

WHITMAN-HANSON YOUTH SOCCER, INC.

BYLAWS

Adopted []

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Article I. Name, Purpose, Affiliation

- Section 1.01** **Name.** The name of the nonprofit corporation shall be Whitman-Hanson Youth Soccer, Inc. (“WHYS”).
- Section 1.02** **Purpose.** The purpose of WHYS shall be set forth in its Articles of Incorporation filed with the office of the Massachusetts Secretary of State.
- Section 1.03** **Affiliations.** To the extent permissible under applicable law, the Board of Directors shall endeavor to be consistent with the governing documents of South Shore Soccer League and Massachusetts Youth Soccer.

Article II. Membership

- Section 2.01** **Eligibility for Membership.** Any individual serving as Head Coach, Assistant Coach, Referee, member of the Board Directors, Officer, Member of a Standing Committee, and any person specifically designated in writing by the Executive Board shall be entitled to participate as a Member of WHYS, provided that such Members:
- a. are 18 years or older;

- b. have been active in the current calendar year and/or intend to be active during the current soccer year (July 1 – June 30)
- c. sign such documents and releases and accept the terms and conditions as may be established from time to time by the Board of Directors;
- d. uphold a friendly and professional demeanor.

Section 2.02 **Membership List.** The Membership list shall be the official list for the purpose of voting and shall be maintained by the Secretary. The Membership list shall be updated at the May meeting and published at the June meeting each year. The Board of Directors have the authority by a majority vote to remove any Member for any behavior deemed by the Board of Directors (at their sole discretion) as hostile or unprofessional.

Section 2.03 **Annual Dues.** No annual dues will be required from the Membership.

Section 2.04 **Powers of the Members.**

- a. The Members shall have the right to participate in meetings of the Membership, to cast one vote on all matters properly put before the Membership for consideration, to nominate and participate in the election process to vote on the Board of Directors as provided by these Bylaws, to serve on the Board of Directors or on committees if so voted or appointed, and to receive notices and minutes of Membership Meetings and the annual filings with the Commonwealth of Massachusetts and the Internal Revenue Code.
- b. A vote of the Membership shall be required before action may be taken on the assessment of membership dues, changes to the Articles of Incorporation or the dissolution of WHYS.

Section 2.05 **Annual Meetings of the Members.** The annual meeting of the Members, in compliance with state law, shall be held in June of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed or emailed to each Member at least fourteen (14) days before said meeting. The specific business to be conducted at the Annual Meeting will include voting for all open Board and Officer positions.

Section 2.06 **Special Meetings.** Special meetings of the Members may be called by the President at any time, or upon petition in writing of any five percent (5%) of Members in good standing; notice of special meetings shall be communicated to each Member at least fourteen (14) days prior to such meetings; board meetings may be called by the President of the board or by the Board of Directors upon written application of three (3) Members of the board. Notice, including the purpose of the meetings, shall be given to each Member at least five (5) business days prior to said meeting via written or electronic communication. Only the business for which the special meeting is called shall be conducted at the meeting.

Section 2.07 Quorum. A quorum is to be considered a minimum of ten percent (10%) of Members that must be present at any of its meetings to make the proceedings of that meeting valid.

Section 2.08 Voting & Proxies. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the Members (total votes possible) present at a meeting at which a quorum is present shall be the act of the board. A proxy vote will only be allowed in the case whereby one person is on the slate of nominations for a position and cannot attend a meeting. In such a case, one proxy vote will be cast for that person on their own behalf for just that position.

Section 2.09 Online or Virtual Meetings. In such instances where extenuating circumstances prevent the meeting of the Membership in person, it may be decided to make use of remote or virtual meetings and/or voting.

Article III. Board of Directors

Section 3.01 General Powers. The business and affairs of WHYS shall be managed by its Board of Directors, which may exercise all powers of WHYS and perform all lawful acts and things for and on behalf of WHYS.

Section 3.02 Number, Tenure, Requirements and Qualifications.

a. *Number of Directors.* Whitman-Hanson Youth Soccer shall have a Board of Directors consisting of at least five (5) and no more than thirteen (13) directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

b. *Terms*

- i.** (i) All directors, with the exception of the President and the Director of Coaching and Development, shall be elected to serve a one-year term; however, a director's term may be extended until a successor has been elected.
- ii.** (ii) The terms of the President and the Director of Coaching and Development shall be staggered; the President's term shall expire in odd-numbered years, and the Director of Coaching and Development's term shall expire in even-numbered years.
- iii.** (iii) Directors may serve unlimited terms in succession.
- iv.** (iv) The term of office shall be considered to begin July 1st and end June 30th every year, unless the term is extended until such time as a successor has been elected.

c. *Qualifications and Election of Directors.* In order to be eligible to serve as a director on the Board of Directors, the individual must be eighteen (18) years of age and an affiliate within affiliate classifications created by the Board of Directors. Directors may be elected at annual or special meetings by the majority vote of the eligible Members in good standing.

- Section 3.03** **Notice of Meetings.** Written and/or electronic notice of all Board of Director meetings must be posted at least five (5) business days in advance. Any director may waive notice of any meeting, in accordance with Massachusetts law.
- Section 3.04** **Annual Meetings of the Board of Directors.** Annual meetings of the Board of Directors, shall be held in June at a place designated by the Board of Directors and stated in the notice of the meeting. Written notice of the annual meeting, stating the place, date and time thereof, shall be given by the Secretary not less than five (5) business days prior to the meeting.
- a.** The annual meeting of the Board of Directors shall be held for the purpose of electing and appointing, as the case may be, the Officers, and all other business as may properly come before the Board of Directors. No notice of such meeting shall be necessary to the newly elected or appointed Directors in order legally to constitute the meeting, provided a quorum of the existing Directors shall be present.
- Section 3.05** **Regular Meeting of the Board of Directors.** The Board of Directors shall hold monthly regular meetings with times and places fixed by the board. Board meetings shall be held upon fourteen (14) business days' notice by first-class mail, electronic mail, or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified. The Board shall meet on a monthly basis for the purpose of ensuring that the programs of WHYS run smoothly.
- Section 3.06** **Special Meetings of the Board of Directors.** Special meetings of the board may be called by the President, Vice President, Secretary, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least two (2) days' notice to each director of the date, time, and place, but not the purpose, of the meeting.
- Section 3.07** **Quorum.** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- Section 3.08** **Action by Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by a majority the Directors, and such written consent is filed with the minutes of the proceedings of the Board of Directors. Email correspondence shall constitute an appropriate method for giving

any written consent required under these Bylaws, provided that the same contains specific wording indicating that it is intended to constitute a formal vote.

Section 3.09 **Meetings by Telephone or Similar Communications.** The Board of Directors may participate in a meeting by means of a telephone conference or similar communications equipment by means of which all Directors participating in the meeting can hear each other at the same time, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

Section 3.10 **Vacancies.** Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. The Board of Directors may temporarily fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the board until the next Membership meeting or for the balance of the term of the director being replaced.

Section 3.11 **Removal.** Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the Board of Directors if in their judgment the best interest of WHYS would be served thereby. Each member of the Board of Directors must receive written and/or electronic notice of the proposed removal at least ten (10) business days in advance of the proposed action. A Director who has been removed as a Member of the Board of Directors shall automatically be removed from office.

Section 3.12 **Compensation.** Directors shall receive no compensation for carrying out their duties as directors. Directors are not restricted from being remunerated for professional services provided to WHYS. Such remuneration shall be reasonable and fair to WHYS and must be reviewed and approved in accordance with the board's Conflict of Interest policy and state law.

Section 3.13 **Confidentiality.** Directors shall not discuss or disclose information about WHYS or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of WHYS's purposes, or can reasonably be expected to benefit WHYS. Directors shall use discretion and good business judgment in discussing the affairs of WHYS with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of WHYS, including but not limited to accounts on deposit in financial institutions.

Article IV. Officers and Agents

- Section 4.01** **Designation.** Members shall vote to elect the Board of Directors and Officers at the annual meeting. All officers of WHYS shall exercise such powers and perform such duties as shall from time to time be determined by the Board of Directors. Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide, but no person shall execute, acknowledge or verify any instrument in more than one (1) capacity, if such instrument is required by law, the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by two (2) or more officers. Officers may, but need not be, Directors.
- Section 4.02** **President.** The President shall perform such executive, supervisory and management functions and duties as may be assigned to him or her from time to time by the Board of Directors and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs and property of WHYS and general supervision over its other officers and agents. In general, he or she shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall, if present, preside at all meetings of the Board of Directors.
- Section 4.03** **Vice President.** In the absence or disability of the board president, the ranking vice-president or vice-president designated by the Board of Directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the board president.
- Section 4.04** **Secretary.** The Secretary shall attend all meetings of the Board of Directors and record and maintain records of all votes and the proceedings of the meetings in a book and/or electronically to be kept for that purpose. Such books and/or electronic records shall be kept within the Commonwealth of Massachusetts at the principal office of WHYS or at the office of its Secretary. He or she shall give, or cause to be given, notice of annual and special meetings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President, under whose supervision he or she shall act. The Secretary shall be a resident of Massachusetts unless WHYS has a resident agent duly appointed for the purpose of service of process.
- Section 4.05** **Treasurer.** The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the board informed of the financial condition of WHYS and of audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial

condition of WHYS, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the President. The Treasurer may appoint, with approval of the board a qualified fiscal agent or Member of the staff to assist in performance of all or part of the duties of the Treasurer.

Section 4.06 **Director of Coaching and Instruction.** The Director of Coaching and Instruction (“DOC”) shall be responsible for creating the overarching training program, setting cultural and philosophical objectives, and creating player and coach performance evaluations. The DOC shall continuously evaluate short-term/long-term training program objectives. The DOC shall coordinate training program implementation with the Instructional, Boy’s, and Girl’s Directors. The DOC shall be responsible to randomly monitor practices, training sessions, camps, and games to evaluate training program implementation.

Section 4.07 **Boy's and Girl's Director.** The Boy’s and Girl’s Directors shall handle all problems and questions pertaining to the operation of his or her division and act as liaisons between coaches and the Executive Board. The Boy’s and Girl’s Directors shall assist the Registrar in the formation of fair and competitive teams for Fall and Spring seasons. The Boy’s and Girl’s Directors shall run a meeting, for all coaches, to review rules, policies and procedures of WHYS, prior to the start of each playing season. Upon notification of game postponements by the Field Manager and/or General Manager, the Boy’s and Girl’s Director shall notify the coaches in their respective divisions. The Boy’s and Girl’s Directors shall confirm all scores are timely reported for all Travel league seasons.

Section 4.08 **Instructional Director.** The Instructional Director shall handle all problems and questions pertaining to the operation of his or her division and act as liaisons between coaches and the Executive Board. The Instructional Director shall assist the Registrar in the formation of fair and competitive teams for Fall and Spring seasons. The Instructional Director shall run a meeting, for all coaches, to review rules, policies and procedures of WHYS, prior to the start of each playing season. Upon notification of game postponements by the Field Manager and/or General Manager, the Instructional Director shall notify the coaches in their respective divisions. The Instructional Director shall promote awareness of public soccer events including skills training, tournaments, and other activities that are in support of player development and do not conflict with the WHYS initiative. The Instructional Director shall oversee U6 and U8 divisions (pre-K through 2nd Grade).

Section 4.09 **General Manager.** The General Manager shall order all necessary equipment and supplies for the Fall and Spring seasons, and distribute and administer all equipment and supplies. The

General Manager shall be responsible for all scheduling of all Fall and Spring practice schedules and the Fall and Spring season games, and notify Head Referee and Directors of game postponements. The General Manager shall maintain a permanent record of the bids received for the purchase of equipment (3 for each purchase in excess of \$1500.00 shall be required before the Executive Board approves any equipment purchase by the General Manager), and considering the price, quality and delivery promise shall make the purchase decision.

Section 4.10 **Field Manager.** The Field Manager shall inform the General Manager when paint and other field maintenance supplies need to be purchased, store and maintain all field equipment, and maintain all fields. During the Fall and Spring seasons, the Field Manager shall determine if field conditions are unplayable and, if unplayable, call the General Manager, President and Web Administrator. The Field Manager shall put up and take down goals and corner flags, as needed. The Field Manager shall coordinate the delivery and pick up of the Porta-Potties for Fall and Spring seasons.

Section 4.11 **Election of Officers.** Nominations shall be taken thirty (30) days prior to the annual meeting for the respective offices of the Board of Directors. The election shall be held at the annual meeting of WHYS. Those officers elected shall serve a specified term, commencing on July 1st.

Section 4.12 **Removal of Officers.** The Board of Directors may remove any officer and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the Member in writing and/or electronic notice twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

a. The Board of Directors may call for the immediate cease of responsibilities by an Officer determined for removal. However, an Officer will retain their position until due process of Section 4.07 has taken place.

Section 4.13 **Vacancies.** The Board of Directors shall also be responsible for recruiting persons to fill vacancies that occur between annual meetings, including those of officers. Nominations from the Membership shall be sent in writing to the Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected by the Board of Directors shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 4.14 **Registrar.** The Board of Directors may hire a Registrar who shall serve at the will of the Board of Directors. The Board of Directors shall have immediate and overall supervision of the Registrar. No officer, Executive Committee Member, or member of the Board of Directors may individually instruct the registrar or any other employee without authority of the Board of

Directors. The Registrar shall make such reports at the Board of Director and Executive Committee meetings as shall be required by the President or the Board of Directors.

- a. The Registrar may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote by the Board of Directors of three-quarters (3/4). Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Registrar, who shall remain an employee terminable at will, as provided in this Section.
- b. The Registrar may be a Member if they qualify outside of the Registrar duties but is not on the Board of Directors and does not have a vote at the meetings of the Board of Directors.

Article V. Committees

Section 5.01 **Committees**. The Board of Directors, by resolutions adopted by a majority of the Board of Directors, may appoint such committees as it shall deem advisable and assign to such committee or committees such functions and duties, and grant such rights, powers and authority, as the Board of Directors shall prescribe (except to amend these Bylaws, the Articles of Incorporation, or any other matters which by law or these Bylaws requires approval of the Board of Directors or of a majority thereof). The studies, findings, and recommendations of all committees will be reported to the Board of Directors for consideration and action. However, no committee, regardless of Board resolution, may:

- a. Fill vacancies on, or remove the members of, the Board of Directors.
- b. Appoint any other committees of the Board of Directors or their members.
- c. Fix compensation of the Directors for serving on the Board or on any committee.
- d. Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws.
- e. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repeatable.
- f. Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy or reorganization or for the sale, lease, or exchange of all or substantially all of the property and assets of WHYS, or revoke any such plan.
- g. No committee shall bind WHYS in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Section 5.02 **Standing Committees**. The Board of Directors will have the following standing committees:

- a. *Executive Committee*: The Executive Committee will be chaired by the President of WHYS and will consist of the Vice President, Director of Coaching and Development, Treasurer, and Secretary. The Board of Directors may increase the Executive Committee membership at any point. The President in his or her sole discretion, and from time to time, may invite

one or more Directors who are not Officers to sit on the Executive Committee on a formal or informal basis. The Executive Committee will serve as the central planning group for WHYS and as an advisory group to the President. It also will have full authority to set the agenda for the annual, regular and special meetings of the Board of Directors and to act for the Board of Directors in managing the affairs of WHYS during the intervals between meetings of the Board of Directors; provided, however, that the Executive Committee shall not have the authority of the Board of Directors in reference to those matters enumerated in Article V, Section 5.01(a)-(f) The Secretary of WHYS shall send to each Director a summary report of the business conducted at any meeting of the Executive Committee.

b. Finance Committee: The Treasurer is the chair of the Finance Committee, which includes three other members of the Board of Directors, one of whom will be the vice president. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board Members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the WHYS are public information and shall be made available to the Membership, the Board of Directors, and members of the public who inquire.

Section 5.03 **Vacancies, Changes, and Discharge.** The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.

Section 5.04 **Compensation.** Members of a committee, as such, shall not receive any salary for their services. Members of a committee shall be entitled to receive from WHYS reimbursement for any incidental and reasonable expenses incurred in performing services for WHYS. Expenses must be approved by the Treasurer or President prior to purchase in order for a committee member to be reimbursed.

Section 5.05 **Action by Consent.** Any action required or permitted to be taken at any meeting of any committee may be taken without a meeting if a majority written consent to such action is signed by all members of the committee, and such majority written consent is filed with the minutes of the committee's proceedings. Email correspondence shall constitute an appropriate method for giving any written consent required under these Bylaws, provided that the same contains specific wording indicating that it is intended to constitute a formal vote and the vote is majority. Email correspondence must be received from all members of the committee to record their vote and determine majority consent.

Section 5.06 **Meetings by Telephone or Similar Communications.** The members of any committee which is designated by the Board of Directors may participate in a meeting of such committee by means of a conference telephone or similar communications equipment by means of which all members participating in the meeting can hear each other at the same time, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

Article VI. Notices

Section 6.01 **Form; Delivery.** Whenever, under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director, it shall not be construed to mean exclusively personal notice unless otherwise specifically provided, but such notice may be given in writing, by mail, addressed to such Director, at his or her post office address as it appears on the records of WHYS, with postage thereon prepaid. Any such notice shall be deemed to have been given at the time it is deposited in the United States mail. Notice to a Director may also be given personally, by email sent to his or her email address as it appears on the records of WHYS or by text message sent to his or her phone address as it appears on the records of WHYS.

Section 6.02 **Waiver.** Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be conclusively deemed to be equivalent to such notice. In addition, any Director who attends a meeting of the Board of Directors or any committee, without protesting at the commencement of the meeting such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

Article VII. Indemnification of Directors, Officers, Employees and Agents

Section 7.01 **Indemnification.** The WHYS shall, to the extent legally permissible, indemnify each person who serves as one of its Directors or Officers (each such person being called in this Article VII, a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been 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 WHYS. As used in this Article VII, the term "Person" shall also include such Person's respective heirs, executors and administrators. Furthermore, to

the extent that any statute, judicial or administrative decision, or other authoritative interpretation of the laws of the Commonwealth of Massachusetts confer greater or additional rights or privileges of indemnification upon any such Person, then this Article VII shall be deemed to permit such greater rights or privileges.

Section 7.02 **Compromise Payment.** Notwithstanding Article VII, Section 7.01, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of WHYS, after notice that it involves such indemnification, by a majority of the disinterested Directors then in office, provided that WHYS has obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of WHYS. A "disinterested" Director is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is not then pending and who is not related by blood or marriage to the Director in question.

Section 7.03 **Payment of Expenses.** Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by WHYS in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under Article VII, Section 7.01. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

Section 7.04 **Non-Exclusive.** The right of indemnification provided by this Article VII shall not be exclusive. Nothing contained in this Article VII shall affect any other rights to indemnification to which any Person may be entitled by contract or otherwise under law.

Section 7.05 **Insurance.** The Board of Directors shall authorize the purchase of insurance on behalf of any Director, officer, employee or other agent against any liability asserted against or incurred by him or her which arises out of such person's status as a Director, officer, employee, or agent or out of acts taken in such capacity, whether or not WHYS would have the power to indemnify the person against that liability under law.

Article VIII. Investments

Section 8.01 **Reinvestment.** WHYS shall have the right to hold, manage, invest and reinvest the property received by it, in the discretion of the Board of Directors; provided, however, that no action may be taken by or on behalf of WHYS if such action would result in the denial of WHYS's

income tax exemption under Section 501(a) of the Internal Revenue Code of 1986, as amended (“Code”) as a nonprofit corporation described in Section 501(c)(3) of the Code.

Section 8.02 **Commingling.** Upon receipt of any property, the Board of Directors may, subject to any limitations, conditions or requirements affecting the use of any property so received, add such property to or commingle such property with any other assets of WHYS or hold such property as a separate fund if, in the sole discretion of the Board of Directors, such segregation is in the best interests of WHYS.

Article IX. Exempt Activities

Section 9.01 **Charitable Status.** Notwithstanding any other provision of these Bylaws, no Director, Officer, employee or other agent or representative of WHYS shall take any action for or on behalf of WHYS if such action is not permitted under Section 501(c)(3) of the Code.

Section 9.02 **Charitable Purpose.** The following provisions are hereby adopted for the purpose of defining the activities of WHYS:

- a. WHYS is a Massachusetts non-profit corporation, recognized as tax-exempt under Section 501(c)(3) of the Code.
- b. No part of the net earnings of WHYS shall inure to the benefit of, or be distributable (whether on dissolution or otherwise) to, the Members, Directors or Officers of WHYS, or other private persons, except that WHYS shall have the authority and power to pay reasonable compensation for services rendered to WHYS, to reimburse Directors and Officers for expenses incurred as provided in in these Bylaws, and to make such other payments and distributions as are in furtherance of the purposes of WHYS.
- c. No substantial part of the activities of WHYS shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and WHYS shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Article X. No Personal Liability

Section 10.01 The Directors and Officers of WHYS shall not be personally liable for any debt, liability or obligation of WHYS. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, WHYS, may look only to the funds and property of WHYS for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from WHYS.

Article XI. Conflicts of Interest

Section 11.01 The Board of Directors shall adopt a Conflict of Interest Policy and shall review it on an annual basis. The Board of Directors shall adopt such amendments to the Conflict of Interest Policy and/or these Bylaws as are appropriate to comply with state and federal law. Any transaction or vote of the Board of Directors involving a potential conflict of interest shall be approved only after reviewing the Conflict of Interest Policy. The minutes of meetings at which such votes are taken shall record such disclosure and rationale for action.

Article XII. General Provisions

Section 12.01 **Invalid or Unenforceable Provisions.** The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions hereof, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision were omitted.

Section 12.02 **Fiscal Year.** The fiscal year of WHYS shall begin on the first day of July in each year, and shall end on the last day of June.

Section 12.03 **Audit.** If Massachusetts law requires, the accounts of WHYS shall be reviewed annually by a Certified Public Accountant who shall be recommended by the President or Treasurer with the approval of the Board of Directors and who shall provide a report to the Board of Directors. The review must be made available for review and approved by the Executive Committee in final draft form before being issued as final.

Section 12.04 **Prohibition on Discrimination.** WHYS shall not discriminate in administering its policies and programs or in the employment of its personnel with regard to race, color, religion, national origin, age, sex, sexual orientation, cognitive or physical disability, familial status, genetic information, gender identity, military status or any other protected characteristic.

Article XIII. Amendments

Section 13.01 The Board of Directors shall have the power to make, alter, amend and repeal these Bylaws, and to adopt new Bylaws, by an affirmative vote of a majority of the Board of Directors, provided that notice of the proposal to make, alter, amend or repeal these Bylaws, or to adopt new Bylaws, was included in the notice of the meeting of the Board of Directors at which such action takes place.

Article XIV. Organizational Structure

Section 14.01 Board of Directors. The Board of Directors shall include the following positions:

- President (2-year term; elected in odd years)
- Vice President (1-year term)
- Secretary (1-year term)
- Treasurer (1-year term)
- Director of Coaching and Instruction (2-year term; elected in odd years)
- Past President / Member-at-Large (1-year term)
- (7) Members-at-Large (1-year term)

Section 14.02 Organizational Structure. The organizational structure is illustrated in the following graphic:

