

BY-LAWS

OF

Massachusetts Bay Girls Lacrosse League, Inc.

A Massachusetts Not-For-Profit Corporation

Dated: October 7, 2010

**ARTICLE I.
MISSION, PHILOSOPHY, NO MEMBERS**

Section 1. Mission

The mission of Mass Bay Girls Lacrosse League is to promote girls youth lacrosse in an environment that emphasizes fun, while developing skills, teamwork, good sportsmanship, and integrity. This includes

- Creating a weekly match schedule for member teams
- Promoting the growth of girls' lacrosse throughout Eastern Massachusetts and providing appropriate services for mature programs
- Cultivating and assisting additional towns to start girls youth lacrosse programs
- Training girls' youth lacrosse coaches and umpires
- Nurturing a player's skills as they develop
- Provide resources to address the growing competitiveness of girls' lacrosse

Section 2. Philosophy

There are no standings kept, no league championship or playoffs. We play all players as equally as possible with the goal of teaching the sport and providing a fun experience for all involved. We police ourselves in the effort to provide an outlet for kids that has not been swept up in the pressure filled, win-at-all-cost mania that is too present in today's youth sports.

All teams shall be of equal skill. Stacking based on ability shall not be allowed.

MBGLL may create a separate league in order to provide an opportunity to better challenge the more skilled players in the recreational league. Any additional league must maintain the integrity of the recreational program.

Section 3. Membership

The corporation shall not have any members. 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
OFFICERS AND DIRECTORS**

Section 1. Enumeration

The corporation shall have a board consisting of directors who shall have the powers and duties of a board of directors under Massachusetts law. The officers of the corporation shall be a president, treasurer; clerk and such other officers as may from time to time be determined by the directors.

Section 2. Qualifications

No officer need be a director. 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 duly

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 or her 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 3. Directors

The initial directors shall be those persons named as directors in the articles of incorporation. Thereafter, except as otherwise provided by these by-laws or in the articles of incorporation, the number of directors that shall constitute the whole Board of Directors shall be fixed from time to time by the Board of Directors, and the directors elected by the directors at the annual meeting, to hold office for a period of one (1) year, or until a successor is elected or qualified or until their earlier resignation or removal.

Section 4. Officers

The initial officers shall be those persons named as officers in the articles of incorporation. The directors at their annual meeting, or the special meeting held in lieu thereof, shall elect a president, treasurer and clerk, who shall hold office until the date fixed by these by-laws for the next annual meeting of directors and until their respective successors are elected and qualified. The directors also may at any time elect such other officers as they shall determine.

Section 5. Resignation

Any director or officer may resign at any time by delivering his or her written resignation to the president, treasurer, clerk or any other officer or director of the corporation. 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 of Directors

A director may be removed from office for cause by vote of a majority of the entire number of directors then in office. A director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

Section 7. Removal of Officers

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, however 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 8. Compensation of Directors/Officers

Unless the directors in their discretion provide for compensation, no director or officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no director or officer removed, shall have a right to any compensation as such director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise.

Section 9. Vacancies

Continuing directors may act despite a vacancy or vacancies in the Board and shall for this purpose be deemed to constitute the full Board. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from the enlargement of the Board, may be filled by vote of a majority of the directors then in office at any meeting.

Any vacancy at any time existing in any office may be filled by vote of a majority of the directors then in office at any meeting and such successor in office shall hold office for the unexpired term of his predecessor.

**ARTICLE III
MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Place

Meetings of the Board of Directors shall be held at such place, within or without the Commonwealth of Massachusetts, as determined by the Board of Directors and named in the notice of such meeting. A minimum of four regular board meetings must be held annually.

Section 2. Annual Meetings

The annual meeting of the Board of Directors shall be held on such date and at such time and place as the directors shall determine. In the event that the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

Section 3. Regular Meetings

Regular meetings of the directors may be held without call or notice at such places and at such times as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice of the determination.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by the president or any other officer or any two (2) directors at other times throughout the year.

Section 5. Notice

Time and location for a regular or annual meeting shall be published on the MBGLL website at least seven (7) days in advance. Ten (10) days notice by mail, email, telephone or word of mouth shall be given for a special meeting unless shorter notice is adequate under the circumstances. Notice or waiver of notice need not specify the purpose of any special meeting unless otherwise required by law, the articles of incorporation or these by-laws. Notice of a meeting need not be given to any director if 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 prior thereto or at its commencement to the lack of notice.

Section 6. 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 7. 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 incorporation, or these by-laws. Each director shall have one vote, except that co-directors (if any) shall each have one-half vote.

Section 8. Action by Written Consent

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 directors' meetings. Such consents shall be treated as a vote of the directors for all purposes.

Section 9. Telephone Conference Meetings

Members of the Board of Directors of the corporation or any committee designated thereby may participate in a meeting of such Board or 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 IV.
POWERS AND DUTIES OF DIRECTORS AND OFFICERS**

Section 1. Directors

The directors shall be responsible for the general management and supervision of the business and affairs of the corporation. The Board of Directors may from time to time, to the extent permitted by law, the articles of incorporation and these by-laws, delegate any of its powers to committees, subject to such limitations as the Board of Directors may impose. 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 possible 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 the membership of, or disband any such committee.

Section 2. President

The president shall be the chief executive officer of the corporation and as such shall have general charge and supervision of the affairs of the corporation subject to the supervision of the Board of Directors and shall preside at all meetings at which he or she is present. The president of the organization by virtue of the office shall be the chairperson of the Board of Directors. The

president has the duty and power to see that all orders and resolutions of the directors are carried into effect. The president shall from time to time report to the directors all matters within his or her knowledge which the interests of the corporation may require to be brought to its notice. The president shall also have such other powers and duties as customarily belong to the office of president or as may be designated from time to time by the Board of Directors.

Section 3. Treasurer

The treasurer shall be the chief financial officer of the corporation. The treasurer shall have custody of all funds, securities, and valuable documents of the corporation, except as the directors may otherwise provide. The treasurer shall promptly render to the president and to the directors such statements of his or her transactions and accounts as the president and directors respectively may from time to time require. The treasurer shall also have such powers and duties as customarily belong to the office of treasurer or as may be designated from time to time by the president or the Board of Directors. In the absence or disability of the president, the powers and duties of the president shall be performed by the Treasurer.

Section 4. Clerk

The clerk shall record and maintain records of all proceedings of the directors and shall have custody of the seal of the corporation. The clerk shall perform such duties and have such powers additional to the foregoing as the directors shall designate.

Section 5. Assistant Clerks

If the clerk is absent from any meeting of the directors, the assistant clerk, if one be elected, or, if there be more than one designated for the purpose by the directors, otherwise a temporary clerk designated by the person presiding at the meeting, shall perform the duties of the clerk. Each assistant clerk shall have such other powers and perform such other duties as the directors may from time to time designate.

Section 6. Other Officers

Other officers shall have such duties and powers as may be designated from time to time by the Board of Directors.

Section 7. Committees

The directors may elect or appoint one or more committees and may designate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, committees shall conduct their affairs in the same manner as is provided in these by-laws for the directors. The members of any committee shall remain in office at the pleasure of the Board.

**ARTICLE V.
SPONSORS AND OTHER SUPPORTERS OF THE CORPORATION**

Section 1. Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation

Persons or groups of persons designated by the Board as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as the Board deems appropriate shall, except as the Board shall otherwise determine, serve in an honorary capacity. In such capacity they shall not have right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

**ARTICLE VI.
INDEMNIFICATION**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a trustee, director or officer of the corporation or of any of its subsidiaries, or persons who serve at the request of the corporation as trustees, directors, officers or employees or other agents of another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided, however, that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation, if he acted in good faith in the reasonable belief that his action was in the best interests of such subsidiary or organization, or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the corporation approves the payment of indemnification, such director shall be wholly protected if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at the time parties to the proceeding, or (2) by a majority vote of a committee of one or more directors who are not at the time parties to the proceeding and are selected for this purpose by the full board (in which selection directors who are parties may participate); or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation appointed for the purpose by vote of the directors or in the manner specified in clauses (1) or (2) of subparagraph (i)); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the directors have otherwise acted in accordance with the applicable legal standard of conduct.

Any indemnification or advance of expenses under this section shall be paid promptly and in any event within thirty (30) days, after the receipt by the corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this section shall be a contract right inuring to the benefit of the trustees, directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such trustee, director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a trustee, director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the trustees, directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such trustee, director, officer or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which corporation

employees or agents, other than trustees, directors, officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

**ARTICLE VII.
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 incorporation, the by-laws and records of all meetings of the directors shall be kept in Massachusetts at the principal office of the corporation, or at 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 same office.

**ARTICLE VIII.
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 IX.
AMENDMENT**

Section 1. Amendments

Except as otherwise provided in these by-laws or by law, these by-laws may be amended or repealed, in whole or in part, and new by-laws adopted if so authorized by the articles of incorporation, by the Board of Directors at any meeting of the Board by the affirmative vote of a majority of the Directors then in office, but no amendment or repeal of a by-law shall be voted by the Board of Directors and no new by-law shall be made by the Board of Directors which alters the provisions of these by-laws with respect to removal of Directors.

Section 2. Limitation on Amendments

Notwithstanding Section 1 of this Article IX, no amendment shall authorize or permit the corporation to be operated other than exclusively for such purposes as will permit the corporation to continue to qualify as an organization that is recognized as being exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or hereafter amended.

**ARTICLE X:
MBGLL CONFLICT OF INTEREST POLICY**

Section 1: Purpose

The purpose of the conflict of interest policy is to protect MBGLL's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of MBGLL or might result in a possible excess benefit transaction. This

policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which MBGLL has a transaction or arrangement,
- b. A compensation arrangement with MBGLL or with any entity or individual with which MBGLL has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which MBGLL is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion

of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether MBGLL can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in MBGLL's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from MBGLL for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from MBGLL for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from MBGLL, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: Periodic Reviews

To ensure MBGLL operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to MBGLL's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, MBGLL may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted

ARTICLE XI. MISCELLANEOUS PROVISIONS

Section 1. Articles of Incorporation

All references in these by-laws to the articles of incorporation shall be deemed to refer to the articles of incorporation of the corporation, as amended and in effect from time to time.

Section 2. Name and Purpose

The name and purpose of the corporation shall be as set forth in the articles of incorporation.

Section 3. Fiscal Year

The fiscal year of the corporation shall end on December 31 in each year, or may end on such other date as the directors may determine.

Section 4. Corporate Seal

The corporate seal shall be circular in form with the name of the corporation around the periphery and the year and state of the incorporation within. The clerk 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.