

**BY-LAWS
OF THE
MASSACHUSETTS BROADBAND INSTITUTE
BOARD OF DIRECTORS**

ARTICLE I – GENERAL PROVISIONS

Section 1. Name. The name of the Board shall be the Massachusetts Broadband Institute Board of Directors (the "MBI Board of Directors").

Section 2. Purpose and Function. The MBI Board of Directors was established pursuant to Section 6 of Chapter 231 of the Acts of 2008 (the "Enabling Act"), which included substituting new Sections 6B and 6C of Chapter 40J of the General Laws of the Commonwealth. The Enabling Act provides that the MBI Board of Directors shall exercise certain powers and functions, and under certain circumstances, relative to the oversight and administration of the Massachusetts Broadband Incentive Fund (the "Broadband Fund"), established pursuant to said Section 6C of Chapter 40J. The powers and duties of the MBI Board of Directors shall be subject to the provisions of the Enabling Act, as it may be amended from time to time hereafter.

ARTICLE II – MBI BOARD OF DIRECTORS

Section 1. Members. The MBI Board of Directors shall consist of nine members (the "Members"), including the Secretary of Housing and Economic Development or a designee; the Secretary of Administration and Finance or a designee; the Commissioner of Telecommunications and Cable or a designee; the Executive Director of the Massachusetts Technology Park Corporation (d/b/a The Massachusetts Technology Collaborative, hereafter referred to as "MTC") or a designee; the Chairperson of the Governing Board of the John Adams Innovation Institute or a designee; and 4 members to be appointed by the Governor, who shall have knowledge and experience in one or more of the following areas: telecommunications, broadband infrastructure, public-private partnership development, information technology or other fields of experience consistent with the mission of the Broadband Institute.

Section 2. Tenure. Each appointed Member of the MBI Board of Directors shall serve for a term of four years and thereafter until such Member's successor is appointed, and shall be eligible for reappointment; provided that the Governor, in making the initial appointments, shall appoint one member to serve for a term of one year, one member to serve for a term of two years, one member to serve for a term of three years and one member to serve for a term of four years. There is no limit on the number of consecutive terms that a Member may serve.

Section 3. Vacancy. In the event of a vacancy on the MBI Board of Directors, the Chair of the MBI Board of Directors shall notify the Governor and request that said vacancy shall be filled for the remainder of the unexpired term of the Member who has vacated. A person appointed to fill a vacancy on the MBI Board of Directors shall be appointed in a like manner as the vacating Member shall have been appointed and shall be eligible for reappointment. In the

event of a vacancy, the remaining Members shall have, and may exercise, all of their powers pursuant to these By-Laws notwithstanding the existence of one or more vacancies in their number.

Section 4. Removal and Suspension. A member of the MBI Board of Directors appointed by the Governor may be removed by the Governor for cause.

Section 5. Resignation. Any Member may resign by delivering his resignation in writing to the Chair of the MBI Board of Directors with copies thereof to the MTC Executive Director and the MBI Director. Such resignation shall be effective upon its receipt or upon such date (if any) as is set forth therein.

Section 6. Material Change in Status. All Members shall promptly notify the Chair of the MBI Board of Directors of either a material change in their position with their current employer or a change in employment.

Section 7. No Compensation. The Members shall serve without compensation but each Member shall be eligible to receive reimbursement for actual and necessary expenses incurred in the performance of official duties.

Section 8. Application of Chapter 268A of the General Laws. Section 6B(1) of Chapter 40J of the Massachusetts General Laws provides that individuals who serve on the MBI Board of Directors shall be subject to the provisions of Massachusetts General Laws, Chapter 268A, the Commonwealth's Conflict of Interest Statute. Members may not participate in any particular matter in which such Member has a financial interest. The Massachusetts Broadband Institute may engage in a business transaction with an organization in which any Member is in any way interested or involved, provided that the interest or involvement is disclosed in advance to the MBI Board of Directors and the disclosure is recorded in the minutes of its proceedings and the affected Member does not participate in any decision relating to the organization.

ARTICLE III – COMMITTEES AND WORKING GROUPS

Section 1. Ad Hoc Advisory Committees and Working Groups. The MBI Board of Directors may establish informal ad hoc advisory committees and working groups consisting of Members and/or additional individuals to provide expertise, advice, and recommendations on matters within the jurisdiction of the MBI Board of Directors. External parties may be brought in to supplement the expertise of the staff and the MBI Board of Directors in areas that are germane to general programmatic matters, as well as specific proposals for assistance under consideration by the MBI Board of Directors. These informal advisory committees or working groups may submit recommendations or findings to the MBI Board of Directors but, shall not, under any circumstances have any formal authority to bind the MBI Board of Directors or take any actions on behalf of the MBI Board of Directors. A Meeting of an Advisory Committee or Working Group shall be conducted in accordance with the provisions of Section 5 of Article 5, herein, to the extent legally applicable.

ARTICLE IV - OFFICERS

Section 1. Enumeration. The officers of the MBI Board of Directors shall consist of the Chair, the Director and the Secretary.

Section 2. Chair. The Governor shall from time to time designate a Member to serve as the Chair. The Chair shall have general supervision and control of the affairs of the MBI Board of Directors. The Chair, when present, shall preside at all meetings of the MBI Board of Directors and shall have such other powers and duties as may be vested in him from time to time by the MBI Board of Directors. At each meeting, the Chair shall submit such recommendations and information as he/she may consider appropriate concerning the activities of the MBI Board of Directors.

Section 3. Secretary. The Secretary, who need not be a Member, shall be elected on an annual basis by the MBI Board of Directors. The minutes and records of all meetings of the MBI Board of Directors shall be prepared and maintained by the Secretary. The Secretary shall keep the original or attested copies of these By-laws and the names of all Members and the addresses of each such person. The Secretary shall also be responsible for giving public notice of meetings as required by law. The Secretary shall have such other responsibilities and shall perform such other duties as the Chair of the MBI Board of Directors may from time to time prescribe.

Section 4. Director. The Director shall be the “director” identified in Section 6B(b) of the Enabling Act and shall perform the duties imposed by the Enabling Act, these By-Laws and resolution of the MBI Board of Directors. The MTC Executive Director shall, subject to the approval of the MBI Board of Directors, appoint an individual to serve as Director and establish his/her salary. The Director shall serve as an employee of MTC. The Director shall direct and supervise administrative affairs and the general management of the Broadband Fund and such other duties as may be specified by contract or assigned from time to time by the MBI Board of Directors. The Director shall attend meetings of the Board of Directors as a non-voting observer.

Section 5. Amendments. To the fullest extent permitted by law, the MBI Board of Directors, by an affirmative vote of a majority of the Members, shall have the sole power to make, amend, or repeal these By-laws, except as to the indemnification provisions contained in Article VI, Section 3, which may not be modified, amended or revised without the prior written approval of the MTC Executive Director. The MBI Board of Directors may adopt rules for the conduct of the business of the MBI Board of Directors, and the adoption of such rules shall not constitute an amendment of these By-Laws.

ARTICLE V- MEETINGS

Section 1. Regular Meetings. Regular Meetings of the MBI Board of Directors for the transaction of any lawful business shall be held not less frequently than four times per year. Any Regular Meeting of the MBI Board of Directors may be dispensed with or rescheduled by appropriate resolution adopted by the Members at any prior meeting of the MBI Board of Directors. If it appears that a quorum will not be present for a scheduled or Special Meeting,

then the Chair may cancel or re-schedule such Meeting with the provision of notice to the MBI Board of Directors.

Section 2. Special Meetings. The Chair or the Executive Director, at the Chair's direction, may, when such person deems it expedient and appropriate, call a Special Meeting of the MBI Board of Directors for the purpose of transacting any business designated in the notice. Written or verbal notice for a Special Meeting shall be given to each member at least forty-eight (48) hours prior to the hour appointed for such Special Meeting. If a Special Meeting qualifies as an emergency meeting under the Massachusetts Open Meeting Law, the forty-eight (48) hour notice requirement shall not be applicable and the Chair will provide as much advance notice as is practicable under the circumstances. At such Special Meeting, no business shall be considered other than as designated in the notice, but, if all Members either are present at a Special Meeting or have signed a Waiver of Notice and Consent to any Special Meeting, any and all business may be transacted at such Special Meeting.

Section 3. Notice of Meetings. A written notice of each meeting of the MBI Board of Directors stating the purpose or agenda, place, date and time thereof shall be given to each Member by the Chair or the Secretary. Notice shall be given to each Member by mail (postage prepaid and properly addressed) or by electronic mail, telecopy or telegram, or by delivery in person or by telephone at least forty-eight hours (48) in advance of the meeting. Whenever notice of a meeting is required, such notice need not be given to any Member if a written waiver of notice, executed by him (or his attorney duly authorized) before or after the meeting, is filed with the records of the meeting, or to any Member who attends the meeting without protesting the lack of notice before the meeting or before action is taken at the meeting.

Section 4. Quorum and Action. A majority of the Members duly appointed and eligible to serve shall constitute a quorum. The presence of less than a Quorum may adjourn any meeting from time to time without further notice. Each Member shall have one vote. The affirmative vote of a majority of Members present and eligible to vote at a Meeting shall be required for any action to be taken by the MBI Board of Directors; provided, that any Meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the Meeting may be held as adjourned without further notice.

Section 5. Record Keeping and Public Meetings. All Meetings of the MBI Board of Directors (including any committees thereof) shall be conducted and all records maintained in accordance with the requirements of Massachusetts law, including Section 11A-1/2 of Chapter 30A of the Massachusetts General Laws and Section 10 of Chapter 66 of the Massachusetts General Laws. The Secretary, on behalf of the MBI Board of Directors, shall give public notice of all MBI Board of Directors meetings as specified in Section 11A-1/2 of Chapter 30A of the Massachusetts General Laws. Except in emergencies, a notice will be filed with the Secretary of State and a copy therefore in the public office of the Executive Office of the Secretary for Administration and Finance at least forty eight (48) hours (including Saturdays but not Sundays and legal holidays) prior to the time of such meetings. The notice will include the date, time, and place of the meetings as required by law.

Section 6. Presiding Officer. At each meeting of the MBI Board of Directors, the Chair, or in the absence of the Chair, a Member chosen by a majority of the Members then present, shall act as Presiding Officer.

ARTICLE VI - MISCELLANEOUS PROVISIONS

Section 1. Gender. The personal pronoun "he" or possessive pronoun "his", when appropriate, shall be construed to mean "she" or "her".

Section 2. Confidentiality. MTC is subject to the requirements concerning disclosure of public records under the Massachusetts Public Records Law, Chapter 66 of the Massachusetts General Laws, which governs the retention, disposition, disclosure and archiving of public records. For purposes of the Public Records Law, "public records" include all books, papers, maps, photographs, recorded tapes, financial statements, statistical tabulations, or other documentary materials or data, regardless of physical form or characteristics, made or received by MTC. As a result, any information submitted to MTC by an applicant for financial assistance is subject to public disclosure as set forth in the Public Records Act. The foregoing notwithstanding, "public records" do not include certain materials or data which fall within one of the specifically enumerated exemptions set forth in the Clause 26 of Section 7 of Chapter 4 of the Massachusetts General Laws or in other statutes, including MTC's enabling act, Chapter 40J of the Massachusetts General Laws.

Members are required to review MTC's policies and procedures related to the disclosure and treatment of sensitive and confidential information received by a Member by virtue of serving on the MBI Board of Directors. Members will be required to return, or destroy, any such confidential information and all copies thereof and all related notes, memoranda, upon the direction of MTC.

Section 3. Indemnification. Directors and officers who are not regular, compensated employees of MTC shall not be liable to the Commonwealth, to MTC, or to any other person as a result of their activities, whether ministerial or discretionary, as such directors or officers except for willful dishonesty or intentional violations of law. The MTC Board of Directors may, at its sole discretion, purchase liability insurance for directors, officers, and employees and may, at its sole discretion, indemnify said persons against the claims of others pursuant to such terms and conditions as it deems appropriate.

Section 4. Fiscal Year. The Fiscal Year shall extend from July 1st to the ensuing June 30th.