

AMENDED AND RESTATED
BY-LAWS OF THE
CAPE COD TECHNOLOGY COUNCIL, INC.

ARTICLE I
ARTICLES OF ORGANIZATION

These By-Laws, the powers of the Corporation and of its members, directors and officers and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to the Articles of Organization in effect from time to time.

NAME AND PURPOSE: The name of the Corporation shall be the Cape Cod Technology Council, Inc. The purpose of the Corporation shall be to promote business and technology on Cape Cod, Nantucket, Martha's Vineyard, Southeastern Massachusetts, and Rhode Island.

ARTICLE II
MEMBERSHIP

Section 1

IDENTITY: Membership shall be open to corporations, partnerships, individuals, or businesses which support the purposes of the Corporation.

Any entity satisfying the foregoing criteria and paying the then current annual dues required of all Members, in accordance with such payment schedule and terms as may then be in force, shall be admitted as a Member of the Corporation. Dues collected will be applied to such programs and expenses that support the mission of the Corporation, as determined from time to time by the Board of Directors.

Membership shall be maintained on an annual basis by payment of dues and by compliance with all the requirements of membership as stated in these By-Laws and in such other regulations as may be adopted from time to time by the Board of Directors.

Section 2

RESIGNATION: Any Member may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein or upon receipt by the Clerk.

Section 3

REMOVAL/TERMINATION: Members may be removed from membership at any time with or without cause by a majority vote of all of the members of the Corporation, provided that at least three quarters of the members present and eligible to vote, affirmatively vote on such removal. A Member may be suspended by an affirmative vote of the majority of the Directors present and entitled to vote at any regular or special meeting at which a quorum is present, whenever in their judgment the interests of the Corporation would be served thereby, provided that such Member shall be given at least seven days notice of the proposed suspension and the reasons therefore, and is given an opportunity to be heard at a meeting of the Board of Directors.

Membership in the Corporation shall terminate upon failure of any Member to pay annual dues within ninety days after the receipt of invoice from the Corporation. The Board of Directors may waive the requirement that a Member pay annual dues in whole or in part.

Section 4

FEES: Any annual dues or other assessments or penalties which are paid by a Member, are not refundable upon a Member resigning or being deprived of membership.

ARTICLE III
BOARD OF DIRECTORS

Section 1

POWERS: The general management of the affairs of the Corporation shall be vested in the Board of Directors of not

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less than eleven and not more than twenty-five Directors. Except as otherwise required or reserved by law, the Articles of Organization or these Bylaws, all of the powers of the Corporation shall be vested in the Directors. Without limiting the foregoing, the Board of Directors shall have the power to determine and set annual membership dues.

Section 2

ELECTION, TERM OF OFFICE, AND VACANCIES: The Directors shall be elected by majority vote of the Members at the annual meeting of the Members. Membership in the Board of Directors shall be limited to Members in good standing of the Corporation. Directors shall be elected for three-year terms, except that a current Director may be elected for a one year term after completion of an initial term. Directors shall be elected to staggered terms so that, as nearly as possible, one third of the Directors shall be elected each year.

Effective with the election of April, 2013, no Director newly elected then and thereafter may serve more than three consecutive three-year terms. The Board of Directors may waive any restriction on Board terms. To ensure an adequate transition of experience and maintain adequate Board membership, terms served prior to April, 2013 will not be included in this term-limit determination.

The Board of Directors may elect new Directors to fill any vacancies at any regular or special meeting. Continuing Directors may act despite a vacancy or vacancies in the Board and shall, for this purpose, be deemed to constitute the full Board of Directors. A Director elected by the Board to fill a vacancy is eligible to then serve out the balance of the term of the vacant position.

Section 3

RESIGNATION: Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon the receipt by the Clerk.

Section 4

REMOVAL: Directors may be removed from office at any time with or without cause by a majority vote of the Directors then in office or by a majority vote of the Members. For the purpose of this Section 4, cause shall include the failure of a Director or Director's constituent member to remain a Member in good standing with the Corporation and the failure to attend three consecutive regular board meetings.

ARTICLE IV
EXECUTIVE COMMITTEE

Section 1

POWERS: The Executive Committee may act on behalf of the Board of Directors between the regular meetings of the Board of Directors with all of the powers of the Board of Directors except for the power to adopt, amend or repeal the By-Laws.

Section 2

ORGANIZATION: The Executive Committee shall consist of up to seven members including the four current Officers (Chair, Vice Chair, Treasurer, and Clerk) plus the immediate Past Chair, and with up to two members-at-large from the remaining Directors. The General Counsel of the Corporation may participate in meetings of the Executive Committee. Officers are elected by the Members annually, while the Board will appoint the two at-large members to the Executive Committee upon the recommendation of the Chair.

Section 3

MEETINGS: Meetings of the Executive Committee shall follow the same rules as laid out herein for the meetings of the full Board of Directors except for quorum.

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Section 4

QUORUM AND VOTING: Four members of the Executive Committee shall constitute a quorum at all meetings of the Executive Committee. The seven members of the Executive Committee and any other individuals qualified to vote at a meeting of the Board of Directors may vote at any meeting of the Executive Committee. Proxy voting is not permitted at the Executive Committee meetings.

ARTICLE V
MEETINGS

Section 1

MEETINGS OF MEMBERS: The Annual Meeting of the Members of the corporation shall be held within the first six calendar months of each year, and at such a place and time as the Board of Directors may determine. Special meetings of the Members may be called by the Chair of the Board of Directors or by the Clerk upon written application of ten Members of the Corporation in good standing. Special meetings of the members may be called by the Chair or by the Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of Members representing the same number of Members required for a vote upon any matter at the annual Meeting of members. In case none of the officers is able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of said number of Members, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law. Whenever a meeting of Members, annual or special, is adjourned to another date, time or place, notice need not be given of the adjourned meeting if the date, time and place thereof are announced at the meeting at which the adjournment is taken. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member entitled to vote thereat. At the adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

Section 2

MEETINGS OF THE BOARD OF DIRECTORS: The Board of Directors may hold its regular meetings at such places and times as the Board of Directors shall from time to time determine. Special Meetings of the Board may be called by the Chair or by the Clerk upon written application of two Directors.

Section 3

NOTICE: Seven days notice shall be given of the annual meeting of the Members, any special meeting of the Members, and regular meetings of the Board of Directors, stating purpose, date, time and place of such meeting. Forty-eight hours notice shall be given for any special meeting of the Board of Directors, unless shorter notice is adequate under the circumstances. Notice may be given by mail, telephone, word of mouth, or electronic communications.

Section 4

QUORUM AND VOTING: One third of the Directors shall constitute a quorum at all meetings of the Directors. Twenty-five percent of the members of the Corporation shall constitute a quorum constitute a quorum of members at all meetings of Members. When a quorum is present, voting at any meeting shall be by majority vote except as required by the Articles of Organization or these By-Laws.

Section 5

ACTION WITHOUT A MEETING: Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the Clerk of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6

TELEPHONIC PARTICIPATION IN MEETINGS: Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of conference telephone call or similar electronic communications equipment by which manner all persons participating in the meeting can participate simultaneously by such means, and participation by such means shall

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constitute presence in person at a meeting.

Section 7

OTHER FORMS OF MEETINGS: Directors may participate in special meetings of the Board of Directors which are conducted via electronic means, such as electronic mail. Directors may participate in discussion via electronic means where no formal actions are taken, without such discussions constituting a special meeting of the Board of Directors and without such discussions requiring a waiver of notice.

Section 8

WAIVER OF NOTICE: Whenever any written notice is required to be given by these By-Laws, a waiver of notice signed by a majority of the Directors, either before or after the action for which notice is required, shall have the effect of written notice.

Section 9

PROXY VOTING: Each member entitled to vote at a meeting of the Members or the Board of Directors, or to express consent or dissent to a Corporation action in writing without a meeting may authorize another member or Director to act for it by proxy, but no such proxy may be voted without written authorization.

ARTICLE VI
OFFICERS

Section 1

ENUMERATION: The officers of the Corporation shall be a Chair, Vice Chair, Clerk, Treasurer, and such other officers as the Board of Directors may appoint. All such officers shall be elected from the Board of Directors of the Corporation.

Section 2

ELECTION AND TERM: The Members at their annual meeting or special meeting in lieu thereof, shall elect all officers to hold office for designated terms.

Section 3

POWERS: The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

a) The Chair shall be considered the President of the Corporation for purposes of all filings with the Corporations Division of the Secretary of the Commonwealth and shall have such other powers and duties as customarily belong to the President of a non-profit corporation or as may be designated from time to time by the Board of Directors.

The Chair shall preside at all meetings of the Board of Directors at which he/she is present, except as otherwise provided by the Board of Directors, the Articles of Organization or these By-laws, the Chair shall sign for the Corporation all formal instruments.

b) The Vice Chair shall be considered the Vice-President of the Corporation for purposes of all filings with the Corporations Division of the Secretary of the Commonwealth and shall have such other powers and duties as customarily belong to the Vice-President of a non-profit corporation or as may be designated from time to time by the Board of Directors. The Vice Chair may preside at meetings in the absence of the Chair.

c) The Clerk shall keep records of all meetings of the Members and the Board of Directors and may make report thereon and shall issue calls and notices of meetings. The Clerk of the Corporation shall be a resident of the Commonwealth of Massachusetts.

d) The Treasurer shall be the chief financial officer of the Corporation and shall be in charge of all funds and securities of any type. With the advice and consent of the Board of Directors, the Treasurer shall have the power to invest and reinvest surplus funds. The Treasurer shall render to the Board of Directors at the annual meeting and

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wherever else it also requests, an accurate account of all sums received and disbursed during the proceeding fiscal year and of all sums and funds which are not expended.

Section 4

RESIGNATION AND REMOVAL: Any officer may resign at any time by giving written notice of such resignation to the Chair or the Clerk. Any officer may be removed from office either with or without cause by the affirmative vote of the majority of the Board of Directors present and entitled to vote at any meeting of the Board of Directors at which a quorum is present. Such removal shall be without prejudice to contract rights, if any, of the person removed. Election or appointment of an officer shall not of itself create contract rights.

Section 5

VACANCIES: A vacancy in any office shall be filled by the Board of Directors at any regular or special meeting called for that purpose.

ARTICLE VII
ADMINISTRATION AND COMMITTEES

Section 1

COMMITTEES: The Board of Directors may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization or these By-laws may not be so delegated, to such committees as the Board of Directors or these bylaws may from time to time establish. All committees shall serve at the pleasure of the Board of Directors and act in full consistency with the policy, mission and objectives of the Council as set forth by the Board. Each such Committee shall include among its members at least one Director and be chaired by a member of the Council appointed by the Board. The Chair of each Committee shall ensure that his or her Committee operates in a manner consistent with the mission of the Corporation, these By-Laws and the laws of the Commonwealth of Massachusetts. Committee Chairs shall report to the Board of Directors. Committee actions are subject to approval of the Board of Directors. The chair of a committee need not be a Director.

Section 2

NOMINATING COMMITTEE: The Nominating Committee shall consist of a Chair and additional persons appointed by the Board of Directors. The Committee shall report, to the Annual Meeting of the Members, nominations for the Directors and, to the annual meeting of the Directors, nominations for the officers for the ensuing year. At any meeting of the Board of Directors it may report nominations to fill vacancies on the Board of Directors.

At a meeting of the Board of Directors prior to the annual meeting of the Members, the Nominating Committee shall present its recommended slate of nominations for new Directors and for Officers to be elected at the Annual Meeting, provided however that each nominee for Director shall be a Member or employee of a Member in good standing of the Council at the time of election. The Board will then vote by secret ballot to ratify or change the slate to be presented to the membership at the Annual Meeting of the Members.

Section 3

FINANCE COMMITTEE: The Finance Committee shall consist of a Chair, who shall be the Treasurer, and additional persons appointed by the Board of Directors. The Finance Committee shall be responsible for the preparation of the annual budget and review of financial matters, make recommendations on such to the Board, and plan for the long-term financial stability of the Corporation. The Finance Committee shall cause the accounts of the Treasurer to be audited on a periodic basis.

Section 4

PROGRAM COMMITTEE: The Program Committee shall consist of a Chair and additional persons appointed by the Board of Directors. The Program Committee shall be responsible for all program planning, events, and general membership meetings. It will also provide input and collaborate with the Education Committee on its more specific learning-related training programs.

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Section 5

MEMBERSHIP COMMITTEE: The Membership Committee shall consist of a Chair and additional persons appointed by the Board of Directors. The Membership Committee shall be responsible for recruiting and retaining Members and collaborate with others to ensure the membership process meets accounting and other requirements.

Section 6

MARKETING AND COMMUNICATIONS COMMITTEE: The Marketing and Communications Committee shall consist of a Chair and additional persons appointed by the Board of Directors. The Marketing and Communications Committee will be responsible for promoting the Council and all its programs and activities, maintaining newsletters, websites, and other such media of the Council, preparing audio, visual, and other materials in support of Membership, Program, Education, and other Committees.

Section 7

EDUCATION COMMITTEE: The Education Committee shall consist of a Chair and additional persons appointed by the Board of Directors. The Education Committee is responsible for developing and presenting technology-related educational programs such as workshops, classes, webinars, and any other such events which have as their purpose the advancement of specific and detailed knowledge of and training in the skills required for effective use of technology. It shall also serve as The Council's liaison with educational institutions including schools, colleges, academies, and the like in the area of technology-related education.

Section 8

INFRASTRUCTURE COMMITTEE: The Infrastructure Committee shall be an open membership committee including even those who are not members of the Council, led by a Chair appointed by the Board of Directors, and has as its purpose the review, promotion, support, and development of technology infrastructure in the areas served by the Council.

Section 9

STRATEGIC PLANNING COMMITTEE: The Strategic Planning Committee shall consist of a Chair and additional persons appointed by the Board and coordinates development of the Council's five-year strategic plan, periodically reviewing it with the Board, and updating it as circumstances warrant.

Section 10

OUTREACH COMMITTEE: The Outreach Committee represents the Council with other organizations to further its aims in promoting technology, in increased membership, and reciprocity in participation by its diverse membership in other organizations for added benefit. With other technology groups the Committee helps foster the Council's mission and objectives and seeks to share programming and other benefits for the betterment of the Council and its members. The Committee shall consist of a Chair and additional persons appointed by the Board.

Section 11

The Board of Directors from time to time may establish other special purpose committees by majority vote and may appoint a Chair and members to such committees. In addition, the Board may appoint special interest groups dedicated to specific areas of technology to support the Council's mission. Notwithstanding any language to the contrary, the Board may alter the requirements for membership in any Committee.

Section 12

Except as otherwise required by law, all communications between Members, the Board of Directors and or any committee members may be conducted through mail, facsimile or electronic means as customary.

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ARTICLE VIII
COMPENSATION

Section 1

DIRECTORS AND MEMBERS: No Director or Member shall receive compensation for serving as such. Subject to prior approval of the Board of Directors, Officers may be reimbursed reasonable expenses incurred in connection with the affairs for the Corporation. No Officer shall be prevented from receiving compensation by reason of the fact that he/she is also a Director.

Section 2

AGENTS: The Board may delegate to the Chair, the power to fix the compensation of any Agent appointed by resolution of the Board of Directors.

ARTICLE IX
BENEFACTORS, SPONSORS, ADVISORS AND FRIENDS OF THE CORPORATION

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

ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

The Corporation shall to the extent legally possible indemnify each of its present and former Directors, officers, employees and agents and any persons who serve or have served at the Corporation's request as Directors, officers, employees and agents or another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of the foregoing) (the "Agent") against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which he or she may be involved by reason of his or her being having been an Agent, such expenses and liabilities to include, but not limited to, judgments, court costs and attorney's fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in reasonable belief that his or her action was in the best interest of the Corporation, or in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

The Corporation may reimburse an Agent for expenses incurred in defending a civil or criminal action or proceeding, upon receipt of an undertaking by him or her to repay such reimbursement if he or she shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Agent to make repayment. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be only if the Board of Directors shall have been furnished with an opinion of counsel for the Corporation to the effect that such settlement or compromise is in the best interest of the Corporation and that such Agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation or employee benefit plan, as the case may be, and if the Board of Directors (not including the vote of any person seeking indemnification hereunder) shall have adopted a resolution approving such settlement or compromise.

The foregoing right of indemnification shall not be exclusive of other rights to which any Director, officer, or employee may be entitled as a matter of law.

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ARTICLE XI
CERTAIN TRANSACTIONS

Section 1

TRANSACTIONS WITH INTERESTED PARTIES: No contact or transaction between the Corporation and one or more Directors, members and or employees, or between the Corporation and any corporation, partnership, association or other organization in which one or more of its Directors, members and or employees are directors or officers, or have financial interest, shall be void or voidable solely for this reason, or solely because the Director, member or employee is present or participates in the meeting of the committee which authorizes the contract or transaction, if the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by affirmative votes of a majority of the disinterested members of the executive committee, even though the disinterested members be less than quorum. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 2

QUORUM: Common or interested Directors or officers of the Corporation may be counted in determining the presence of a quorum at a meeting of the Executive Committee which authorizes the contract or transaction.

ARTICLE XII
MISCELLANEOUS

Section 1

CORPORATE SEAL: The corporate seal shall be in the form determined from time to time by the Board of Directors.

Section 2

FISCAL YEAR: The fiscal year of the Corporation shall be from January 1, through December 31 of each year, unless otherwise determined by the Directors.

Section 3

RECEIPT AND DISBURSEMENT OF FUNDS: The Board of Directors may designate such other officer or officers who in addition to or instead of the Treasurer shall be authorized to receive and receipt for all monies due and payable to the corporation from any source whatsoever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefore. Funds of the Corporation may be deposited in such bank or banks or with such other corporations, firms, or individuals as the Board of Directors may from time to time designate.

ARTICLE XIII
AMENDMENTS

The By-laws of the Corporation may be adopted, amended or repealed by a majority vote of the regular Members present and voting at any meeting. By-Laws may also be adopted, amended or repealed by a two-thirds vote of the Directors present and voting at any meeting, except with respect to any provision which by law or the Articles of Organization or these By-Laws, requires action by the Members.

Not 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-law, notice thereof stating the substance of such change shall be given to all Members entitled to vote on amending the By-laws. Any By-law adopted by the Directors may be amended or repealed by the Regular Members. The notice of any meeting at which a change in the Corporation's By-laws shall be proposed, shall contain a description of the proposed amendment.

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I, Len Egan, Clerk of the Cape Cod Technology Council, Inc. do hereby certify that the above is a full, true and accurate copy of the By-Laws, as amended, and that said By-Laws are in full force ad effect as of this the 25th day of the month of April, in the year 2013
