

EXHIBIT B

BY-LAWS

Of

NATICK PERFORMING ARTS CENTER, INC.

ARTICLE I  
Members

*Section 1. Membership.* The Corporation shall not have any members. No person at any time referred to as a “member” for any purpose shall be or be deemed to be a member for purposes of the Articles of Organization, or the By-Laws or for the purposes of Massachusetts General Laws Chapter 180, as amended or any other law, or rule or regulation. Any action or vote required or permitted by law to be taken by members shall be taken by action or vote of the same percentage of the Directors of the Corporation.

ARTICLE II  
Directors

*Section 1. Powers.* The Board of Directors shall have the entire charge, control and management of the Corporation and its property and may exercise all or any of its powers.

*Section 2. Number and Election.* Except as otherwise provided by these By-Laws or in the Articles of Organization, the number of Directors that shall constitute the whole Board of Directors shall be fixed, and the Directors elected, by the Directors at the annual meeting.

*Section 3. Vacancies.* Any vacancy at any time, existing in the Board of Directors, may be filled by the Board of Directors at any meeting.

*Section 4. Enlargement of the Board of Directors.* The number of the Board of Directors may be increased and one or more additional Directors may be elected at any meeting of the Directors.

*Section 5. Tenure.* Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, Directors shall hold office until the next annual meeting of Directors and thereafter until their successors are chosen and qualified.

*Section 6. Resignation.* Any Director may resign by delivering his written resignation to the Corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

*Section 7. Removal.* A Director may be removed from office with or without cause by vote of a majority of the Directors then in office. A Director may be removed

for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

*Section 8. Annual Meeting.* The date, place and time of the annual meeting of the Directors shall be fixed by the Directors. In the event that no date for the annual meeting is established or if no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

*Section 9. Regular Meetings.* Regular meetings of the Directors may be held at such times and places as shall from time to time be fixed by resolution of the Board and no notice need be given of regular meetings held at times and places so fixed, provided, however, that any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of Directors, or the special meeting held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting of Directors, at which a resolution is adopted fixing the times or place or places for any regular meetings, any Director is absent, no meeting shall be held pursuant to such resolution until either each such absent Director has in writing or by telegram approved the resolution or seven days have elapsed after a copy of the resolution certified by the Clerk has been mailed, postage prepaid, addressed to each such absent Director at his last known home or business address.

*Section 10. Special Meetings.* Special meetings of the Directors may be called by the President, by the Clerk, by any two Directors, or by one Director in the event that there is only one Director, and shall be held at the place designated in the notice or call thereof.

*Section 11. Notices.* Notices of any special meeting of the Directors shall be given to each Director by the Clerk (a) by mailing to him, postage prepaid, and addressed to him at his address as registered on the books of the Corporation, or if not so registered at his last known home or business address, a written notice of such meeting at least four days before the meeting or (b) by delivering such notice by hand or by telegram, teletype or telex to him at least forty-eight hours before the meeting at such address, notice of such meeting or (c) by giving notice to such Director in person or by telephone at least forty-eight hours in advance of the meeting. Such notice, if the meeting is called otherwise than by the Clerk, may be a copy of the call of the meeting; and if the meeting is not so otherwise called, such notice given by the Clerk shall constitute a call of the meeting by him. If the Clerk refuses or neglects for more than twenty-four hours after receipt of a call to give notice of such special meeting, or if the offices of Clerk are vacant or the Clerk absent from the Commonwealth of Massachusetts or incapacitated, such notice may be given by the officer or one of the Directors calling the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting.

*Section 12. Quorum.* At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business; provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

*Section 13. Action at Meeting.* At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-Laws.

*Section 14. Action by Written Consent.* Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such content shall be treated as a vote of the Directors' for all purposes.

*Section 15. Committees.* The Directors may, by vote of a majority of the number of Directors then in office, elect from their number an executive or other committees and may, by like vote, delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibited from delegating. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors. The Directors shall have the power to fill vacancies in, change of membership of, or to disband, any such committee.

*Section 16. Teleconference Meetings.* The Directors or the members of any committee may participate in a meeting of the Directors or such 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.

### ARTICLE III Officers

*Section 1. Registration.* The officers of the Corporation shall be a President, a Treasurer, a Clerk, and such other officers as may from time to time be determined by the Directors. The Board of Directors may appoint one of its Directors to the office of Chairman of the Board and from time to time define the power and duties of that office.

*Section 2. Election and Vacancies.* The President, Treasurer and Clerk shall be elected annually by the Directors at their annual meeting or the special meeting held in lieu thereof. Other officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy at any time existing in any office may be filled by the Directors at any meeting and such successor in office shall hold office for the unexpired term of his predecessor.

*Section 3. Qualification.* The President, Treasurer and Clerk may, but need not be, Directors. Any two or more offices may be held by the same person. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his duties to the Corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the Corporation.

*Section 4. Tenure.* Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the President, Treasurer and Clerk shall each hold office until the next annual meeting of Directors, or the special meeting held in lieu thereof, and thereafter until his successor is chosen and qualified. Other officers shall hold office until the next annual meeting of Directors, or the special meeting held in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them.

*Section 5. Resignation.* Any officer may resign by delivering his written resignation to the Corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

*Section 6. Removal.* The Directors may remove any officer appointed by the Directors with or without cause by a vote of a majority of the entire number of Directors then in office; provided that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

*Section 7. President.* The President when present shall preside at all meetings of the Directors. He shall be the chief executive officer of the Corporation except as the Board of Directors may otherwise provide. It shall be his duty and he shall have the power to see that all orders and resolutions of the Directors are carried into effect. He shall from time to time report to the Directors all matters within his knowledge which the interests of the Corporation may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

*Section 8. Treasurer.* The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. He shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. He shall promptly render to the President and to the Directors such statements of his transactions and accounts as the President and Directors may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

*Section 9. Clerk.* The Clerk shall record in books kept for the purpose all votes and proceedings of the Directors at their meetings. The Clerk shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

ARTICLE IV  
Inspection of Records

Books, accounts, documents and records of the Corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators and Directors, and records which shall contain the names of all Directors and their record addresses, shall be kept in Massachusetts at the principal office of the Corporation, or in an office of the Clerk or the resident agent, if any, of the Corporation. Said copies and records need not all be kept in the office.

ARTICLE V  
Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Corporation may be signed by any officer or officers or person or persons authorized by the Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

ARTICLE V  
Seal

The seal of the Corporation shall be in such form as fixed by the Directors. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

ARTICLE VII  
Fiscal Year

The fiscal year of the Corporation shall be the year ending with December 31 in each year.

ARTICLE VIII  
Amendments

The Directors may make, amend, or repeal these By-Laws in whole or in part.