

**BYLAWS  
OF  
FRIENDS OF LINCOLN-SUDBURY HOCKEY**

***AMENDED SEPTEMBER 1, 2009***

**ARTICLE I – GENERAL PROVISIONS**

**Section 1. Name.** The name of the corporation shall be Friends of Lincoln-Sudbury Hockey, Incorporated

**Section 2. Location.** The principal office of the corporation shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may establish other offices and places of business in Massachusetts or elsewhere.

**Section 3. Fiscal Year.** *Except as from time to time otherwise determined by the directors, the fiscal year of the corporation shall end on the 30<sup>th</sup> day of April of each year. (Amended 09/01/09)*

**Section 4. No Members.** The corporation shall have no members. No person now or hereafter designated by the corporation as a “member” for any purpose shall be or be deemed to be a member for purposes of the articles of organization or bylaws of the corporation or for purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote otherwise required or permitted by Chapter 180 or any other law, rule or regulation to be taken by the members shall be taken by action or vote of the same percentage of the directors of the corporation.

**ARTICLE II – DIRECTORS**

**Section 1. Powers.** The business and property of the corporation shall be managed by a board of directors who may exercise all the powers of the corporation.

**Section 2. Number and Election.** There shall be a board of not less than three directors, as the directors shall determine from time to time. A majority of the directors then in office shall elect the board of directors at the annual meeting of the directors or at a special meeting in lieu of an annual meeting. All directors shall hold office until the next annual meeting or special meeting in lieu of an annual meeting or until their respective successors are chosen and qualified. Any vacancy in the board may be filled by the directors.

**Section 3. Term.** Except as otherwise provided by law, by the articles of organization or by these bylaws, the directors shall hold office until the next annual meeting of directors and until their successors are chosen and qualified.

**Section 4. Resignations.** Any director may resign by delivering his written resignation to the corporation at its principal office or to the president or clerk. Such resignation shall become effective at the time or upon the happening of the condition, if any, specified therein or, if not such time or condition is specified, upon its receipt.

**Section 5. Removal.** At any meeting of the board of directors any director may be removed from office for cause by vote of a majority of the directors then in office. A director may be removed for cause only after a reasonable notice and opportunity to be heard before the body proposing to remove him *or her*.

**Section 6. Vacancies.** Vacancies in the board of directors may be filled by vote of a majority of the remaining directors.

**Section 7. Annual Meeting.** The annual meeting of the directors shall be held on the first \_\_\_\_\_ in \_\_\_\_\_ in each year, or if that day is a legal holiday in the place where the meeting is to be held, then on the next succeeding full business day, for the purposes of electing directors and for such other purposes as may be determined as hereinafter provided. The hour and place of such meeting and the purposes for which such meeting is to be held in addition to that specified above shall be determined in each year by the board of directors or, in the absence of action by the board, but the president. If in any year the annual meeting is not held on said date, a special meeting in lieu thereof may be held at a later time and any elections held or business transacted at such meeting shall have the same force and effect as if held or transacted at the annual meeting.

**Section 8. Special Meeting.** Special meetings of the directors may be called at any time by the president, by two or more directors, or be called by the clerk, or in case of the death, absence, incapacity or refusal of the clerk, by any other officer or one of the directors calling the meeting. Such application shall specify the purposes for which the meeting is to be called and may designate the date, hour and place of such meeting, provided, however, that no such application shall designate a date not a full business day or an hour not within normal business hours as the date or hour of such meeting without the approval of the president or the board of directors.

**Section 9. Place of Meetings.** Meetings of the directors may be held anywhere in the United States.

**Section 10. Notice.** Except as hereinafter provided, *a written, printed or electronic notice* of every meeting of directors stating the place, date, hour and purposes thereof shall be given by the clerk or an assistant clerk (or by any other officer in the care of an annual meeting or by the person or persons calling the meeting in the case of a special meeting) at least seven (7) days before the meeting to each director or officer who, by law, by the articles of organization or by these bylaws, is entitled to such notice, by leaving such notice with him or at his residence or at his residence or usual place of business or by mailing it, postage prepaid, addressed to him at his address as it appears upon the records of the corporation. No notice of the place, date, hour or purposes of any annual or special meeting of directors need be given to a director if a written waiver of such notice, executed before or after the meeting by such director or his attorney hereunto authorized, is filed with the records of the meeting.

**Section 11. Regular Meetings.** Regular meetings of the board of directors may be held at such times and places within or without the Commonwealth of Massachusetts as the board of directors may fix from time to time and , when so fixed, provided that any director who is absent when such determination is made shall be given notice thereof.

**Section 12. Special Meetings.** Special meetings of the board of directors may be called at any time by the president, clerk, or treasurer or by two or more directors. Such special meetings may be held anywhere within or without the Commonwealth of Massachusetts. *A written, printed, telegraphic or electronic notice* stating the place, date and hour (but not necessarily the purposes) of the meeting shall be given by the officer or one of the directors calling the meeting at least forty-eight (48) hours before such meeting to each director by leaving such notice with the directors business or residence or usual place of business or by mailing it, postage prepaid, or sending it by prepaid telegram, addressed to the director at the director's last known address, *or electronically mailing, addressed to the director at the director's last known electronic mail address.* No notice of the place, date or hour of any meeting of the board of directors need be given to any director if a written waiver of such 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 the lack of notice to him *or her*.

**Section 13. Action at a Meeting.** At any meeting of the board of directors, a majority of the directors then in office shall constitute a quorum. Though less than a quorum be present, any meeting may without further notice be adjourned to a subsequent date or until a quorum be had. When a quorum is present at any meeting, a majority of the directors present may take any action on behalf of the board except to the extent that a larger number is required by law, by the articles of organization or by these bylaws.

**Section 14. Action by Consent.** Any action required or permitted to be taken at any meeting of the directors or a committee may be taken without a meeting if all the directors or all the members of the applicable committee consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

**Section 15. Powers.** The board of directors shall have and may exercise all the powers of the corporation, except such as by law, by the articles of organization or by these bylaws are conferred upon or reserved to the directors. In the event of any vacancy in the board of directors, the remaining directors then in office, except as otherwise provided by law, shall have and may exercise all the powers of the board of directors until the vacancy is filled.

**Section 16. Non-Voting Directors.** The directors may create classes of non-voting directorship such as honorary directors, associate directors, regional directors, friends, alumni and the like, and may elect persons to those classes for such terms and on such conditions as the directors determine and may assign to such persons such responsibilities, duties and privileges as the directors determine. Persons elected as non-voting directors shall not be directors for the purposes of these Bylaws and shall have no votes at any meetings of the directors.

**Section 17. Committees.** The directors may elect from their own number an Executive Committee, and may elect such other committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fund raising, planning, development, building and grounds, investments, finances and budgets and other matters affecting the state of the corporation, and may delegate such powers and duties thereto as the board of directors may deem advisable to the extent permitted by law. At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the elected members of such committee.

### **ARTICLE III – OFFICERS**

**Section 1. Enumeration.** The officers of the corporation shall consist of a president, a treasurer and a clerk and such other officers, as the board of directors may from time to time determine.

**Section 2. Qualifications.** No officer need be a director. The same person may hold at the same time one or more offices unless otherwise provided by law. The clerk shall be a resident of Massachusetts unless the corporation shall have a resident agent. Any officer may be required by the board of directors to give a bond for the faithful performance of his *or her* duties in such form and with such sureties as the board may determine.

**Section 3. Elections.** The president, treasurer and clerk shall be elected annually by the board of directors at its annual meeting. All other officers shall be chosen or appointed by the board of directors.

**Section 4. Term.** Except as otherwise provided by law, by the articles of organization or by these bylaws, the president, treasurer and clerk shall hold office until the first meeting of the board of directors and until their respective successors are chosen and qualified. All other officers shall hold office until the first meeting of the board of directors, unless a shorter time is specified in the vote choosing or appointing such officer or officers.

**Section 5. Resignations.** Any officer may resign by delivering his written resignation to the corporation at its principal office or to the president or clerk. Such resignation shall be effective at the time or upon the happening of the condition, if any, specified therein or, if no such time or condition is specified, upon its receipt.

**Section 6. Removal.** Any officer may be removed from office with or without cause by vote of a majority of the directors then in office. An officer may be removed for cause only after a reasonable notice and opportunity to be heard before the board of directors.

**Section 7. Vacancies.** Vacancies in any office may be filled by the board of directors.

**Section 8. Certain Duties and Powers.** The officers designed below, subject at all times to these bylaws and to the direction and control of the board of directors, shall have and may exercise the respective duties and powers set forth below:

**The President.** The president shall be the chief executive officer of the corporation and shall have general operating charge of its business. Unless otherwise prescribed by the board of directors, the president shall, when present, preside at all meetings of the board of directors. The President shall have such other powers and duties and are usually incident to that office and may be vested in the office by the directors.

**The Treasurer.** The treasurer shall be the chief financial officer of the corporation and shall cause to be kept accurate books of account. The treasurer shall maintain custody of all funds, securities and valuable documents of the corporation, except as the directors may otherwise provide. The treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the directors.

**The Clerk.** The clerk shall give such notices of meetings of directors as are required by these Bylaws and shall keep as record of all the meetings of directors. The clerk shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the directors. In the absence of the clerk from any meeting of directors, a temporary clerk designated by the person presiding at the meeting shall perform the duties of the clerk.

#### **ARTICLE IV – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at anytime as director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the corporation or who at the request of the corporation may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the corporation (collectively, “Indemnified Officers” or individually, “Indemnified Officer”), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and

settlement payments, reasonable incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative ( a “proceeding”) in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless a majority of the full board of directors authorized the proceeding); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer’s action was in the best interests of the corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employ benefit plan; and further provided that any compromise or settlement payment shall be approved by the corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the board of directors of the corporation, 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 Indemnified Officer t repay such payment if not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The Payment of any indemnification or advance shall be conclusively deemed authorized by the corporation under this article, and each director and officer of the corporation approving such payment shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of the directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more directors who are not at that 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 of vote of the directors in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full board of directors then in office; or

(iii) the directors have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws, as amended; or

(iv) a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure t the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

## **ARTICLE V – MISCELLANEOUS PROVISIONS**

**Section 1. Execution of Instruments.** All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an officer of the corporation on its behalf shall be signed by the president or the treasurer except as the directors may generally or in particular cases otherwise determine.

**Section 2. Definitions.** All references in these Bylaws to the Articles of Organization and to these Bylaws shall be deemed to refer, respectively, to the Articles of Organization and the Bylaws of the corporation as amended and in effect from time to time.

**Section 3. Corporation Records.** The original, or attested copies, of the articles of organization, bylaws and records of all meetings of the incorporators and the directors shall be kept in the Commonwealth of Massachusetts at the principal office of the corporation in said Commonwealth or at an office of the transfer agent or of its clerk or of its resident agent, if any. Said copies and records need not all be kept in the same office.

**Section 4. Voting of Securities.** Except as the board of directors may otherwise prescribe, the president or the treasurer shall have full power and authority in the name and on behalf of the corporation, subject to the instructions of the board of directors, to waive notice of, to attend, act and vote at, and to appoint any person or persons to act as proxy or attorney in fact for this corporation (with or without power of substitution) at any meeting of stockholders or shareholders of any other corporation or organization, the securities of which may be held by this corporation.

#### **ARTICLE VI – AMENDMENTS**

These bylaws may be amended or repealed in whole or in part at any annual or special meeting of the directors or by the affirmative vote of a majority of the directors.