

CORPORATE BYLAWS OF
The Boston Chapter of the Usability Professionals' Association, Inc.
A Massachusetts Nonprofit Corporation

Article One
NAME AND LOCATION

1.1. Name. The name of the Association is The Boston Chapter of the Usability Professionals' Association (hereafter, "UPA Boston" or "the Association"), a nonprofit corporation incorporated in the Commonwealth of Massachusetts.

1.2. Location. The Association may have offices within the Commonwealth of Massachusetts as the Board of Directors may determine.

Article Two
PURPOSES

2.1. Purposes. UPA Boston exists as an association of members engaged as usability practitioners in the Greater Boston area and is organized and operated primarily for business purposes, including:

- a) to provide a network and opportunities through which usability professionals can communicate and share information about skills and skill development, methodology used and/or proposed in the profession, tools used in the profession, technology, and organizational issues;
- b) to present the viewpoints of the profession to the public and other interested parties;
- c) to educate the general public and others on the usefulness of the profession;
- d) to represent the profession before governmental bodies and agencies, including engaging in lobbying and attempting to influence legislation;
- e) to provide the methods and means to increase the members' knowledge of the profession through conferences, seminars, meetings, newsletters, and other communication tools;
- f) to serve the best interests of the usability profession;
- g) to provide such services to the members as are approved by the Board of Directors; and
- h) to engage in such other activities as would not result in the loss of the tax-exempt status of the corporation, and to perform such other activities as are allowed under the Internal Revenue Code Section 501(c)(6), and other applicable laws.

Article Three
RESTRICTIONS

3.1. Restrictions. All policies and activities of the Association shall be consistent with applicable federal, state, and local antitrust, trade regulation, or other legal requirements; and applicable tax exemption requirements including the requirements that the Association not be organized for profit and that no part of its earnings inure to the benefit of any private individual.

It is intended that the Association shall be entitled to exemption from federal income tax under Section 501(c)(6) of the Internal Revenue Code. As required for organizations entitled to exemption from federal income tax under Section 501(c)(6) of the Internal Revenue Code, members of the organization shall not deduct any dues paid to the Association that are used for the purpose of lobbying or attempting to influence legislation.

3.2. Dissolution. Upon the Association's dissolution or the winding up of its affairs, its assets shall be distributed as described in the Association's Articles of Organization.

Article Four
MEMBERSHIP

4.1. Membership Qualifications. Membership to the Association is available to persons involved in, or associated with, the usability profession.

4.2. Regular Membership. The Association's regular voting members are limited to persons practicing or doing research in the usability profession. Regular members may serve as Directors and hold office.

4.3. Applications for Membership. All applicants for membership must complete and submit the online application form provided on the Association's website.

4.4. Rules of Conduct. All members shall abide by the Member Rules of Conduct as revised from time to time by the Board of Directors. The Member Rules of Conduct shall include rules that forbid the improper use of the Association's membership information and behavior that does not promote the usability profession.

4.5. Resignation. Any member may resign by filing a written resignation with any officer of the Association.

4.6. Expulsion. Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Any member proposed for expulsion shall be given advance written notice including the reason for the proposed expulsion, opportunity to contest the

proposed expulsion in writing before the Board of Directors, and final written notice of the Board's decision.

Article Five DUES

5.1. Dues. The Association shall require no membership dues.

Article Six DIRECTORS

6.1. Powers. The governing body of the Association is the Board of Directors, which has authority and is responsible for the supervision, control, and direction of the Association. The Directors of the Association shall have the powers and duties of a Board of Directors under Massachusetts law.

The 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 Association, 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 Association by any contract or to pledge its credit for any purposes or to any amount.

The Association shall have the right to retain all of or any part of any securities or properties acquired by it and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of Federal tax exemption to the Association under Section 501(c)(6) of the Internal Revenue Code of 1986 as amended, or any successor provision or provisions thereto.

6.2. Composition of the Board. Members of the Board of Directors shall be elected by and from the regular membership. The Board of Directors shall consist of no less than three, nor more than nine persons. The Board shall determine the number of Directors between three and nine, with the following exception.

If the current President's term of office as a Director terminates and the President chooses not to run for reelection or is not reelected, the Board will be temporarily increased in size by one member (up to a total of 10 members) to accommodate the current President staying on the Board as a Director for one more year in the capacity of Immediate Past President.

6.3. Election and Term of Office. Except for the Initial Board of Directors, the Board shall be elected by the Members at the annual meeting of the Members by an appropriate method as adopted by the Board before January 1st of each year. Directors shall begin their term on January 1st after their election.

The initial elected Directors shall be elected to serve in three class terms: one class to serve for one year, the second class to serve for two years, and the third class to serve for three years. Thereafter, Members shall elect approximately one-third (1/3) of the Board each year to serve for three year terms. In this way, Director terms shall be staggered with approximately one-third of the board being elected (or re-elected) each year.

6.4. Vacancies. If a vacancy occurs on the Board for any reason, the position shall be filled for the unexpired portion of the term by the Board.

6.5. Removal. A Director may be removed or suspended with or without cause by the vote of two-thirds of the Board called expressly for that purpose. A Director may be removed or suspended for cause only after reasonable notice and opportunity to be heard before the body proposing to remove the Director.

6.6. Regular Meetings. The Board of Directors meets at least three times annually at such places and at such times as the Chair of the Board or the Directors may determine. The presence of a majority of Directors constitutes a quorum. A majority of Directors where a quorum is present is necessary to make a decision except where some other number is required by law or by these Bylaws. Proxy voting is not permitted.

6.7. Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by a majority of the Directors.

6.8. Notice of Meetings. Notice of the time and place of each meeting shall be given to each Director by mail at least five days or by facsimile, e-mail or other electronic means at least forty-eight hours before the meeting, addressed to the Director at his or her usual or last known business or residence address, or in person or by telephone at least twenty-four hours before the meeting. Notice need not specify the purpose of the meeting unless required by law, the Articles of Organization, these Bylaws, or unless there is to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, or (ii) removal or suspension of an Officer or Director. Any Director who attends the meeting without protesting the lack of notice to him or her before or at the commencement of the meeting shall be deemed to have received notice.

6.9. Assent to Action. A Director of the Association who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent or abstention is entered in the minutes of the meeting or the Director files a written dissent or abstention to the action with the Secretary of the meeting before the meeting is adjourned.

6.10. Action by Writing. Any action required or permitted to be taken at any meeting of the 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 meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

6.11. Compensation. Directors shall not receive compensation for their services.

6.12. Conflict of Interest. The Directors and Officers of the Association owe a fiduciary duty to the Association to act in good faith and in a manner that they reasonably believe to be in the Association's best interests. This duty of loyalty requires the Association's Directors and Officers to exercise independent judgment on behalf of the Association, placing the Association's best interests ahead of personal interests. In furtherance of this fiduciary responsibility, the Association shall have and comply with a Conflict of Interest Policy. Such policy may, for purposes of approval by independent Directors of matters with respect to which a conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws.

Article Seven OFFICERS

7.1. Officers. The officers of the Association are a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers as it shall deem desirable. Officers shall take office no later than February 1st of the year following their election. The officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors.

7.2. Qualifications. Officers must be regular members of the Association who have been elected Directors. No person may hold more than one office at the same time. Officers may serve consecutive terms.

7.3. Election and Term of Office. Officers are elected by the Board of Directors each year prior to February 1st. Officer terms shall be one year, or until their replacement is elected.

7.4. President. The President of the Association acts as Chairman of the Board of Directors and shall be the principal executive officer of the Association. Under the guidance of the Board, the President shall also act as the Association's chief administrative officer, or Executive Director, who shall be responsible for administration of the Association's business, finances and volunteers within the framework of budgets, policies, and practices established by the Board.

7.5. Vice President. The Vice President acts in place of the President when the President is not available.

7.6. Treasurer. The Treasurer shall be the chief financial Officer of the corporation. He or she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The Treasurer shall render regular reports of the financial status of the Corporation, shall be responsible for an annual audit of the books and shall oversee the preparation of all necessary tax and other filings required for the Corporation with the State of Massachusetts and the federal government (including, without limitation, the IRS). The Treasurer shall have such other duties and powers as

designated by the Board of Directors or the President.

7.7. Secretary. The Secretary shall keep the minutes of the meetings of the Corporation and the Board of Directors, see that all notices are given in accordance with these By-laws or as required by law, and be custodian of the corporate records. If the Secretary is absent from any meeting of Directors, a temporary secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

7.8. Vacancies. If a vacancy occurs among the officers, for any reason, the position is filled for the unexpired portion of the term by the Board.

7.9. Removal. An officer may be removed for adequate reason by a two-thirds (2/3) vote of the Board of Directors.

7.10. Compensation. Officers shall not receive compensation for their services.

Article Eight MEMBERSHIP MEETINGS

8.1. Annual Membership Meeting. The Association shall hold an annual meeting of the regular membership before January 1 of each year and at a location determined by the Board of Directors.

8.2. Special Meetings. Special meetings of the Association's regular membership may be called by the Board of Directors, or by ten percent (10%) of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.

8.3. Notice. Whenever members are required or permitted to take any action at a meeting, reasonable notice stating the place, day, and hour of the meeting and, in cases of a special meeting, the purpose or purposes for which the meeting is called, shall be given to the members not less than ten (10) days before the meeting.

8.4. Quorum. The presence of five percent (5%) of the regular members constitutes a quorum for the purpose of transacting business that requires a vote.

8.5. Voting. Each member shall be entitled to cast one vote on each matter submitted to a vote of the members. The act of a majority of the members present in person or by proxy at a meeting at which a quorum is present shall be the act of the membership, unless the act of a greater number is required by law or these Bylaws.

8.6. Proxy Voting. The Board may allow proxy voting by a method prescribed by the Board, including, but not limited to, designating a Director of the Association to serve as proxy to vote in accordance to the wishes of members as indicated on a proxy statement on any matter properly brought before the members.

8.7 Record Date. The Board may fix in advance a reasonable record date for determining the members entitled to notice of, or to vote at any meeting. If no record date is otherwise fixed by the board, the record date for determining the members entitled to vote shall be the date on which the meeting is held.

Article Nine
COMMITTEES

9.1. Powers. The Board of Directors may elect or appoint one or more committees consisting of at least one Director or Officer of the Association and other members of the Association to serve at the pleasure of the Board.

9.2. Committee Requirements. Unless the Directors otherwise determine, committee meetings shall be held at such places and at such times as the Chair of such committee shall determine. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

9.3. Reports of Committee Chairs. The Committee Chairs specified above shall make a verbal report of their activities at each meeting of the Board of Directors. In the event the Committee Chairs are not Directors of the corporation, such persons shall serve in an advising capacity as directed by the Directors, and, except as the Directors shall otherwise designate, shall have no right to notice of or to vote at any meeting of the Board of Directors, shall not be considered for the purposes of establishing a quorum and shall have no other rights or responsibilities.

9.4. Advisory Committees. The Board of Directors may designate certain persons or groups of persons as advisory Boards or task forces. Such persons shall serve in an advising capacity as directed by the Directors, and, except as the Directors shall otherwise designate, shall have no right to notice of or to vote at any meeting of the Board of Directors, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Article Ten
RECORDS

10.1. Books and Records. The Association shall keep correct and complete books and records of account of the activities and actions of the Association including a minute book which shall contain a copy of the Association's application for tax-exempt status, copies of the IRS information return, and a copy of its Articles of Incorporation, Bylaws, and all amendments thereto. The Association shall also keep minutes of the proceedings of its Board of Directors meetings, and any committees having the authority of the Board or Bylaws. All books and records of the Association may be inspected by any director for any proper purpose at any reasonable time.

Article Eleven
NONDISCRIMINATION

11.1. Nondiscrimination. The members, officers, directors, employees and persons served by this association shall be selected on a nondiscriminatory basis with respect to age, sex, race, religion and national origin.

Article Twelve
INDEMNIFICATION

12.1. Indemnification. The Association shall to the extent legally permissible and consistent with the Association's tax exempt status indemnify each of its present and former Directors and Officers and any person who serves or has served, at the Association's request, as Director, Trustee, Officer, Chair or Member (and the heirs, executors and administrators of the foregoing) (the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Indemnified Person shall be finally adjudged in any 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 Association.

The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person or Agent may be entitled as a matter of law. The Association's obligation to provide indemnification under these Bylaws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the Association or any other person.

12.2. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of its Officers, Directors, Chairs, employees, Members and other such "agents" against any expenses incurred in any proceeding and any liabilities asserted against any Officer, Director, Chair, employee, Member, or agent in such capacity or arising out of the Officer's, Director's, employee's, Member's or agent's status as such, whether or not the Association would have the powers to indemnify him against such expenses or liabilities under the provisions of this section.

Article Thirteen
FISCAL YEAR

13.1. Fiscal Year. The fiscal year of the Association shall be established from time to time by the Board of Directors.

Article Fourteen
NOTICE

14.1. Waiver of Notice. Whenever any notice is required to be given under the provisions of Massachusetts state law or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

Article Fifteen
AMENDMENTS

15.1. Amendments to Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted, by a two-thirds (2/3) vote of the Board of Directors at any regular or called Board meeting, or by a majority of the regular members present and voting at any regular or special membership meeting at which a quorum is present, if at least thirty (30) days written notice is given of an intention to alter, amend, or repeal these Bylaws and adopt new Bylaws at such Board or membership meeting.

15.2. Interpretation of Bylaws. In the event of any ambiguity or dispute in the interpretation of these Bylaws, such ambiguity or dispute shall be resolved by majority vote of the Board of Directors.

15.3. Rules of Order. Roberts Rules of Order, latest edition, shall serve as the guideline for conducting all meetings of the Association and its Board of Directors.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of The Boston Chapter of the Usability Professionals' Organization, Inc., a Massachusetts nonprofit corporation; that the above Bylaws, consisting of ten (10) pages, are the Bylaws of this Association as of October __, 2009, the date of incorporation, and were ratified by the Board of Directors on November __, 2009; and that they have not been amended or modified since that date.

Executed by

Secretary

Date

at _____