

BY-LAWS
OF
ULJAS KOITTO TEMPERANCE SOCIETY, INC.

Table of Contents

	Page
ARTICLE I - THE CORPORATION	
1. Name	1
2. Purpose and Location.....	1
ARTICLE II - MEMBERS	1
1. Members	1
2. Dues	1
3. Tenure	1
4. Rights and Privileges of Members.....	1
5. Proprietary Rights of Members.....	2
6. Resignation and Removal	2
7. Vacancies	2
8. Annual Meetings.....	2
9. Special Meetings.....	2
10. Notice of Meetings.....	2
11. Quorum	3
12. Voting	3
13. Action of Members Without a Meeting.....	3
14. Proxies.....	3
15. Participation by Non-Members.....	3

ARTICLE III - BOARD OF DIRECTORS

1.	Powers.....	4
2.	Composition.....	4
3.	Election.....	4
4.	Tenure.....	4
5.	Resignation and Removal.....	4
6.	Vacancies.....	4
7.	Enlargement or Decrease in Number of the Board.....	5
8.	Regular Meetings.....	5
9.	Special Meetings.....	5
10.	Notice of Meetings.....	5
11.	Actions of Board of Directors With and Without a Meeting.....	5
12.	Quorum.....	5
13.	Executive and Other Board Committees.....	6
14.	Advisory Committees.....	6

ARTICLE IV - OFFICERS

1.	Enumeration.....	7
2.	Election.....	7
3.	Tenure.....	7
4.	Resignation and Removal.....	7
5.	Vacancies.....	7
6.	Chairman of the Board.....	8
7.	President.....	8
8.	Vice President.....	8
9.	Treasurer.....	8

10. Clerk.....	8
11. Other Powers and Duties	8
ARTICLE V - INDEMNIFICATION	9
ARTICLE VI - CONFLICT OF INTEREST.....	10
1. Duty to Disclose.....	10
2. Transactions with Interested Parties	10
ARTICLE VII - AMENDMENTS.....	11
ARTICLE VIII - MISCELLANEOUS PROVISIONS.....	11
1. Fiscal Year.	11
2. Seal.....	11
3. Execution of Instruments.	11
4. Transactions with Interested Parties.	11
5. Dissolution.	12
6. Gender.....	12
7. Articles of Organization.....	12

BY-LAWS
OF
ULJAS KOITTO TEMPERANCE SOCIETY, INC.

(adopted December 9, 2012)

ARTICLE I - THE CORPORATION

1. Name. The name by which the Corporation shall be known is Uljas Koitto Temperance Society, Inc. (the "Corporation"). 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 such provisions in regard thereto, if any, as are set forth in the Corporation's Articles of Organization.

2. Purpose and Location. The Corporation is a corporation organized under Chapter 180 of the Massachusetts General Laws for the promotion of Finnish culture and the values of temperance, morality, and healthy living through, but not limited to, the operation of a traditional Finnish sauna on the Corporation's property, and for such other purposes enumerated in its Articles of Organization, as they may be amended from time to time. 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 of the Corporation may change the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of a certificate with the Secretary of State of the Commonwealth.

ARTICLE II - MEMBERS

1. Members. Membership in the Corporation is open to all individuals who are interested in the purpose of the Corporation, as set forth in its Articles of Organization. New members may be added by the affirmative vote of a majority of the members of the Board of Directors.

All of the following Sections of this ARTICLE II shall apply only if and for so long as there shall be one or more Members who shall have been appointed by vote of the Directors or by vote of the Members in accordance with applicable provisions of these By-laws.

2. Dues. The Board of Directors will set and announce the annual Membership dues prior to the annual meeting of Members, Members must pay dues annually, within thirty (30) days of the annual meeting of Members unless another payment date is set by the Directors, in order to maintain their Membership.

3. Tenure. Unless otherwise determined by the vote of the Directors, a Member shall remain a member in perpetuity, or until he sooner dies, resigns, is removed or becomes disqualified. Membership in the Corporation is non-transferrable.

4. Rights and Privileges of Members. The Members shall elect the Corporation's officers and Board of Directors. In their annual election of officers and Directors, the Members shall take into account, but shall not be bound by, recommendations made by the Board of Directors or by any nominating or other committee that may be appointed by the Board for the

purpose of making such recommendations. The Members shall also have the right to approve the amendment or repeal of certain provisions of these By-laws in accordance with ARTICLE VI, below, as well as the right to authorize an amendment or restatement of the Articles of Organization and such additional rights and privileges, if any, in accordance with other provisions of these By-laws or as may be conferred upon the Members by vote of the Directors or by statute.

5. Proprietary Rights of Members. No Member shall have any proprietary right or interest in any assets of the Corporation.

6. Resignation and Removal. Any Member may resign by delivering his resignation in writing to the Corporation at its principal office or to the President or the Clerk of the Corporation. Such resignation shall be effective upon its receipt or upon such date, if any, as may be stated in such resignation, unless otherwise determined by the Board. Notwithstanding the provisions of Section 1 of this ARTICLE to the contrary, the membership of any Member may be terminated or suspended with or without cause at any time by vote of a majority of all of the Members of the Corporation at a special meeting of Members called for that purpose. A Member may be removed or suspended for cause only if notice of such action shall have been given to all Members prior to the meeting at which such action is to be taken and if the Member so to be removed or suspended shall have been given reasonable notice and opportunity to be heard by all of the other Members having the power to remove or suspend him.

7. Vacancies. Any vacancy in the membership resulting from the death, resignation or removal of a Member or from the expiration of any term for which a Member shall have been elected shall either (a) be filled, by vote of a majority of the Directors then in office or (b) shall result in the automatic decrease in the number of Members. The Members shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

8. Annual Meetings. An annual meeting of the Members shall be held within six months after the end of each fiscal year of the Corporation on a date and at a time and place determined by the Board of Directors or the President. If no annual meeting is held in accordance with the foregoing provision, and a majority of the Members so determine, a special meeting may be held in lieu thereof with the same effect as the annual meeting, and in such case all references in these By-laws, except in this Section, to the annual meeting of Members shall be deemed to refer to such special meeting. The purposes of the annual meeting are to: (a) elect a new Board of Directors and officers; (b) consider reports of the affairs of the Corporation; and (c) transact business properly brought before the Membership subject to the rights and privileges of the Members pursuant to the provisions of Section 4 of this ARTICLE.

9. Special Meetings. Special meetings of the Members may be held at any time and at any place within the Commonwealth of Massachusetts and may be called by the Clerk upon written application of any three Members of the Corporation or by the Corporation's Chairman of the Board, President or Board of Directors.

10. Notice of Meetings. A notice of every meeting of Members stating the place, day and time thereof and the purpose for which the meeting is called, shall be given to each Member

by the Clerk or by any authorized person who has called the meeting at least ten (10) days before the meeting. Notice shall be deemed properly given when deposited in first class mail, postage prepaid or when given to a Member in person or by telephone, e-mail or other electronic means, properly addressed to that Member at his business or home address as it appears in the records of the Corporation. Whenever notice of a meeting is required, such notice need not be given to a Member if a written waiver of notice, executed by him (or his duly authorized attorney) before or after the meeting, is filed with the records of the meeting.

11. Quorum. A quorum for the transaction of business at any meeting of the Members shall be the attendance of a majority of the Members entitled to vote on the actions proposed at the meeting, except when a larger quorum is required by law, by the Articles of Organization or by these By-laws. To establish a quorum, members may attend the meeting in person, including by means of a conference telephone or similar communications technology, provided that all persons participating in the meeting can hear each other at the same time, or by proxy. When a quorum is present, any matter to be acted upon by the Members shall be decided by a majority of the votes cast (excluding abstentions), unless otherwise provided by law, by the Articles of Organization or by these By-laws. Any meeting of the Members may be adjourned to any other time within ninety days of such meeting and to any other place permitted by these By-laws by a majority vote of the Members present in person at the meeting or by proxy, although less than a quorum, or by any officer entitled to preside or to act as secretary of such meeting, if no Member is present in person or by proxy. 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.

12. Voting. Unless otherwise specified by these By-laws, each Member shall have one vote on any matter of the Corporation proposed for action by the Members at any meeting of the Members. When a quorum is present at a meeting in person or by proxy, a simple majority of the total votes cast in person or by proxy at the meeting (excluding abstentions) shall decide any question, except as otherwise required by law, the Articles of Organization or these By-laws.

13. 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 an absolute majority of all Members consent to the action in writing and the written consents are filed with the records of the meetings of Members. Such consents shall be treated for all purposes as a vote at a meeting.

14. Proxies. Members may vote either in person or by written proxy dated not more than six months before the meeting named therein, which proxies shall be filed before being voted with the Clerk or other person responsible for recording the proceedings of the meeting. Except as otherwise limited therein, such proxies shall entitle the person or persons named therein to vote at any adjournment of such meeting, but shall not be valid after the final adjournment of such meeting. Proxies need not be sealed or attested and a proxy reported to be executed by or on behalf of a Member entitled to vote shall be deemed valid unless challenged at or prior to its exercise.

15. Participation by Non-Members. The Board of Directors may, from time to time, designate certain persons or groups of persons as advisors, friends, sponsors, or contributors of the Corporation or may designate such persons by such other title as the Board deems appro-

priate. Notwithstanding any such designation, however, such persons shall not be Members of the Corporation, and shall have no right to notice of meetings and no right to vote at or to participate in any meeting of Members, and shall have no other rights with respect to the Corporation.

ARTICLE III - BOARD OF DIRECTORS

1. Powers. The Board of Directors shall have general management and control over all of the property, affairs and funds of the Corporation and shall exercise all of the powers of the Corporation, except as otherwise provided by law, the Articles of Organization or these By-laws. The Directors may determine their own duties in addition to those prescribed by the By-laws but shall not receive compensation for their services as Directors. The Board of Directors may determine the compensation and duties of all officers, agents, and employees of the Corporation.

2. Composition. The Board of Directors shall consist of all officers as well as additional non-officer Directors, with the number of non-officer Directors being at least one more than the number of officer Directors. The exact number of the Directors shall be fixed by vote of the Members at each annual meeting of the Members. Unless otherwise determined by vote of the Members, there shall be only one class of Directors. Directors must be Members of the Corporation.

3. Election. The Board of Directors shall be elected at each annual meeting of Members by the affirmative vote of a majority of the votes cast by Members present in person or by proxy at the meeting (excluding abstentions). The President of the Corporation for the term up to the election shall be recommended by the Board of Directors for a Director position in the new term.

4. Tenure. Unless otherwise determined by vote of the Members, each Director shall hold office until the next annual meeting of Members and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

5. Resignation and Removal. A Director may resign by delivering his resignation in writing to the Corporation at its principal office or to the Chairman of the Board, President or Clerk of the Corporation. Such resignation shall be effective upon its receipt or upon such date, if any, as may be stated in such resignation, unless otherwise determined by the Board. A Director may be removed from office at any time (a) with or without cause, by vote of a majority of the Members at a special meeting called for that purpose or (b) with cause, by vote of a majority of the Board of Directors at a special meeting called for that purpose. A Director may be removed for cause only if notice of such action shall have been given to all of the Members or the Directors, as the case may be, prior to the meeting at which such action is to be taken and if the Director so to be removed shall have been given reasonable notice and opportunity to be heard at a meeting of the body proposing to remove him.

6. Vacancies. Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the Board, may be filled by the Directors 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. Each such Director elected to fill a vacancy for the unexpired term of the Director whom he replaced shall

hold office until a successor is elected and qualified, or until his earlier death, resignation or removal. The Directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

7. Enlargement or Decrease in Number of the Board. The number of members of the Board of Directors may be increased or decreased at any annual or special meeting of Members by the affirmative vote of a majority of all of the Members; provided that the number of Directors may only be decreased to eliminate vacancies resulting from the death, resignation, removal or disqualification of one or more Directors.

8. Regular Meetings. The Board of Directors shall hold a regular meeting each year for the election of officers and the conduct of other business as soon as practicable after final adjournment of the annual meeting of the Members. Other regular meetings of the Directors may be held at such places within or outside the Commonwealth of Massachusetts and at such times as the Directors may determine.

9. 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, the Clerk, or by two or more Directors.

10. Notice of Meetings. A notice of the time and place of each meeting of the Board of Directors shall be given by the Clerk or by any other officer of the Corporation to each Director at his business or home address as it appears in the records of the Corporation in person or by telephone, by written notice mailed by first class mail, postage prepaid, e-mail or other electronic means at least ten (10) days 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 before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice before the meeting or before action is taken at the meeting. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or these By-laws.

11. Actions of Board of Directors With and Without a Meeting. When a quorum is present at any meeting of the Directors, a majority of the Directors present and voting (excluding abstentions) shall decide any question, including the election of officers, unless otherwise provided by law, the Articles of Organization, or these By-laws. 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. Directors or members of any committee designated by the Directors may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other at the same time; and such participation by such means shall constitute presence in person at a meeting.

12. Quorum. At any meeting of the Board of Directors, the attendance of a majority of the Directors then in office shall constitute a quorum. Directors may attend the meeting in person or by means of a conference telephone or similar communications technology, provided

that all persons participating in the meeting can hear each other at the same time. Each Director shall have one vote. 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.

13. Executive and Other Board Committees. The Board of Directors may, by vote of a majority of the Directors then in office, appoint an Executive Committee from their number, at any meeting of Directors. Unless otherwise determined by vote of the Board of Directors, the Executive Committee may act on behalf of the full Board of Directors on any matter between meetings of the Board of Directors; provided that (a) the Executive Committee shall not be authorized (i) to approve any substantial change in the operations or activities of the Corporation, (ii) to make any change in the principal office of the Corporation, (iii) to amend these By-laws, (iv) to elect or remove officers or Directors, or (v) to appoint or eliminate any committee of the Board or any member of any such committee, (b) the Executive Committee shall not have any power or authority which the Board is prohibited from delegating by law, by the Articles of Organization or by these By-laws, and (c) any action taken by the Executive Committee may be amended or repealed prospectively by subsequent vote of the Board of Directors.

Unless otherwise specified by vote of the Directors, members of the Executive Committee shall serve until the next Annual Meeting of Directors or special meeting in lieu thereof and thereafter until their successors are chosen.

The Directors may, from time to time, appoint one or more other committees, having such authority and duties and consisting of such Directors or other persons, serving for such terms and in such capacities, as the Directors shall determine; provided that voting members of any committee to which powers of the Directors are delegated shall consist solely of Directors.

Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-laws for the conduct of business by the Directors. The Board of Directors may, by vote of a majority of the Directors then in office, (a) remove any member from the Executive Committee or any other committee appointed by the Directors, with or without cause, (b) fill vacancies in or change the composition of any such committee, or (c) terminate any such committee. The Executive Committee and every other committee to which the Board of Directors may delegate any of its powers or duties shall keep minutes or records of its meetings, signed by the Clerk or by an Assistant Clerk or temporary Clerk, reflecting attendance and all votes and other action taken at such meetings; and any action taken by any such committee on behalf of the Directors of the Corporation shall be reported to the Board of Directors no later than the date of formal notice given for the meeting of Directors next following the date of such action.

14. Advisory Committees. Without limitation of the provisions of Section 15 of ARTICLE II above, the Directors may appoint one or more Advisory Committees consisting of such individuals as the Directors may from time to time designate to provide the Corporation and its Directors with informal advice concerning matters related to the future of the Corporation and its mission. Any such Advisory Committee shall not be a committee of the Board, and individuals serving on the Advisory Committee shall not, in that capacity, have the legal or

fiduciary obligations of Directors or any authority to act on behalf of the Corporation. The Advisory Committee may, however, be asked to assist the Corporation in fundraising, obtaining corporate sponsorship for events and activities of the Corporation or in soliciting other assistance or support for the Corporation and its tax-exempt activities. The Board of Directors may at any time terminate any such Advisory Committee or remove or replace any member of any such Advisory Committee with or without cause. The Advisory Committee shall not be required to keep minutes or other records of its meetings or activities.

ARTICLE IV - OFFICERS

1. Enumeration. The officers of the Corporation shall consist of a President, a Treasurer and a Clerk, or such other officers having other titles but having the powers of President, Treasurer and Clerk as the Board of Directors may determine. The Corporation may have such other officers and assistant officers as the Members may determine, including without limitation a Chairman of the Board and one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries. Any two or more offices may be held by the same person, except that the President and the Clerk shall not be the same person. An officer must be a Member of the Corporation. If required by the Directors, any officer shall give the Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.
2. Election. Officers shall be elected annually, at each annual meeting of the Members, by the affirmative vote of a majority of the votes cast by Members present in person or by proxy at the meeting (excluding abstentions). The President of the Corporation for the term up to the election shall be recommended by the Board of Directors for a Director position in the new term.
3. Tenure. Except as otherwise provided by law, the Articles of Organization or these By-laws, the President, Treasurer, Clerk and all other officers shall hold office until the next Annual Meeting of Directors and thereafter until their successors are elected and qualified. The President may not serve successively for more than two years.
4. Resignation and Removal. An officer may resign by delivering his resignation in writing to the Corporation at its principal office or to the Chairman of the Board, President or Clerk of the Corporation. Such resignation shall be effective upon receipt or upon such date, if any, as may be stated in such resignation, unless otherwise determined by the Board. The Board of Directors may remove any officer with or without cause by a vote of a majority of the Directors, at a meeting of the Board of Directors called for that purpose. An officer may be removed for cause only if notice of such action shall have been given to all of the Directors prior to the meeting at which such action is to be taken and if the officer so to be removed shall have been given reasonable notice and opportunity to be heard at a meeting of the Board of Directors.
5. Vacancies. A vacancy in any office may be filled by vote of a majority of the Directors at any meeting of Directors at which a quorum is present or by appointment of all of the Directors if less than a quorum of Directors shall remain in office. Each such successor shall hold office for the unexpired term of his predecessor and in the case of the President, Treasurer

and Clerk, until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

6. Chairman of the Board. If there is a Chairman of the Board, that Chairman shall, when present, preside at all meetings of the Directors and of the Members.

7. President. Unless otherwise voted by the Board of Directors, the President shall be the chief executive officer of the Corporation. The President shall have, subject to oversight by the Directors, 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 by the Board of Directors. Unless otherwise determined by the Board, at each annual meeting of the Members the President shall submit a report of the operations of the Corporation for such year and a statement of its affairs, and shall from time to time report to the Board all matters within his knowledge which he believes the interests of the Corporation require to be brought to its notice.

8. Vice President. The Vice President, if any, or if there shall be more than one, the Vice Presidents in the order determined by the Directors, shall assist the President in the performance of his duties and, 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. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The Treasurer shall, subject to oversight by the Directors, maintain general supervision over the financial affairs of the Corporation, including its long-range financial planning, and shall cause to be kept accurate books of account. Unless otherwise determined by the Board, the Treasurer shall prepare a yearly report on the financial status of the Corporation to be delivered at the annual meeting of Directors. The Treasurer shall also prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, or other federal and state agencies.

10. Clerk. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has designated a resident agent in the manner provided by law. The minutes and records of all meetings of the Directors and Members shall be prepared and maintained by the Clerk. The Clerk shall keep such minutes and records within the Commonwealth at the principal office of the Corporation or the office of the Clerk or its resident agent and such minutes and records shall be open at all reasonable times to the inspection of any Member or Director. Such minutes and records shall also contain records of all meetings of the incorporators and the original or attested copies of the Articles of Organization and these By-laws and the names of all Members and Directors and the addresses of each such person. The Clerk shall have such other powers and shall perform such other duties as the Directors may from time to time prescribe. In the absence of the Clerk from any meeting, a temporary Clerk shall be appointed by the President and shall exercise the duties of the Clerk at the meeting.

11. Other Powers and Duties. Each officer shall have, in addition to the powers and duties specifically set forth in these By-laws, such powers and duties as are customarily incident

to his office, and such other powers and duties, if any, as the Directors may from time to time prescribe.

ARTICLE V - INDEMNIFICATION

Except as otherwise provided below, the Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code") is not adversely affected thereby, indemnify each person who is, or shall have been, a Director or unpaid officer of the Corporation, or who serves at the Corporation's request as a trustee, director or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being herein called a "Person"), against all liabilities and expenses (including without limitation judgments, fines, penalties, and reasonable attorney's fees and all amounts paid, other than to the Corporation, in compromise or settlement) imposed upon or incurred by such Person in connection with, or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be a defendant or with which such Person may be threatened or otherwise involved, directly or indirectly, by reason of being or having been such a Person.

The Corporation shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. Any Person who, at the request of the Corporation, serves another organization or employee benefit plan in one or more of the above indicated capacities and who shall be finally adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interest of such other organization or in the best interest of the participants or beneficiaries of such employee benefit plan shall be deemed not to have acted in good faith with respect to the Corporation. The Corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the Corporation, after notice that indemnification is involved, by (a) a disinterested majority of the Board of Directors or (b) if there are no disinterested Directors, by a majority of the disinterested Members, or (c) if there are no disinterested Directors or Members, by independent legal counsel representing the Corporation and appointed by a majority of the Directors then in office.

Indemnification may include payment by the Corporation of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of any undertaking by such Person to repay such payment if it is ultimately determined that such Person is not entitled to indemnification under Section 6 of Chapter 180 of the Massachusetts General Laws or pursuant to the provisions of the preceding paragraph. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

As used in this ARTICLE V, the terms "Director," "Member" and "officer" include their respective heirs, executors, administrators and legal representatives, and an "interested" Director,

Member or officer is one against whom, in such capacity, the proceeding in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification provided in this ARTICLE V shall not be exclusive of or affect any other rights to which any Director or officer may be entitled under any agreement, statute or otherwise. The Corporation's obligation to provide indemnification under this ARTICLE shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the Corporation or any other person. Nothing contained in this ARTICLE V shall affect any rights to which corporate personnel other than Members, Directors or officers may be entitled by contract or otherwise.

ARTICLE VI - CONFLICT OF INTEREST

1. Duty to Disclose. Any Director or officer with a financial interest in a proposed transaction of the Corporation shall disclose all material information regarding this interest to the Board of Directors. A financial interest is (a) an ownership or investment interest or potential ownership or investment interest in an entity with which the Corporation is transacting or (b) a compensation agreement with the Corporation or an entity with which it is transacting. The disinterested Directors shall then determine whether the transaction is in the best interests of the Corporation and is fair and reasonable according to the provisions of Section 2 of this ARTICLE.

2. Transactions with Interested Parties. No contract or transaction between the Corporation and one or more of the Directors or officers or Members (if any), or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of the Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or a committee of the Board of Directors which authorizes the contract or transaction or solely because their votes are counted for such purpose, if (a) the material facts as to the Director's or officer's relationship or interest and as to the contract or transaction are disclosed in writing to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum or (b) the material facts as to the Director's or officer's relationship or interest and as to the contract or transaction are disclosed in writing to the Members, and the contract or transaction is specifically approved in good faith by vote of the Members, or (c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee of the Board of Directors, or the Members.

ARTICLE VII - AMENDMENTS

These By-laws may be amended or repealed at any meeting of Directors by the affirmative vote of two-thirds (2/3) of the Directors then in office; provided that the substance or effect of any proposed amendment shall have been stated or summarized in the notice of such meeting and provided further that the affirmative vote of a majority of the Members shall be required for the amendment or repeal of any provision of these By-laws applicable to the Members, including without limitation provisions authorizing the Members to elect or remove Directors. Not later than the time of giving notice of the meeting of Members next following the amending by the Directors of any provision of these By-laws, notice thereof stating the substance of such change shall be given to all Members; and any By-law amendment adopted by the Directors may be further amended or repealed by the Members, provided that no such amendment or repeal by the Members shall be retroactive.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

1. Fiscal Year. Except as otherwise determined by vote of the Directors, the fiscal year of the Corporation shall end on the last day of December of each year.
2. Seal. The Corporation may have a seal in such form as the Directors may adopt and alter from time to time.
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 on its behalf shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine. A certificate by the Clerk or an Assistant Clerk, or a temporary Clerk, as to any action taken by the Members, Board of Directors, Executive Committee 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; and any party to whom an officer or representative of the Corporation delivers an agreement or document signed on behalf of the Corporation by the President or Treasurer of the Corporation shall be entitled to rely in good faith that such delivery and execution have been duly authorized by the Corporation unless such party knows of facts or circumstances to the contrary.
4. Transactions with Interested Parties. To the extent that the status of the Corporation as an organization exempt from federal income taxation under Section 501(c)(3) of the Code is not affected thereby, and in the absence of fraud, no contract or other transaction between this Corporation and any other corporation or any firm, association, partnership or person shall be affected or invalidated by the fact that any Member, Director or officer of this Corporation is pecuniarily or otherwise interested in or is a Director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or is in any way connected with any person or

persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; provided that the fact that he individually or as a Director, member or officer of such corporation, firm, association or partnership is such a party or is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority of such members thereof as shall be present or represented at a meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; any Director may be counted in determining the existence of a quorum and may vote at any meeting of the Board of Directors for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a Director, member or officer of such other corporation, firm, association or partnership, provided that any vote with respect to such contract or transaction must be adopted by a majority of the Directors then in office who have no interest in such contract or transaction.

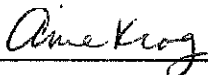
5. Dissolution. Unless otherwise required by law, in the event of the termination, dissolution, or liquidation of the Corporation in any manner or for any reason whatsoever, its assets, if any, remaining after the payment and satisfaction of all debts and liabilities of the Corporation, shall be distributed to one or more organizations with purposes similar or related to the purposes of the Corporation and exempt from federal income tax under Section 501(c)(3) of the Code, in such manner and in such proportions as shall be approved by the votes of not less than two-thirds of all of the Members and two-thirds of the Directors then in office.

6. Gender. The personal pronoun "he" or possessive pronoun "his," when appropriate, shall be construed to mean "she" or "her" and the word "chairman" shall be construed to include a female person.

7. 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.

END OF BY-LAWS

I, Anne Krog, hereby certify that the By-Laws set forth above were duly adopted by the Members of Uljas Koitto Temperance Society, Inc. at a meeting of the Members on December 9, 2012.



Anne Krog, Clerk

Date 12/09/2012

Proposed Amendment to By-Laws

The U.K.T.S. does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to application for basic and premier membership, volunteers for groups and work bees, sauna custodians and admission as guests of the U.K.T.S. We are committed to providing an inclusive and welcoming environment for all members (both premier and basic), volunteers, and guests of the U.K.T.S.