

BY-LAWS

OF

South Shore Lacrosse League

Dated: March, 2015

ARTICLE I. **MISSION, PHILOSOPHY, MEMBERSHIP**

Section 1. Mission

The mission of South Shore Lacrosse League (SSLL), is to promote girls youth lacrosse in an environment that emphasizes safety and fun, while developing skills, teamwork, good sportsmanship, and integrity ultimately preparing them to be able to play at the next level if they so choose.

This includes

- Creating a weekly match schedule for member teams to compete,
- Promoting the growth of the girls lacrosse throughout South Eastern Massachusetts,
- Cultivating and assisting additional towns to start girls youth lacrosse programs, and
- Training girls' youth lacrosse coaches.

Section 2. Philosophy

No standings will be kept.

No league championship or playoffs will be held.

All players will have equal playing time provided that they participate equally in practices. (A child who does not come to practice but shows up on game day will not get the same amount of playing time as another child who comes faithfully to practice regardless of ability.)

We will not condone or allow behavior from any Coach, Player, Parent or Spectator, which

encourages a “win at all cost” environment. Said behavior may result in exclusion from and participation in SSLL or other sanctions determined by the Officers.

All teams shall be of equal skill. Stacking based on ability shall not be allowed. If a town has 2 or more teams at a particular level (U13 or U15), team division by single grade (i.e.: a 7th grade or 8th grade only team) is permitted but not recommended.

Teams will be grouped as follows:

U 9 – 1st and 2nd grade

U11- 3rd and 4th grade

U13- 5th and 6th grade

U15- 7th and 8th grade

Night Lights is a competitive division of the SSLL. Member towns can enter teams in this division. It is understood that some towns may have tryouts for these teams. For these games, the home town is required to have a visible score board and report (enter into the website) their scores within 3 days. Night Lights is open to the U15 and U13 divisions. No standings will be kept. Players who participate on Night Lights teams are required to participate in their towns weekly practices and attend their Sunday games. Players who do not meet this requirement should be excluded from the team.

Athlete Health (burnout prevention) - any player who participates on a team at the High School Level is prohibited from playing in the SSLL.

Rules - The SSLL follows US Lacrosse Rules, except where noted on the “Rules Card”.

Section 3. Membership

The organization shall not have any members. Any action or vote required or permitted by law to be taken by members shall be taken by the officers of the organization.

ARTICLE II

OFFICERS AND DIRECTORS

Section 1. Enumeration

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

Section 2. Qualifications

An officer shall be a member of the Board of Directors. A Director shall be any one individual as appointed notify SSLL at the annual meeting as to the identity of their designated Director.

Section 3. Directors

Except as otherwise provided by these by-laws, 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

Officers elected by the directors at the annual meeting, shall hold office for a period of two (2) year, or until a successor is elected or qualified or until their earlier resignation or removal.

Section 4. Officers

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 organization. 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

There shall be no compensation for Directors or Officers.

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.

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 Officers and named in the notice of such meeting. A minimum of two 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 Officers 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 Officers 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

The president or any other officer or any two (2) directors may call special meetings of the Board of Directors at other times throughout the year.

Section 5. Notice

Time and location for a regular or annual meeting shall be published on the SSLL website at least seven (7) days in advance. Seven (7) 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, 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 organization. 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 organization and as such shall have general charge and supervision of the affairs of the organization 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 organization. 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 treasurer shall perform the powers and duties of the president.

Section 4. Clerk (Secretary)

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

Section 5. Other Officers

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

Section 6. 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 organization 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 organization shall, to the extent legally permissible and as covered by insurance, 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 organization 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 organization 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 organization, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall be limited to any coverage by the insurance carrier.

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 organization shall be open to inspection by any director at all times with reasonable notice. The original, or attested copies, of the by-laws and records of all meetings of the directors shall be kept in Massachusetts at an office of the clerk. 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 organization 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 unless the value is less than \$500.00.

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, 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 organization 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: SSLL CONFLICT OF INTEREST POLICY

Section 1: Purpose

The purpose of the conflict of interest policy is to protect SSLL's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of SSLL 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, which 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 SSLL has a transaction or arrangement,
- b. A compensation arrangement with SSLL or with any entity or individual with which SSLL has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SSLL 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 SSLL 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 SSLL'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 SSLL 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 SSLL 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 SSLL, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: Periodic Reviews

To ensure SSLL 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 SSLL'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, SSLL 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. 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 2. Vesting

The original founding towns of SSLL, Braintree, Cohasset, Duxbury, Hingham, Hull, Marshfield, Norwell, Pembroke, Scituate, and Sandwich are automatically fully vested into the league. New towns can request to join the SSLL.

Any prospective new town will need to submit a request to the SSLL to join the league. With this request there is an initiation fee of \$500.00. (The \$500.00 fee can be reduced or waived at the discretion of the Board of Directors of SSLL)

The prospective team will need to receive a vote of acceptance by a 2/3 majority of Board of Directors in order to gain acceptance. If the new town is accepted the new town will be placed on a one year probationary member status.

After one year, the members of SSLL will vote to accept the town as a full member, a 2/3 majority needed to be granted full member status. If the town does not receive a 2/3 majority to be granted full member status, they can petition the Board of Directors of the SSLL to extend their probationary status for another year.

Removal of a town from the league

Any town can be placed on probation, if 2/3 of the Board of Directors of SSLL feel that they are acting in a manner detrimental to the SSLL. This probationary period will last for one year, at which time another vote will take place, to determine if that town should lose their privilege to be part of the SSLL, remain on probation, or be reinstated as a full member. A 2/3 majority vote will be needed to remove a town from the league.