the notice of any meeting called for the purpose of proposing such amendment or repeal.