

INDEX TO BY-LAWS

MASSACHUSETTS LAUNDRYOWNERS' ASSOCIATION, INC.

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BY-LAWS

MASSACHUSETTS LAUNDRYOWNERS' ASSOCIATION, INC.

Amended 11/03

ARTICLE I

Name

The name of this association shall be the Massachusetts Laundryowners' Association, Inc.

ARTICLE II

Objectives

Its objectives shall be

- a. To promote friendly intercourse among those in the Laundry Industry.
- b. To create an interchange of information regarding the Laundry Industry.
- c. To collect and disseminate information and statistics among its members.
- d. To consider and act on legislation affecting the Laundry Industry.
- e. To promote ethical practices among its members and use its influence in protecting the public from fraud, questionable practices and misrepresentation by those in the Laundry Industry.
- f. To hold, purchase, convey, mortgage or lease within or without this Commonwealth such real or personal property as the purposes of the corporation may require.

ARTICLE III

Membership and Dues

Section 1. There shall be an active and associate membership as follows:

Class A

Any person actively engaged in the Laundry, Linen Supply, Diaper Service and other Textile Maintenance Service Industries in the Commonwealth of Massachusetts as owner, stockholder, or manager shall be eligible for active membership. One vote only shall be allowed each establishment holding membership in this class. Any member in this class shall be eligible to hold office.

Class B Active Membership

Any person actively engaged in the Laundry, Linen Supply, Diaper Service and other Textile Maintenance Service Industries in any New England State other than Massachusetts as owner, stockholder or manager shall be eligible for active membership. One vote only shall be allowed each establishment holding membership in this class. Any member in this class shall be eligible to hold office.

Class C Associate Membership

shall consist of persons engaged in business allied with the Laundry, Linen Supply, Diaper Service and Textile Maintenance Service Industries or others whose interests are common with the above Industries. They shall not be privileged to vote. They shall be privileged to attend regular, but not special or executive meetings.

Class D Associate Membership

shall consist of persons connected with institutions, including hotels, hospitals, schools, stores, or other similar establishments where the laundry is not operated for commercial purposes. They shall not be privileged to vote. They shall be privileged to attend regular but not special or executive meetings.

Class E Honorary Membership

may be conferred on such persons so long as they are not actively engaged in the Laundry, Linen Supply, Diaper Service or other Textile Maintenance Service Industries as are recommended by the Board of Directors and approved by the Association for honorary or meritorious services.

Section 2. Applications for Membership. Application for Membership shall be made to the Manager in writing on the special blanks provided. The applicant in signing agrees that he has read the conditions of membership and will abide by them.

Application for membership properly filled out and accompanied by the customary fee shall be presented to a regular meeting of the Board of Directors and if the Board of Directors takes favorable action, the application will then be published to the membership.

Any member objecting shall file his objection in writing before the next regular meeting of the Board of Directors, at which time the Board shall take action. A decision on the application shall be by majority vote.

Section 3. Resignations. It is understood and agreed that membership in this Association shall run continuously from year to year until terminated by resignation or dismissal. All memberships shall

run for a full fiscal year- it being understood and agreed that resignations of members shall be in writing and may become effective at once. It is understood and agreed that dues shall be paid for the full year, and regardless of time of resignation or dismissal from membership, the member shall be liable for the amount of the full year's dues if same has not already been paid.

Section 4. Severance from Membership. Severance of membership from this Association may be by:

- a. Resignations. Resignations shall be in writing and governed by conditions stipulated in Section 3.
- b. Non-payment of Dues.
 1. Any member in arrears for more than one year may be dropped by vote of the Board of Directors.
 2. Any member in arrears for two years shall be automatically dropped from membership.
- C. Dismissal. Dismissal from membership shall be for the following causes:
 1. Any member may be dismissed from membership on failure to pay his dues as prescribed in the By-laws.
 2. Any member may be dismissed for unethical conduct of his business.
 3. Any member may be dismissed for unethical conduct at any of the meetings of the Association.
 4. Any member may be dismissed for unethical conduct in his relations to his competitors.

Dismissal shall be made only after a complaint has been filed and a fair hearing has been given before a committee representing the Board of Directors. Should the defending member not be satisfied with the findings of said committee, he shall have the right of appeal to the Board of Directors and must abide by its decision which shall be final.

Upon dismissal from membership, the member agrees that the Association has no further responsibility toward him, financial or otherwise, and that all rights cease which he as a member in good standing may have had in the Association.

Section 5. Dues. The annual dues of the association shall be such as are from time to time established by majority vote of the Board of Directors. In establishing dues to be paid by members, the Board of Directors shall take into consideration the different classes of membership and the benefits and privileges arising therefrom, and may establish dues which vary between classes of membership.

The Board of Directors may require of members such information as is reasonably related, and as it may in its discretion deem reasonably necessary, to the proper collection of dues established by it. Should any member whose dues for the fiscal year are based on such statement and who has received from the Manager a written request to supply it, fail to supply the statement within twenty

(20) days after the mailing to him postage prepaid of such request, then the Manager shall invoice him for the same amounts paid by him during the previous fiscal year, subject to adjustment as provided in the next paragraph.

For the purpose of determining the correct amount of dues payable hereunder, the Manager shall have the right to examine the books of the said member or cause them to be examined by the Association's accountant; and said member shall become liable for dues so determined by the Manager.

No member in arrears for dues shall be entitled to a seat in the convention or annual meeting or have any voice or vote in any of the Association's deliberations.

Any member will be privileged to challenge the rights of a member who is not in good standing.

Dues shall be billed monthly and are due and payable upon receipt of dues billing which shall be sent on the first of the month.

Section 6. Dissolution of the Association. In case of dissolution of the Association for any reason, the funds of the Association shall, after paying all of its outstanding obligations, be distributed among the members in good standing during the current year and two previous years in proportion to the amounts paid in as dues into the Treasury for those three years by each of those members.

ARTICLE IIIA

Fiscal Year

Section 1. Fiscal Year. The fiscal year of the Association shall begin with the first day of August and end with the thirty-first day of July.

ARTICLE IV

Meetings

Section 1. Annual Meetings. The annual meeting of the Association shall be held in the Autumn of each year at such time and place as may be designated by the Board of Directors. The Board of Directors shall have the power to change the date and place of the annual meeting providing written notice is sent to all voting members at least fifteen (15) days in advance.

An Annual convention may be held at the time of the annual meeting on a majority vote of approval of the members of the Board of Directors.

Twenty percent (20%) of the membership shall constitute a quorum for the transaction of business.

Section 2. Order of Business.

Reading minutes of last annual meeting.
Communications.
Report of President.
Report of Secretary.
Report of Treasurer.
New Business.
Report of Nominating Committee.

Election of Directors.
Election of President
Election of Vice-President.
Election of Treasurer.
Election of Secretary.

Section 3. Special Meetings. Special Meetings may be held as follows;

1. On the call of the President.
2. On the call of the Board of Directors.
3. On the written request of five or more members.

ARTICLE V

Officers

Section 1. Officers. The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer. The Secretary and Treasurer shall be elected from the Board of Directors for 3 year terms except for 2004 which will be a two year term. All officers shall be elected by the membership. The President and Vice President shall be elected for 2 year terms or until their successors are elected and qualified.

Section 2. Board of Directors. The Board of Directors shall consist of members, the President and Vice President serving ex-officio, the two most recent past presidents and nine other members of the Association. All Directors shall be elected at the annual meeting. A majority of votes cast shall constitute an election. The Directors shall be elected at the Annual Meeting to serve for a term of three years. The Past Past President shall serve for one year. The directors may consist of up to three associate members.

The Board of Directors shall have the power to retain a Manager who shall care for the activities of the Association. The Manager shall not be a member of the Association or have any vote at its meetings.

Section 3. Vacancies. In the event of any of the said offices becoming vacant by death, resignation, suspension or termination of membership in the Association, said vacancy shall be filled by the Board of Directors.

ARTICLE VI

Duties of Officers

Section 1. President. It shall be the duty of the President to preside at all meetings of the Association and of the Board of Directors of which he shall be a Member. The President shall appoint the chairman and the members of all special committees, subject however to the approval of the Board of Directors. The President shall be an ex-officio member of all committees.

Section 2. Vice President. The Vice-President shall be a member of the Board of Directors, shall preside at all meetings of the Association in the absence of the President, and during absence from the state or inability of the President to care for the duties assigned him, said duties shall be vested in the Vice-President.

Section 3. Secretary. The Secretary shall be a member of the Association and of the Board of Directors and as such shall be entitled to vote on all action taken.

Section 4. Treasurer. The Treasurer shall have supervision of all books of account and be responsible for the funds and property of the Association. The Treasurer shall sign all checks over \$1,000 (one thousand dollars) drawn on the funds of the Association which shall be countersigned by the Manager. In case of absence of the Treasurer, or Manager, the President shall be authorized to countersign all checks over \$1,000 (one thousand dollars) with the Manager or Treasurer.

Section 5. Manager. The Manager shall be appointed by the Board of Directors. It shall be the duty of such Manager to devote his/her time and efforts in promoting the objects of the Association and extending its membership and influence.

The Manager shall keep a complete and accurate record of the meetings of the Association as well as of the Board of Directors.

The Manager shall have possession of its records and archives; attend to the proper publication of all reports; conduct the official correspondence; attest documents; and perform such other duties as are usual for such official or as may be required by the Board of Directors.

The Manager shall select and have jurisdiction over all employees of the Association.

The Manager shall receive and have custody of all monies of the Association. The Manager shall countersign all checks drawn upon the funds of the Association, and in his/her absence, the Board of Directors shall appoint a Power of Attorney to countersign such checks.

The Manager shall deposit the monies of the Association in such depository as may be from time to time designated by the Board of Directors.

For the faithful performance of these and all other duties assigned to the Manager, from time to time by the Board of Directors, the Manager shall receive such compensation as may be allowed by said Board.

Section 6. Board of Directors. The Board of Directors shall be the governing body of the Association and shall be entrusted with such duties as ordinarily are assigned to such a Board, provided that it shall at all times be amenable to the control of the Association as same shall be expressed by vote at any regular or special meeting.

The Board of Directors shall have the authority to make rules and regulations governing its own conduct as well as the conduct of the Association consistent with the provisions of these By-Laws and not in violation of the laws of the state or federal governments.

It shall hold a Board Meeting quarterly at a time and place designated at the last meeting and may cancel any meeting by a majority vote of the members present, providing a quorum is present. Written votes of the Board can be taken and shall be legally binding if a majority of the Directors agree and waive the rights to a meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meeting. Such consents shall be treated for all purposes as a vote at a meeting. Members of the Board of Directors or any committee of the corporation may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

They shall hold special Board meetings at a time and place designated by the President on the call of the President or on the written request of three or more members of the Board.

A quorum of the Board shall consist of six members.

The Board of Directors shall appoint an auditor thirty days before the annual meeting who shall examine the books for the current fiscal year and render a report. The Board of Directors may have the books audited at any time during a fiscal year, as desired in addition to the annual audit.

ARTICLE VII

Committees

Section 1. Committees. Special committees shall be appointed from time to time by the President as needed. Such committees shall meet as soon as possible following their appointment to consider and report action they deem advisable on the subjects entrusted to them.

Section 2. Nominating Committee. This committee shall be appointed by the President and shall consist of five Class A or Class B members of the Massachusetts Laundryowners' Association, Inc. who are in good standing; three of whom shall not be Directors. The duty of this committee shall be to choose candidates to fill any vacancy of offices for the incoming year. It shall submit its findings to the Board of Directors at least three weeks before the day set for the annual meeting.

In the event of the Nominating Committee failing to submit its findings within the stated time, then it shall be the duty of the Board of Directors to present a list of candidates of offices.

Nothing in this section shall be construed as preventing nominations from the floor being made for all offices in this Association. The method of balloting shall be as fair to the candidacy of persons nominated from the floor as to the candidacy of persons nominated by the Nominating Committee.

Section 3. Duties of Committees. The duties of the committees shall be such as may be assigned them by the Board of Directors and authorized by the By-Laws.

No committee shall create any indebtedness on the part of the Association without first obtaining authority therefore from the Board of Directors and no member of the Association shall receive compensation for services rendered except as shall be voted by the Board of Directors.

All committees shall meet at the call of their chairman or of the President.

ARTICLE VIII

Indemnification

Section 1. Definitions. For purposes of this Article 8:

- (a) "Covered Person" means an individual: (i) who is a present or former director, officer, agent or employee of the Association or who serves or served another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in one of those capacities or as trustee, partner or fiduciary at the request of the Association; and (ii) who by reason of his position was, is, or is threatened to be made a party to a Proceeding. It shall also include such person's heirs, executors and administrators.
- (b) "Proceeding" includes any threatened, pending, or completed action, Suit, or proceeding, whether civil, criminal, administrative, or investigative, and any claim which could be the subject of such a proceeding.
- (c) "Disinterested Director" means a director who is not party to the Proceeding(s) in question.
- (d) "Expenses" means liabilities, including but not limited to amounts paid in satisfaction of judgments, in compromises or as fines or penalties, and expenses, including reasonable legal and accounting fees.

Section 2. Actions in Name of the Association. The Association may indemnify any Covered Person to the extent legally permissible against all Expenses incurred in connection with the defense or disposition of any Proceeding by or in the name of the Association if a reasonable determination is made, based on a review of the readily available facts but without special investigation, that the Covered Person acted in good faith, and in the reasonable belief that his action was in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. Such determination shall be made by:

- (a) the vote of a majority of a quorum of Disinterested Directors;
- (b) a special litigation/indemnification committee of the Board of Directors appointed by the Board;

- (c) independent legal counsel in a written opinion, or
- (d) the vote of a majority of the members entitled to vote for directors, voting as a single class.

No indemnification shall be made with respect to any matter as to which such Covered Person has been adjudicated liable for negligence or misconduct in the performance of his duty to the Association, unless, and only to the extent that, the court deciding the action determines that such Covered Person is entitled to indemnification.

Such indemnification may be provided in connection with a Proceeding in which it is claimed that an officer or director received an improper personal benefit by reason of his position, regardless of whether the claim involves his service in such capacity, subject to the foregoing limitations and to the additional limitation that it shall not have been finally determined that an improper personal benefit was received by the director or officer.

Section 3. Other Actions. The Association may indemnify any Covered Person against any Expenses incurred in connection with the defense or disposition of any Proceeding other than a Proceeding of the type described in Section 2, except with respect to any matter as to which the Covered Person shall have been finally adjudicated in the Proceeding (i) not to have acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association or, (ii) with respect to any criminal Proceeding, to have had reasonable cause to believe his conduct was unlawful.

Section 4. Advances of Expenses. The Association may advance attorneys' fees or other Expenses incurred by a Covered Person in defending a Proceeding, upon receipt of an undertaking by or on behalf of the Covered Person to repay the amount advanced, which undertaking may be accepted by the Board of Directors without reference to the financial ability of such Covered Person to make repayment.

Section 5. Presumptions upon Termination of Proceeding. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed, to the best interest of the Association, or, with respect to any criminal Proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 6. Indemnification Not Exclusive. The right of indemnification provided by this Article 8 shall not be exclusive of or affect any other rights to which any such Covered Person may be entitled.

Section 7. Insurance. The Association may purchase and maintain insurance on its behalf and on behalf of any Covered Person against any liability asserted against Such Covered Person and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article 8.

ARTICLE IX

Amendments

Section 1. Amendments. The power to make, amend or repeal these By-laws shall be in the Members; provided, however that the Board of Directors may make amend or repeal these By-laws (other than the provisions of Article VIII or of this Article IX) in whole or in part, except with respect to any provision hereof which by law, 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 the membership next following the making, amending re repealing by the Board of Directors of any Bylaw, notice thereof stating the substance of such change shall be given to all Members entitled to vote on amending the By-laws. Any amendment or repeal of these By-laws by the Board of Directors and any By-law adopted by the Board of Directors may be amended or repealed by the Members.

Section 2. When Effective. Any such amendment, revision or repeal become effective immediately upon its adoption, unless some other time shall be prescribed by vote of the Association at the time of its adoption or by the terms of the amendment, revision or repeal.