

**PROPOSED VOTES TO BE ADOPTED AT A MEETING  
OF THE BOARD OF DIRECTORS OF  
BOYLSTON CHESS FOUNDATION, INC.**

**August 19, 2008**

The following resolutions are proposed for consideration at the upcoming meeting of the members of the Board of Directors (the "Board of Directors") of Boylston Chess Foundation, Inc., a Massachusetts corporation (the "Corporation").

**VOTED:** That pursuant to Article IX of the Corporation's By-laws, such By-laws be and hereby are amended as follows:

1. Section 1 of Article II of the By-laws is amended and restated in its entirety to read:

POWERS AND NUMBER. The general management of the business, property and affairs of the Corporation shall be vested in a Board of no fewer than seven (7) and no more than fourteen (14) Directors.

2. Section 2 of Article II of the By-laws is amended by deleting the second and third sentences (beginning with "The term of office for each Director") and replacing it with the following sentences:

Directors shall be elected at the annual meeting of the Board of Directors or at a special meeting held for the purpose. Each Director shall hold office until the next annual meeting of the Board of Directors and until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal.

**VOTED:** That the officers of the Corporation be, and each of them acting singly hereby is, authorized and empowered, for and on behalf of the Corporation, to execute and deliver, in the name and on behalf of the Corporation, any and all other documents, papers or instruments and to do or cause to be done any and all such acts and things as they, or any of them may deem necessary, appropriate or desirable in order to enable the Corporation fully and promptly to carry out the purposes and intents of the foregoing resolutions.