

CAPE COD MAKERS INCORPORATED BY-LAWS

ARTICLE I Name

The Corporation shall be known and recognized in all of its ongoing transactions as Cape Cod Makers, Inc.

ARTICLE II Office

The principal office of the Cape Cod Makers, Inc. shall be located in Barnstable, Massachusetts. Cape Cod Makers, Inc. may also have operations at such other places within or outside the State of Massachusetts as the Board of Directors may from time to time determine.

ARTICLE III Members

Section 3.1 Identity

Membership shall be open to individuals who support the purposes of the Corporation. Any person satisfying the foregoing criteria and paying the then current 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 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 3.2 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 3.3 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 3.4 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 IV BOARD OF DIRECTORS

Section 4.1 Board of Directors

The business of Cape Cod Makers, Inc. shall be governed and controlled by the Board of Directors, which may exercise all such powers and do such lawful acts and things as are not by these Bylaws directed.

Section 4.2 Election and Terms

Board members shall be elected by a majority vote of members at the annual meeting of the members of Cape Cod Makers, Inc. for two-year terms and possess such qualifications as may be determined from time to time by the then current Board of Directors; except as provided for filling Board of Directors vacancies pursuant to Section 4.14 of these Bylaws.

Section 4.3 Number and Qualifications

The Board of Directors shall be comprised of no fewer than three and no more than fifteen Directors.

Section 4.4 Quorum

A majority of Directors shall be necessary to constitute a quorum for the transaction of business. The existence of a quorum shall be determined at the beginning of a meeting. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Director(s), and those remaining may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting without further notice, from time to time, until a quorum shall have been obtained.

Section 4.5 Place of Meetings

The Board of Directors shall hold its meetings at any place either within or outside of the State of Massachusetts as it may from time to time be determined and shall be as specified in the Notice thereof sent to the Board of Directors. Meetings may be held electronically or by other special means.

Section 4.6 Regular and Special Meetings

The Board of Directors shall annually hold a meeting to determine officers at a place determined by the Board of Directors. Special Meetings may be held at any time upon call of either the President or any two Directors, without notice, provided that at least a quorum is present.

Section 4.7 Presiding Officer

The Moderator of the Board of Directors shall be the President, in his or her absence the Vice President, and in the absence of the President and Vice President, the Treasurer.

Section 4.8 Director Voting

At all meetings of the Board of Directors, each Director participating shall have one vote. All voting at Board of Directors meetings shall be by voice vote except when otherwise requested by a majority of the Directors present at the meeting. Email voting and other polling methods may be utilized when the Board deems it appropriate.

Section 4.9 Majority

Except as otherwise herein set forth or otherwise required by law, the action of a majority of the Director votes at any Board of Directors meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.10 Informal Action by Directors

Any action required to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting, pursuant to Massachusetts law, if a consent in writing or by electronic means, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Directors.

Section 4.11 Resignation

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors or to the President or other Officer of the Board of Directors of the Corporation. Such resignation shall take effect on the date of receipt of the notice or at such later time as specified in the notice of resignation. Such resignation shall not be submitted effective retroactively. The acceptance of such resignation shall not be a condition to making the resignation effective.

Section 4.12 Removal

Any Director may be removed, with or without cause, at any time by a two-thirds vote of the Board of Directors. Any Director removed by vote of the Board of Directors shall have no right of appeal.

Section 4.13 Vacancy

Any vacancy in the Board of Directors shall be filled by the affirmative vote of a

majority of the remaining Directors, though less than a quorum.

Section 4.14 Contracts and Services

When a Director or an Officer discloses an interest in any present or future transactions to the Board, the disinterested Board has the option to either prohibit the engagement in said activities without the express approval of the board, or to allow Director or Officer in question, to freely make contracts, enter into transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that such one or more Directors may also be acting in such Director's individual capacity or may be otherwise interested in the same matters; provided, however, that any contract, transaction or act on behalf of the Corporation in a matter in which one or more Directors are otherwise personally interested, shall be at arm's length and not violate the proscriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit; and provided further that no contract, transaction or act shall be taken on behalf of the Corporation if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under applicable sections of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Notwithstanding anything herein to the contrary, no contract or transaction between the Corporation and any of its Directors who have a direct or indirect interest, pecuniary or otherwise, shall be valid unless the interest of each such Director shall have been disclosed or known to the Board of Directors at the time that the contract or transaction was initiated.

Section 4.15 Rules and Regulations

The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the affairs of the Corporation as it may deem proper, provided that such rules and regulations may not be inconsistent with these Bylaws.

Section 4.16 Compensation

No Director shall receive any salary or compensation for performing their duties as a Director, beyond reimbursement for necessary expenses associated with conducting the business of the Corporation. However, the Board of Directors shall have power in its discretion to contract for and pay compensation appropriate to the value of such services to any individual who serves as a Director and who renders services to the Corporation in a non-Director capacity as a contractor to the Corporation, provided the individual was chosen through an open bidding, RFP process, or is approved by majority of the disinterested Directors. Further, Directors may be hired as employees of the corporation for the performance of any non-Directorial function, provided that the hire is approved by disinterested directors and provided that at no time more than 30% of the board are in current employ of the Corporation.

Section 4.17 Powers

All the corporate powers, as are otherwise provided for in these Bylaws and in

the laws of the State of Massachusetts, are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to officers, committees or agents of the Corporation, such powers as it deems appropriate.

Section 4.18 Committees.

The Board may create and vest powers to, or dissolve the committees by, a general resolution of the Board. Committees may be comprised of current Directors, officers, members, employees, volunteers and general public. Each committee must report on its activities to the Board according to the charter of the particular committee.

ARTICLE V OFFICERS

Section 5.1 Election and Term of Office

The officers of the Corporation shall be elected by the Board of Directors annually at a regular meeting of the Board of Directors. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may occur. Each officer shall hold office until the first of the following to occur: until such officer's successor shall have been duly elected and shall have qualified to be an officer; or until such officer's death; or until such officer shall resign; or until such officer shall have been removed in the manner herein provided. Appointment of an officer shall not in itself create contractual rights.

Section 5.2 Number of Officers

For legal purposes, the officers of the Corporation shall be the President, Vice President, Treasurer, Secretary and such other officers with such powers and duties as may be designated by the Board of Directors. Offices may be held by the same person provided that the President and Treasurer must not be the same person.

Section 5.3 Vacancies

Should any office of the Corporation become vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Board of Directors then in office, although less than a quorum, shall take action to fill such vacancy.

Section 5.4 President

The President shall have the authority to sign checks, drafts, notes, obligations, contracts and other papers in the name of the Corporation. He/she shall appoint and discharge agents of the Corporation and shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him/her by the Board of Directors. The President may receive a reasonable compensation for the day to day management of the Corporation, provided that receiving such compensation

does not adversely affect financial stability of the Corporation. The President, employees, and Directors who contract with the Corporation cannot participate in voting on the compensation for this office. Thus only disinterested Directors, even if less than quorum can vote on the compensation of the president.

Section 5.5 Vice-President

The Vice-President shall have authority similar to that of the President and shall perform all duties and responsibilities of the President whenever the President is unable to act or non present to act with the exception that the Board shall appoint or elect a new President if the Vice-President is effectively acting as the President for a period exceeding thirty (30) days.

Section 5.6 Treasurer

The Treasurer shall make such payments as shall be necessary or proper to be made on behalf of the Corporation. The Treasurer, or his/her designee, shall enter regularly on the books of the Corporation an accurate account of all monies and obligations received and paid or incurred for or on account of the Corporation, and the Treasurer, or his/her designee, shall exhibit such books at all reasonable times to the Board of Directors, or in such Treasurer's discretion, when appropriate, in conjunction with fulfillment of the Treasurer's duties as an officer of the Corporation. The Treasurer shall, in general, perform all of the duties incident to the office of Treasurer, subject to control of the Board of Directors and shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors.

When necessary or proper, the Treasurer, or his/her designee, may endorse on behalf of the Corporation for collection: checks, notes, and their obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer, or his/her designee, shall sign or review all receipts and vouchers. The Treasurer, or his/her designee, has the authority to sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other office or agent of the Corporation. The Treasurer, or his/her designee, shall make such payments as may be necessary or proper to be made on behalf of the Corporation. The Treasurer shall render to the Board of Directors at the annual meeting and 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. There shall be periodic audits of the financial records of the Corporation.

Section 5.7 Secretary

The Secretary shall attend and keep the minutes of all Meetings of the Board of Directors. The Secretary shall also keep records of all Resolutions adopted by the Board of Directors and shall maintain a complete and accurate inventory of

any and all other records necessary for the administration and running of the Corporation that are not already maintained by the Treasurer. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board of Directors.

Section 5.8 Removal

Any officer may be removed from office, with or without cause, by the affirmative vote of a majority of the Board of Directors at any Regular Meeting or at any Special Meeting called for that purpose, when in the judgment of the Board of Directors, the best interests of the Corporation will be served thereby. The removal of any officer shall be without prejudice to the contract rights, if any, of the officer so removed. The election or appointment of any officer shall not of itself create contract rights. Any officer proposed to be removed shall be entitled at least three (3) days of written notice by certified mail of the meeting of the Board of Directors at which such removal is to be considered and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE VI Executive Committee

Section 6.1 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 6.2 Organization

The Executive Committee shall consist of up to seven members including the four current Officers (President, Vic-President Treasurer, and Secretary), 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 President.

Section 6.3 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.

ARTICLE VII AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents or representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, the Articles of Incorporation and to the extent authorized or permitted by law. The appointment of an agent or representative shall not of itself create contract rights.

ARTICLE VIII CONTRACTS

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by a contract or agreement, or to pledge its credit, or render it liable pecuniarily for any purpose or for any amount.

ARTICLE IX LOANS AND USE OF CORPORATION ASSETS

Section 9.1 Loans

The Corporation shall make no personal loan to its Directors, officers or employees in their private capacity for personal reasons.

Section 9.2 Use of Corporate Assets

No Director, officer, employee or other person shall at any time utilize any of the Corporation's assets for personal gain or benefit. Violation of this provision by any Director, officer or employee shall subject such Director, officer or employee to removal from office or employment, as the case may be, and such Director, officer or employee shall be liable for immediate reimbursement to the Corporation for the fair market value of such asset. It shall not be a personal benefit for purposes of this Article VIII to receive a loan or payments for a bona fide business reason that has as its purpose the furtherance of the corporation endeavors as stipulated in Article I of these Bylaws.

Section 9.3 Loan Terms

Any permissible Loan made by the Corporation shall be made according to the Terms and Conditions as stipulated by the Directors, provided that, all loans must carry a specific date for repayment and the accrual of interest to be no less than the Federal Funds Bank Rate as published by the Wall Street Journal as of the date the loan is made.

Section 9.4 Loan To the Corporation

Loan made to the Corporation must be issued according to the Terms and Conditions as stipulated by the disinterested Directors, provided that, all loans must carry a specific date for repayment and the accrual of interest that is at most commensurate with market rates, given Corporate credit rating.

Section 9.5 Liability of Directors and Officers

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken as a director or officer of the corporation, at the request of the corporation in good faith, if such person exercised and used the same degree of care and skill as a prudent person would

have exercised or used under the circumstances in the conduct of his/her own affairs, or if such person took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he/she had reasonable grounds to believe to be true.

Section 9.6 Indemnity of Officers, Directors and Employees

The Corporation shall to the extent legally possible indemnify each of its present and former Directors, officers, employes 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.

ARTICLE X Meetings

Section 10.1 Meetings of Members

The Annual Meeting of the Members of the corporation shall be held 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 President or by the Directors, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, 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 10.2 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 10.3 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 10.4 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 10.5 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 Secretary of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 10.6 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 be equivalent to meeting in person.

ARTICLE XI AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

Except as otherwise required by law, the Board of Directors shall have exclusive authority to amend, alter or repeal both these Bylaws and the Articles of Incorporation, from time to time, at any Regular Meeting or Special Meeting of the Board of Directors upon the affirmative vote of seventy-five percent (75%) or more of the Directors eligible to vote.

ARTICLE XII EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501c(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170c(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII FISCAL YEAR

The Corporation fiscal year shall be from January 1 through December 31 of each year.

ARTICLE XIII APPROVAL

The Directors of the Corporation, being all of the members of the Board of Directors, at a Special Meeting of the Directors called for the purpose of certifying and approving the foregoing, did indeed certify that the foregoing and annexed Bylaws constitute a true and complete copy of the Bylaws of Cape Cod Maker, Inc., and the same are hereby approved, ratified and accepted as the Bylaws of the Corporation.