

BY-LAWS OF THE NEW ENGLAND SUZUKI INSTITUTE

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[Adopted by the Incorporators: Clorinda Noyes, Wendy Sawicki, and Mark Ryder. Accepted by the NESI board at the 1st annual meeting, Sept 5, 2006)

ARTICLE I: GENERAL

Section 1.1 Name. The name of the corporation shall be NEW ENGLAND SUZUKI INSTITUTE

Section 1.2 Location of Corporation. The corporation shall have its principal place of business at Portland, Maine.

Section 1.3 Purposes. "The corporation shall be operated as a non-profit educational organization dedicated to the philosophy and teachings of Dr. Shinichi Suzuki to nurture each student's character through the beauty of music and the pursuit of excellence, and to further his vision for world peace."

ARTICLE II: BOARD OF DIRECTORS

Section 2.1. Management by Board. The affairs of the corporation shall be managed by its Board of Directors, which may exercise all powers of the corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the corporation.

Section 2.2. Number of Directors. The number of Directors shall not be less than three (3) nor more than twelve (12) and shall be fixed by the Directors at the annual meeting or any meeting held in lieu thereof.

Section 2.3. Initial Directors. The Initial Board of Directors shall be appointed by the Incorporators of the corporation and shall serve until their successors are elected for one-or two-year terms and qualified at the first Annual Meeting. Thereafter the Directors shall elect the Board of Directors of the corporation for one or two-year terms.

Section 2.4. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A person appointed to fill a vacancy which occurs other than by reason of an increase in the number of Directors shall serve until expiration of the term that would have been served had the vacancy not occurred.

Section 2.5. Removal of Directors. The Board of Directors may suspend or remove a Director at any time with cause.

ARTICLE III: MEETINGS

Section 3.1. Annual Meeting. The annual meeting of the Directors and the transaction of such other business as may come before the meeting shall be held in August or September of each year at such time and place as shall be designated by the Board of Directors.

Section 3.2. Regular Meetings. The Secretary shall give written notice of the time, date and place of all board meetings at least five (5) days in advance of the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.

Section 3.3. Special Meetings. Special meetings of the Board of Directors may be called by the President of the corporation on his or her own motion or upon written request of a majority of the Directors, on seven days' notice to each Director, either personally, by mail, or by telephone.

Section 3.4. Notice of Meetings. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by law, or these By-Laws.

Section 3.5. Telephonic Meetings. The Directors may hold a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting hear each other. Notice of such meeting shall give each Director the telephone number at which, or other manner in which, he or she will be called.

Section 3.6. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business and the act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of Directors, the Directors present thereafter may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business shall be transacted which might have been transacted at the meeting as originally notified.

Section 3.7. Record of Meetings. The Secretary, or if he or she does not participate in the meeting, one of the Directors designated by the Board participating in the meeting, shall keep a record of the meeting.

Section 3.8. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the Directors, and filed with the minutes of the meetings of the Board of Directors.

ARTICLE IV: NOTICE

Section 4.1. General. Whenever under the provisions of the statutes, Articles of Incorporation, or these By-Laws, notice is required to be given to any Director, such notice must be given in writing by personal delivery, by mail, by email, or by telephone, addressed to such Director at his or her address as it appears on the records of the corporation, with postage or other delivery

fees prepaid, or at his or her telephone number as it appears on the records of the corporation. Notice by mail shall be deemed to be given at the time it is deposited in the United States Mail.

Section 4.2. Waiver. Whenever under the provisions of the statutes, Articles of Incorporation, or these By-Laws, notice is required to be given to any Director, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting of a person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attend for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called.

ARTICLE V: OFFICERS AND AGENTS

Section 5.1. Officers. The officers of the corporation shall be a President, a Treasurer, a Secretary and such other officers as the Board of Directors may from time to time designate.

Section 5.2. Election of Officers. The Board of Directors shall choose annually the officers of the corporation, none of whom, other than the President, needs be a Director. A person may hold more than one office.

Section 5.3. Other Officers and Agents. The Board of Directors may appoint such other officers and agents, as it shall deem necessary. Such officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 5.4. Compensation. The compensation, if any, of all officers and agents of the corporation shall be fixed by the Board of Directors.

Section 5.5. Term of Officers. The officers of the corporation shall hold office for a one year term or until their successors shall have been elected and qualified. Any officer elected or appointed by the Board of Directors may be removed with or without cause at any time by an affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the corporation shall be filled by the vote of the Directors.

Section 5.6. President of the Corporation. The President of the Corporation shall, when present, chair all meetings of the Board of Directors. He or she shall inform himself or herself concerning all affairs of the Corporation and see that the duties of the officers and employees of the Corporation are properly discharged; that the By-Laws of the Corporation are observed; and that all statements and returns required by law are made; and, he or she shall assume such share in the management of the business as the directors may determine. The President of the Corporation shall appoint such committees as he or she deems necessary, subject to the approval of the Directors.

Section 5.7. Treasurer. The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements, and books belonging to the corporation, and shall deposit all monies and other valuable effects in the name

and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings or when the Directors shall require, an account of all his or her transactions as Treasurer and of the financial condition of the corporation.

Section 5.8. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all proceedings in a book kept for such purpose, and in his or her absence, a temporary Secretary shall be appointed and shall record such meetings. He or she may give, or cause to be given, notice of all Directors' meetings and perform such other duties as may be prescribed by the Board of Directors or by the President. The Secretary shall give written notice of the time, date and place of all board meetings at least five (5) days in advance of the meeting. He or she may certify all votes, resolutions, and actions of the Board of Directors. The Secretary shall have custody of the corporate seal and shall have authority to affix the same to any instrument requiring it to be so affixed and to attest the affixing. The Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his or her signature.

ARTICLE VI: FINANCES

Section 6.1. Checks. The Treasurer shall sign all checks or demands for money and notes of the corporation and such other officers or persons as the Board of Directors may from time to time designate.

ARTICLE VII: LIABILITY

Section 7.1 Directors and Agents. The individual property of the Directors, officers, and employees, of agents of the corporation shall not be held liable for the debts of the corporation.

Section 7.2. Indemnification. The corporation shall indemnify a person who is or was a director, officer, employee or agent of the corporation, or who is or was serving in another capacity at the request of the corporation, to the extent authorized by law, and may purchase and maintain insurance to protect itself against liability for such indemnification.

ARTICLE VIII: AMENDMENTS

These By-Laws may be amended or repealed or new By-Laws adopted by the Directors at an annual meeting or at a special meeting for which prior notice of at least two weeks has been given the Directors that By-Law revisions will be considered.