

BY-LAWS
of
CAMBRIDGE FORUM, INC.

ARTICLE I

NAME

The name of this corporation shall be Cambridge Forum, Inc..

ARTICLE II

PURPOSE

To sponsor, provide and carry out, and to assist or cooperate with others in sponsoring, providing and carrying out, public educational programs and lectures principally in Cambridge, Boston and the surrounding area, and elsewhere as may from time to time be appropriate, featuring informed speakers and panels of speakers addressing the issues facing society and the human race in fields such as, but not limited to, the physical and social sciences, the environment, the arts, literature, politics, religion, law, and health; to encourage and facilitate nonpartisan public dialogue as part of and in connection with such programs; to cause such programs to be broadcast on radio and television and by means of such other media or means as may from time to time be available; to reproduce and disseminate such programs in print, on tape recordings, and by such other means as may from time to time be available; and to perform all other activities in connection with such programs as may be appropriate in order to carry out the civic, educational and charitable purpose of the Corporation in providing the foregoing services.

Notwithstanding any other provisions of these Articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

No part of the net earnings of the organization shall inure to the benefit of any Member, trustee, Director, officer of the organization or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no Member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Judicial Court of the Commonwealth of Massachusetts.

In any taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any excess business holdings as defined in IRC 4943(c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provision of any subsequent Federal tax laws.

ARTICLE III MEMBERSHIP

_____The Members of the Corporation shall be the persons who are at that time Members of the Standing Committee of the First Parish (Unitarian Universalist) in Cambridge.

ARTICLE IV MEETINGS AND VOTING

1. Voting and Proxies. Each Member shall be entitled to one vote in person or by proxy on each question. Proxies shall be in writing, dated not more than one month before the meeting named therein, signed by the Member and filed with the secretary of the meeting before being voted; and no proxy shall be valid after the final adjournment of such meeting.

2. Meetings. The Members shall meet annually on the third Tuesday of May of each year, at such place and at such time as the Chair of the Standing Committee of the First Parish (UU) in Cambridge shall designate, for the election of nominating committee members, the election of Directors, the hearing of reports and the transaction of such other business as may properly come before the meeting. If for any reason the annual meeting is not so held, a special meeting may be held in lieu thereof and the business of the annual meeting may be transacted at such special meeting. Special meetings for any purpose may be called, and additional business for annual meetings may be specified, by the aforesaid Chair of the Standing Committee.

3. Notice. Notice of all meetings of the Members, specifying the time, place, and purpose of the meeting, shall be given by the president of the Corporation not less than three days before the date fixed for the meeting, by mail addressed to each person entitled to vote at such meeting, at his address as it appears on the membership records of the Corporation. No notice need be given of any meeting if all the Members in writing waive notice.

4. Quorum. Five of the Members, present in person or by proxy, shall constitute a quorum, but a less number may adjourn any meeting from time to time and the meeting may be held as so adjourned without further notice. When a quorum is present, unless otherwise provided by law or these by-laws, concurrence of a majority of those present in person or represented by proxy shall determine any matter brought before the meeting.

ARTICLE V

NOMINATING COMMITTEE

1. Composition. _____The Nominating committee shall consist of three persons, to be elected from the Board of Directors for three-year terms, except that on the initial election of a Nominating Committee, one shall be elected for a one-year term, one for a two-year term and one for a three-year term and each person elected to fill a vacancy shall serve for the unexpired term.

2. Duties. The Nominating Committee shall present to the Members of the Corporation nominations for the Directors and for the Nominating Committee, and for such other positions as the Members may designate. The Nominating Committee shall also present to the Directors nominations for such positions as the Directors may designate.

ARTICLE VI
DIRECTORS

1. Powers. So far as permitted by law, and subject to the articles of organization and other provisions of these by-laws, the Directors shall have and may exercise all of the powers of the Corporation, and they shall have the major responsibility of carrying out the purposes of the organization.

2. Composition. The Board of Directors shall consist of not less than seven persons and shall at all times include a member of the Standing Committee of the First Parish (UU) in Cambridge. Subject to law and other provisions of these by-laws, each Director shall serve for three years or until his successor is elected and qualified.

3. Resignation and Removal. Any Director may resign at any time by delivering his resignation in writing to the President of the Corporation. Any Director may be removed at any time by vote of two-thirds of the members of the Board of Directors present at a meeting or by a vote of two-thirds of the Members (the Members of the Standing Committee of the First Parish (UU) in Cambridge) present at a meeting of the Members, with or without cause, the Director having been given reasonable notice of an opportunity to be heard at the said meeting. Vacancies in the Directors, however occurring, may be filled by the Directors and any Director so chosen shall serve until a successor is elected at the next succeeding annual or special meeting of the Members.

4. Meetings The Directors may hold regular meetings without call or notice immediately following and at the same place as the annual meeting of the Members and at such other times and places as the Directors from time to time determine. They may hold special meetings on call of the president, or any three Directors, provided reasonable (at least twenty-four hours) notice of the time and place of such meeting is given by or under the direction of the secretary or the person or persons calling the meeting, by mail addressed to each Director at his address as it appears on the records of the Corporation or by such other means previously approved in writing by the specific Director. No notice need be given of any meeting if all Directors in writing waive notice.

5. Quorum. Forty (40) percent of the Directors then in office, but not fewer than four members of the Board of Directors, shall constitute a quorum, but a less number may adjourn any meeting from time to time and the meeting may be held as so adjourned without further notice. When a quorum is present, unless otherwise provided by law or these by-laws, concurrence of a majority of those present shall determine any matter brought before the meeting.

6. Informal Action. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent to such action is signed by all Directors and such Directors or members of any committee by means of a conference telephone or similar equipment if all persons participating can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE VII
OFFICERS AND AGENTS

1. Terms. The Corporation shall have a President, a Clerk, and a Treasurer, all of whom shall be elected annually by and from the Directors, and it may have such other officers and such agents as the Directors may determine. Subject to other provisions of these by-laws, each officer shall hold office until the meeting of the Directors following the next annual meeting of the Members and until his successor is elected and qualified. Each officer shall have such powers and duties as ordinarily pertain to his office or as the Directors shall determine.

2. President. The President shall be the chief executive officer of the Corporation, and when present, shall preside at all business meetings of the Board of Directors. The presiding officer at meetings of the Members shall be the Chair of the Standing Committee of the First Parish (UU) in Cambridge. The President shall sign in the name of the Corporation all documents, papers, and legal instruments of any sort.

3. Treasurer. The treasurer shall deposit funds of the Corporation in depositories selected by the Board of Directors. The treasurer shall keep full and accurate books and accounts which shall contain a record of all monies and properties received or paid out by the Corporation. The treasurer shall prepare and present at each annual meeting a classified balance sheet and an operating statement as of the close of the preceding fiscal year in such form as may be requested by the Members and such interim trial balances and operating statements as shall be requested from time to time by the Board of Directors. The annual report must be duly reviewed by two (2) persons appointed by the Board of Directors.

4. Clerk. The clerk shall record the minutes of all meetings of the Board of Directors and shall provide copies of all such minutes for the archives. The clerk shall perform such additional duties as may be requested by the Board of Directors. The clerk shall be a resident of Massachusetts and shall be sworn to the faithful performance of his/her duties.

5. Removal, Vacancies. All officers and agents of the Corporation elected or appointed by the Directors shall be subject to removal with or without cause at any time by vote of two-thirds of the Directors present at a meeting. Vacancies in office, however occurring, may be filled by the Directors.

ARTICLE VIII COMMITTEES

1. Appointment. With the exception of the Nominating Committee, established in Article V, promptly after each annual election of Directors, the Directors shall determine and establish the basic committee organization and appoint the principal committees for the ensuing year; and they may from time to time appoint such other committees as they deem appropriate.

2. Powers and Duties. Subject to these by-laws, each committee shall have such powers and duties as the Directors may determine. Any committee may appoint sub-committees to aid in the performance of its duties. No committee member shall be appointed for a longer term than one year but all committee members shall be eligible for reappointment subject to such regulation as the Directors may adopt. All committee members, including members of the Nominating Committee, appointed by the Directors shall be subject to removal at the pleasure of the Directors and all actions of committees appointed by the Directors shall be subject to review by the Directors. Unless otherwise determined by the Directors or these by-laws, each committee may determine the manner in which its meetings are to be called and held, the number of committee members consisting a quorum and all other procedural matters.

3. Executive Committee. The Directors may appoint an Executive Committee and authorize it, between meetings of the Directors, to exercise any or all of the powers of the Directors except those requiring the concurrence of more than a majority of a quorum.

ARTICLE IX CONFLICTS OF INTEREST

Whenever a Director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Corporation to do so. The minutes of

meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE X
DISPOSITION OF PROPERTY

1. No Benefit to Members. No part of the net earnings of the organization shall inure to the benefit of any Member, trustee, Director, officer of the organization or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no Member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

In any taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any excess business holdings as defined in IRC 4943(c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provision of any subsequent Federal tax laws.

2. Disposition of Property or Liquidation. In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Judicial Court of the Commonwealth of Massachusetts.

ARTICLE XI
FISCAL YEAR

Except as otherwise determined by the Directors, the fiscal year of the Corporation shall be July 1 through June 30.

ARTICLE XII
MISCELLANEOUS

1. Corporate Seal. The corporate seal of the Corporation shall be in such form as the Directors may from time to time determine.

2. Checks. Checks drawn on the funds of the Corporation shall be signed by the treasurer or by such other officer as may be authorized by the Board of Directors.

3. Execution of Papers. The Board of Directors may in particular cases authorize the execution of any legal instrument, of whatever name or nature, other than checks, which are to be executed on behalf of the Corporation, by any officer of the Corporation.

ARTICLE XIII
AMENDMENTS

These by-laws may be amended or repealed and new by-laws may be adopted by a majority vote at a meeting of Members at which a quorum is present and the notice of which has indicated that a by-law amendment will be voted upon. They may also be amended or repealed and new by-laws adopted by a majority vote at a meeting of the Board of Directors at which a quorum is present and the notice of which has indicated that a by-law amendment will be voted upon, but any such action by the Board of Directors may be amended or repealed by the Members.

Amended 12/12/2007

Cambridge Forum Board
(* Members of First Parish)

Mary Ann Daily*, President; 985 Memorial Drive, Apt. 501, Cambridge, MA

David Leveille, Vice-President for Programs; 14 Westmoreland Avenue, Arlington, MA,

Radio Producer WGBH/BBC

Jane Sturtevant*, Treasurer; 95 Montgomery Street, Cambridge, MA

Janet Burns*, Clerk; 37 Frost Street, Cambridge, MA, Landscape Designer

Frances Ackerly*, 26 Parker Street, Cambridge, MA, retired

Lee Gagan, Dublin, Ireland, Visiting Professor

Helen Glikman*, 78 Reservoir Street, Cambridge, MA

Hubert Jessup, 56 Columbus Street, Newton, MA, Self-employed, Public relations

Gail Leftwich Kitch, 2700 Quincy Street, Arlington, VA, MCNeil Lehrer

Donald McInnes*, 132 Mt. Auburn Street, Cambridge, MA,

Attorney, Mullane, Michel, and McInnes

Vincent Panico, 2343 Massachusetts Avenue, Cambridge, MA, Attorney

Nan Waldstein*, 144 Upland Road, Cambridge, MA, Self-employed

Timothy Weiskel, 6 Spruce Street, Cambridge, MA, Instructor, Harvard Extension School

Staff: Patricia Suhrcke, Director