

**BYLAWS
OF
THE BAY STATE YOUTH FOOTBALL AND CHEER CONFERENCE, INC.**

Article 1. General Provisions.

1.1 Bylaws Established. These are the bylaws (“Bylaws”) of The Bay State Youth Football and Cheer Conference, Inc. (the “Corporation”). These Bylaws, the powers of the Corporation and its Directors, and all matters concerning the conduct and regulation of the activities of the Corporation shall be subject to applicable provisions, if any, contained in the Articles of Organization. All references in these Bylaws to the “Articles of Organization” shall refer to the Articles of Organization of the Corporation, as from time to time amended or restated.

1.2 Name. The name of the Corporation shall be as set forth in the Articles of Organization.

1.3 Location. The principal office of the Corporation shall be located in Massachusetts. The Board of Directors of the Corporation, as more fully defined below, may establish and change the location or have other offices in Massachusetts, as they may determine from time to time, by filing a certificate with the Clerk of State of The Commonwealth of Massachusetts.

1.4 Fiscal Year. Except as otherwise determined by the Board, the fiscal year of the Corporation shall end on July 31st of each year.

Article 2. Mission

The mission of the Corporation shall be (a) to implant in the youth of the community ideals of good sportsmanship, discipline, honesty, loyalty, courage and reverence by providing a supervised, safety oriented, instructional and competitive football and cheerleading program, so that they may be finer, stronger, healthier and happier youths who will reflect credit on themselves, their parents and their community; (b) to stress the importance of scholastic achievement; and (c) to carry on any other activity in support of and to benefit the above mission as may be carried on by a corporation organized under Chapter 180 of the Massachusetts General Laws. The supervisors involved with the youth of the community shall bear in mind that the attainment of exceptional athletic skill or the winning of games or competitions will be in accordance with the principals stated above.

Article 3. Bay State Conference and Constituent Associations

The Corporation shall represent and serve the needs of the Massachusetts communities whose high schools are in the Bay State Conference established by the Massachusetts Interscholastic Athletic Association (the “Bay State Conference”). Any such community wishing to participate in the Bay State Conference must submit a request to the Corporation for membership, and must receive the unanimous consent of the Board of Directors of the Corporation in order to become a member. The Corporation shall require each community that is granted membership to have an organization (an “Association”) that is responsible for administering the relevant youth activities in that community, and each such Association shall elect a president, who shall serve as a

member of the Board of Directors of the Corporation and shall represent his or her Association's interests. A community's membership in the Bay State Conference may be revoked only by unanimous consent of the members of Board of Directors *other than* the member representing the Association for that community.

Article 4. Board of Directors

4.1 Establishment and Duties. The Board of Directors of the Corporation (collectively, the "Board," and each member of the Board, a "Director"), shall be comprised of the president of each Association in the Bay State Conference. The business, property and affairs of the Corporation shall be managed by the Board, who may exercise all the powers of the Corporation. Such powers shall be exercised consistently with the mission of the Corporation as set forth in the Articles of Organization and these Bylaws. Except as otherwise provided by these Bylaws, the Board shall have the power to authorize the Corporation to purchase, lease, and sell such property, to enter into new ventures, and to make such contracts and agreements as they deem advantageous. The Board may determine the compensation (if any) and duties, in addition to those prescribed by the Bylaws, of all Directors, Officers, agents, and employees of the Corporation.

4.2 Number and Election of the Board of Directors. The number of Directors on the Board for any year shall be equal to the number of Associations in the Bay State Conference for that year, unless the number of Directors is reduced during some period of time as a result of a Director's resignation or removal. Each Director shall have been duly elected by the Association that he or she represents, in accordance with the bylaws or other governing document of that Association. Each Director shall serve for a term of one (1) year, until his or her successor is elected. A Director may serve one or more additional one (1)-year terms, successive or otherwise, if the Director has been re-elected as president of his or her Association.

4.3 Resignations. A Director may resign by giving written notice to the President or the Clerk of the Corporation or at the Corporation's principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time.

4.4 Removals. A Director whose conduct is considered detrimental to the best interests of the Corporation may be suspended or removed by a vote of a majority of the total number of Directors, after notice of the proposed removal has been given to the Director. Grounds for suspension or removal shall include, without limitation, the use of abusive and/or profane language by a Director, failure by a Director to attend three (3) consecutive Board meetings if reasonably able to do so without prior notice to an Officer of the Corporation, or the willful violation by a Director of any of these Bylaws. Suspension or removal shall be effective upon receipt of the notice by the Director, unless specified to be effective at some other time.

4.5 Effect of Resignation or Removal. Any Association whose president has resigned or been removed from the Board may, at its option: (i) disqualify that individual as president of the Association and elect a new president to serve on the Board; (ii) designate an alternate member of its governing body to serve on the Board; or (iii) forego representation on the Board for the unexpired term. A successor representative of the Association shall hold office for the unexpired

term of the former president, until his or her successor is chosen, or until he or she sooner resigns or is removed. The Directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.

4.6 Conference Policies. Policies and practices of the Corporation that *govern* its ongoing, day-to-day activities, such as game scheduling, rosters, registration of teams, length of the season, and game officials, shall be placed in written form in a folder and be known as the “Conference Policies.” The Conference Policies folder shall be brought to all Board meetings and be kept by the Clerk. Any additions, deletions or changes to Conference Policies may be made by the Board at any duly constituted meeting.

Article 5. Meetings of the Board of Directors

5.1 Annual Meeting. The annual meeting of the Board shall be held in June of each year. In the event the annual meeting is not held during such month, a special meeting in lieu of the annual meeting may be held with all force and effect of an annual meeting. At the annual meeting, the Directors shall elect the President, Treasurer, and Clerk and any other Officers of the Corporation. The President shall serve as chairman of the annual meeting.

5.2 Rotating Chairman. A chairman will be designated from among the Directors for each regular meeting and any emergency meetings of the Board. Once designated, the chairman shall serve for two (2) months, and then be replaced by a new chairman designated by the Board. This new chairman will serve for two (2) months and then, again, be replaced by the Board. The office of chairman shall thus rotate around the members of the Board every two (2) months.

For each meeting, the designated chairman shall: receive agenda items for the meeting from each Association (through the Clerk); serve as moderator; and be empowered to remove any disorderly Director, Advisory Member (defined in Article 7, below), or other participant who is impeding the progress of the meeting.

5.3 Regular Meetings. Regular meetings of the Board may be held at such times and places as the Board may determine. There shall be not less than one (1) meeting of the Board each month, as determined at the annual meeting.

5.4 Emergency Meetings. Emergency meetings of the Board may be held at any time and place whenever called by the President and/or a majority of the Directors. Reasonable efforts must be made to notify all Board members of an emergency meeting within twenty-four (24) hours of that meeting.

5.5 Place and Notice of Meetings. All meetings of the Board shall be held at the principal office of the Corporation or at any such other place as shall be designated by a majority of the Directors. A written notice stating the place, day, and hour of any meeting of the Board shall be given to each Director by mail, facsimile, phone, e-mail, or other electronic means at least seven (7) business days before the meeting, or with respect to emergency meetings, within twenty-four (24) hours of the meeting. Such notice shall be addressed to the Director at his or her usual or last known e-mail, business or residential address. Notice need not specify the purposes of the

meeting unless required by law, the Articles of Organization, or these Bylaws, or unless there is to be considered at the meeting (i) a contract or transaction of the Corporation with an “interested person” (as defined in Article 10 below), or (ii) removal or suspension of an Officer or Director. A verbal roll call shall be held at each meeting by the Clerk.

5.6 Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him or her before or after the meeting is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice to him or her, before or at the commencement of the meeting.

5.7 Quorum. At any meeting of the Board, one half ($\frac{1}{2}$) of the total number of Directors plus one (1) shall constitute a quorum, but a smaller number may adjourn a meeting from time to time without further notice. The President shall vote on a matter before the Board only in the event of a tie.

5.8 Action by Vote. Except as provided herein, at all meetings, each Director shall have one vote on every matter considered. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, except to authorize amendment of the Articles of Organization, which shall require a vote of two-thirds ($\frac{2}{3}$) of the Directors entitled to vote, and except when a larger vote is otherwise required by law, the Articles of Organization, or these Bylaws. Directors may vote by written proxy dated not more than six (6) months before the meeting named, which shall be filed with the Clerk of the meeting before being voted. In the event a vote is to be taken on a matter that directly affects a team or a town in only one or more particular Associations, but not the Associations generally, the Director(s) who is/are the president(s) of that Association will abstain from voting on that matter.

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

5.10 Presence through Communications Equipment. Unless otherwise provided by law, members of the Board may participate in any meeting of the Board by means of a conference telephone or video or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

5.11 Secret Ballot. Any Board member may move for a secret ballot on any vote.

Article 6. Officers

6.1 Number and Qualification. The Officers of the Corporation shall be a President, a Clerk, a Treasurer, and such other Officers as the Directors may determine. The Corporation may also have such agents, if any, as the Directors may appoint. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may not hold more than one office at the same time, except during

the time of a vacancy when the President shall hold the vacant office until the election to fill the vacancy at the next Board meeting.

6.2 Election and Term. The Officers of the Corporation will be elected by the Directors present at the annual meeting of the Board. The Officers shall each be elected for a term of one (1) year by vote of a majority of the Board, and shall serve until the next annual meeting and thereafter until his or her successor shall have been elected or until he or she sooner resigns, is removed, or becomes disqualified. All Officers except the President shall be eligible for re-election for one or more successive terms of one (1) year. The position of President, however, shall rotate among the Directors, so that no one Association has a representative serving as President for more than one term until each of the Associations has had a representative serving as President. Once all of the Associations have had a representative serving as President, anyone serving as a Director at that time may be re-elected as President for the following term. This rotation requirement shall continue in effect from year to year.

6.3 President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Directors, shall have general supervision, direction and control of the business and affairs of the Corporation. He/she shall preside at all meetings of the Board and shall be an ex-officio member of all committees of the Board, if any. The President shall have the power to sign checks in the event the Treasurer is unable to do so.

6.4 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. He/she shall be in charge of its financial affairs, books of account, accounting records and procedures, funds and valuable papers, and he/she shall keep full and accurate reports thereof. He/she shall disburse the funds of the Corporation in such a manner as may be ordered by the Board, and account for all of his/her transactions as Treasurer. The Treasurer shall present a current financial statement at each scheduled meeting of the Board and an annual financial statement at the annual meeting. All checks drawn on the Corporation shall be signed by the Treasurer and shall remain in the possession of the Treasurer. The Treasurer shall report all purchases made to the Board at the regularly scheduled Board meeting following the purchase. He/she shall also prepare or oversee all reports and filings required by The Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. The Treasurer shall have all the powers and duties of the President during the President's absence or inability to act, and he/she shall have such other duties as may be designated by the Directors or the President.

6.5 Clerk. The Clerk shall record and maintain records of all proceedings of the Board in books kept for that purpose, which shall be kept within The Commonwealth at the principal office of the Corporation or such other place as the Board may designate. The Clerk shall also keep or cause to be kept at the principal offices of the Corporation or such other place as the Board may order a register showing the names, addresses and telephone numbers of all Officers and Directors of the Corporation. The Clerk shall be the custodian of the Bylaws of the Corporation and shall have the Bylaws present at all meetings. The Clerk shall conduct the correspondence of the Corporation and shall maintain the corporate post office box. Upon receipt of any correspondence, communications, or other material directed to the Corporation, the Clerk shall expeditiously route such material to the appropriate person. Copies of the minutes of each

meeting of the Board, including a list of attendees, shall be distributed to each Director at the Board's subsequent meeting. The Clerk shall be in charge of maintaining insurance, and overseeing insurance claims and any other insurance-related matters for the Corporation. If the Clerk is absent from any meeting of the Board, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at that meeting. The Clerk shall have the power to sign checks in the event the Treasurer is unable to do so.

6.6 Resignations. Any Officer may resign at any time by giving written notice to the President, the Clerk, or the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.7 Removals. Any Officer may be removed with or without cause by a vote of a majority of the Directors. An Officer may be removed for cause only after notice of the removal has been given to the Officer with the specific purpose for removal stated. The Officer must be given an opportunity to be heard before the Board.

6.8 Vacancies. The Directors shall elect a successor if the office of the President, Treasurer, Clerk or any other Officer becomes vacant. Each such successor shall hold office for the unexpired term until his or her successor is elected or until he or she sooner resigns, is removed, or becomes disqualified. The Officers shall have all their powers notwithstanding the existence of one or more vacancies in their number.

Article 7. Committees

7.1 Election and Delegation. The Directors may elect or appoint one or more committees, which may consist of Directors, Advisory Members, and other interested individuals in the community. The Directors shall determine the make-up of each committee, term of membership, eligibility for reappointment, and committee chairs. All committees shall act through recommendations to the Board, and such recommendations shall take effect if approved by the Board.

7.2 Committee Meetings. 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. The provisions of Article 5 regarding notice of meetings, quorum, action by vote, and action by writing shall apply to committee meetings as nearly as may be. The members of any committee shall remain in office at the pleasure of the Directors.

7.3 Advisory Committee. The Directors may appoint an Advisory Committee, made up of at least three (3) individuals from the communities that are part of the Bay State Conference, to provide advice to the Board, help shape the growth of the Bay State Conference, and assist the Board in its duties if requested by the Directors or Officers to take on specific tasks. The Directors shall determine the number of members on the Advisory Committee, which number may change from time to time as decided by the Directors. Each member shall serve for a term of one (1) year, and may be reappointed for one or more additional one (1)-year terms. Advisory Committee members shall serve in an advisory capacity only and, except as the Directors may otherwise designate, shall have no right to notice of or to vote at any meeting and shall not be

considered for purposes of establishing a quorum.

Article 8. Documents of the Corporation

8.1 Execution of Papers. Except as the Directors may otherwise authorize, all checks, contracts, deeds, leases, notes, and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or the Treasurer of the Corporation.

8.2 Corporate Records. The original or attested copies of the Articles of Organization, these Bylaws and records of all meetings of the Directors shall be kept in Massachusetts at the principal office of the Corporation or at another location as the Directors may designate. Such copies and records need not all be kept in the same office, but they shall be available at all reasonable times for inspection by any member for any proper purpose relative to the interests or activities of the Corporation .

Article 9. Compensation

Directors shall be entitled to receive for their services such amount, if any, as the Directors may determine, including expenses of attendance at meetings. Subject to the Articles of Organization and Article 10 below, Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any services they provide.

Article 10. Conflicts of Interest

10.1 Recusal. A Director may recuse him/herself from voting or from participating in a meeting at any time if the Director believes that he/she may have a conflict of interest with respect to a matter before the Board, or that he/she is an “interested person,” and that voting or participating in deliberations on the matter would not be appropriate in the circumstances. Such Director shall disclose to the Board the reasons for his/her recusal. For purposes of these Bylaws, an “interested person” is a Director, a member of a Director’s family, or a business associate of a Director, who has a material financial interest in a contract or transaction to which the Corporation is to be a party.

10.2 Contracts and Transactions. No contract or transaction between the Corporation and one or more of its Directors, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation’s Directors are Directors or Officers or have a financial or other interest, shall be void or void-able solely for this reason, or solely because such Director is present at or participates in the meeting of the Board or committee that authorized the contract or transaction, or solely because his/her votes are counted for such purpose, nor shall any Director be under any liability to the Corporation on account of any such contract or transaction *provided:*

- the material facts as to the Director’s relationship or interest as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors; or

- the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board, a committee of the Board, or otherwise by the Corporation .

Article 11. Indemnification of Directors

11.1 Directors, Officers, Employees and Committee Members. The Corporation shall, to the extent legally permissible, indemnify each of its Directors, Officers, employees, and committee members (each an “Indemnitee”), against all expenses and liabilities, including reasonable attorneys’ fees, costs, and expenses incurred by or imposed upon the Indemnitee in connection with any claim, action, suit, or other proceeding or investigation, whether civil or criminal and including appeals (a “Proceeding”), in which the Indemnitee may become involved by reason of his or her having acted on behalf of the Corporation in any activity authorized by the Corporation. Such indemnification shall include payment by the Corporation of reasonable expenses incurred in defending a Proceeding, upon receipt of an understanding by the Indemnitee to repay such payment if he or she shall be adjudicated not to have acted in good faith and in the reasonable belief that his or her action was in the best interests of the Corporation. The Indemnitee shall, as a condition precedent to the Indemnitee’s right to be indemnified hereunder, give to the Corporation written notice as soon as practicable of any set of facts for which indemnity could or will be sought pursuant to this Article 11.

11.2 Other Agents. The Board may authorize indemnification of the Corporation’s agents, other than those persons included above as Indemnitees, to whatever extent the Board may determine. As used herein, the term “Indemnitee” shall include all persons for whom the Board so authorizes indemnification, subject to the specific terms of such authorization.

11.3 Other Rights and Remedies. The indemnification provided by this Article 11 shall not be deemed exclusive of any other rights to which any Indemnitee may be entitled while holding office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of his or her heirs, executors and administrators. All rights to indemnification under this Article 11 shall be deemed to be in the nature of a contractual obligation of the Corporation bargained for by each Indemnitee who serves in such capacity at any time while these Bylaws and other relevant provisions of law are in effect. No repeal or modification of these Bylaws shall adversely affect any such rights or obligations then existing with respect to any facts then or until that time existing, or any Proceeding until that time or thereafter brought based in whole or in part upon any such facts.

11.4 Insurance. The Board may authorize the purchase and maintenance of insurance in such amounts as the Board may from time to time deem appropriate, on behalf of any person who is or was an Indemnitee, against any liability incurred by such Indemnitee in any such capacity, or arising out of such person’s status as Indemnitee, whether or not such person is entitled to indemnification by the Corporation pursuant to this Article 11 or otherwise and whether or not the Corporation would have the power to indemnify the person against such liability.

Article 12. Amendments

These Bylaws, or any provision hereof, may be amended or repealed by the affirmative vote of two-thirds ($\frac{2}{3}$) of the voting Directors present at any meeting of the Board, *provided that* the substance or effect of the proposed amendment or repeal has been stated in the notice of such meeting. Any proposal to amend these Bylaws shall be prepared and presented in writing to the Board at least thirty (30) days prior to the Board meeting at which the proposal is to be considered.