

# **PARKWAY GIRLS SOFTBALL LEAGUE, INC.**

## **BYLAWS**

The Parkway Girls Softball League, Inc. (“PGSL” or “the Corporation”) is a Massachusetts Chapter 180 non-profit organization established in August 2006 for the purpose of administering and promoting softball programs for the youth of the Parkway area of the City of Boston, including, but not limited to, Roslindale, West Roxbury, Hyde Park, and the surrounding area, as more fully detailed in the PGSL Articles of Organization.

The PGSL is an equal opportunity organization and no individuals will be refused membership to the organization on the basis of their race, color, sex, national origin, creed, sexual orientation, physical disability, age or veteran status

### **ARTICLE I. SEAL AND FISCAL YEAR**

The seal shall be circular in form with the name of the Corporation around the periphery and the year and state of the in Corporation within. The fiscal year shall commence on the first day of October of each year or such other date as the directors may determine.

### **ARTICLE II. MEMBERS**

The Corporation shall have no members. Any action or vote required or permitted by law to be taken by members of the Corporation shall be taken by action or vote of the same percentage of the Directors.

### **ARTICLE III. BOARD OF DIRECTORS**

#### **Section 1. Powers**

The Corporation shall have a Board consisting of directors who shall have the powers and duties of a board of directors under Massachusetts law and who shall manage all affairs of the Corporation. The Board may adopt such Rules and Regulations at it deems appropriate to ensure successful operation of the Corporation consistent with these Bylaws and the Corporations Articles of Organization.

#### **Section 2. Number and Election.**

The Board of Directors shall consist of nine (9) persons elected annually by the Board at its annual meeting. The Board may, by vote of a majority, increase or decrease the total number of directors at any time, provided that there are a minimum of three (3) directors at all times. All directors will serve a term of one year, or until replacements are elected, whichever occurs later.

#### **Section 3. Committees.**

The directors may elect or appoint one or more committees to oversee certain operations of the Corporation, provided that the ultimate decision-making authority remains with the Board. All committees shall be chaired by a director, who shall make periodic reports of committee activities to the Board for review and approval. Unless the directors otherwise determine,

committees shall conduct their affairs in the same manner as is provided in these bylaws for directors. The members of any committee shall remain in office at the pleasure of the directors. Committee members, other than the chairperson, need not be directors of the Corporation.

**Section 4. No Right to Compensation.**

Unless the directors in their discretion provide for compensation, no director resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the Corporation) no director removed, shall have any right to any compensation as such director 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 5. Annual Meeting.**

The annual meeting of the Board of directors shall be held within six months after the end of the fiscal year of the Corporation on such date and at such hour and place as the directors shall determine. In the event 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 6. Regular and Special Meetings.**

Regular meetings may be held at such places and at such times as the directors may fix. Special meetings of the Board of directors may be called by the president or any other officer or director at other times throughout the year.

**Section 7. Notice.**

No notice need be given for a regular or annual meeting. Forty-eight hours' notice by mail, telegraph, telephone or word of mouth shall be given for a special meeting unless shorter notice is adequate under the circumstances. A notice or waiver of notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any director if a written waiver of notice, executed by him 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 8. Quorum.**

A majority of the directors then in office shall constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present. If a quorum is present, 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, the articles or organization or these bylaws.

**Section 9. Action by 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 meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

**Section 10. Presence Through Communications Equipment.**

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.

**Section 11. Vote of Interested Directors.**

A director who is a member, stockholder, trustee, director, officer or employee of any firm, Corporation or association with which the Corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other directors acting upon or in reference to such contract or transaction. No director so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested directors shall be required before the Corporation may enter into such contract or transaction.

In case the Corporation enters into a contract or transacts business with any firm, Corporation or association of which one or more of its directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein that are or might be adverse to the interests of the Corporation. No director or directors having disclosed such adverse interest shall be liable to the Corporation or to any creditor of the Corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits to be realized thereon.

Notwithstanding the foregoing, nothing in this section shall require a director who is a member, stockholder, trustee, director, officer or employee of an affiliate of the Corporation to disclose his or her relationship with such affiliate in connection with a discussion of, or vote on, any matter dealing with such affiliate and such relationship shall not be deemed a conflict of interest for any purpose, unless otherwise expressly determined by an affirmative vote of a majority of all the directors then in office.

**ARTICLE IV. OFFICERS AND AGENTS**

**Section 1. Number and Qualifications,**

The officers of the Corporation shall be a president, treasurer, clerk and such other officers, if any, as the trustees may determine. An officer may but need not be a director. The clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time.

**Section 2. Election.**

The president, treasurer and clerk shall be elected annually by the directors at the annual meeting. Other officers, if any, may be elected by the directors at any time.

**Section 3. Tenure.**

The president, treasurer and clerk shall each hold office until the next annual meeting of the directors and until a successor is elected and qualified, and other officers shall serve at the pleasure of the directors.

**Section 2. President.**

The president shall be the chief executive officer of the Corporation and as such shall have charge 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 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 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.

**Section 4. Clerk.**

The clerk shall record all proceedings of the member and directors in a book or books to be kept therefor and shall have custody of the seal of the Corporation.

**Section 5. Other Officers.**

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

**ARTICLE V. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS.**

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 have no 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. RESIGNATION, REMOVAL AND VACANCIES.**

**Section 1. Resignation.**

Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the Board, if any, the president or the clerk or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

**Section 2. Removal.**

A director may be removed with cause at any time by the vote of a majority of the directors then in office. Any director who is absent from three consecutive Board meetings may be removed from the Board.

Any officer may be removed with or without cause at any time by the vote of a majority of the directors then in office.

### **Section 3. Vacancies.**

Any vacancy in the Board may be filled by vote of a majority of the directors then in office. The directors may exercise all their powers notwithstanding the existence of one or more vacancies in the Board. Vacancies in any office may be filled by the directors.

## **ARTICLE VII. INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the Corporation or of any of its subsidiaries, or who at the request of the Corporation may serve or at any time has served as a director or officer of, or in a similar capacity with, another organization or an employee benefit plan, 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 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 that time parties to the proceeding, or (2) by a majority

vote of a committee of one 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 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 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 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 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 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 directors, officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

## **ARTICLE VIII. AMENDMENTS TO THE BYLAWS**

The Bylaws can be amended or repealed, in whole or in part, by a two-thirds majority vote of the directors then in office.

## **ARTICLE IX. CONFLICTS OF INTEREST, CONTRACTS AND SERVICES OF DIRECTORS AND OFFICERS**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director 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.** For purposes of this Article, the following definitions shall apply.

(a) "Interested Person." Any director, officer, or member of a committee with powers delegated by the Board of directors, who has a direct or indirect Financial Interest, as defined below, is an interested person.

(b) "Financial Interest." A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation 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 this Article, a person who has a Financial Interest may have a conflict of interest only if the Board of directors or appropriate committee decides that a conflict of interest exists.

**Section 3. Disclosure.** 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 committees considering the proposed transaction or arrangement.

**Section 4. Determining Whether a Conflict of Interests Exists.** After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board of directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors or committee members shall decide if a conflict of interest exists.

**Section 5. Procedures for Addressing the Conflict of Interest.**

(a) An Interested Person may make a presentation at the Board of directors 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 President of the Corporation shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board of directors or committee shall determine whether the Corporation 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 Board of directors or committee shall determine by a majority vote of the disinterested directors or members whether the transaction or arrangement is in the Corporation'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.

**Section 6. Violations of the Conflicts of Interest Policy.**

(a) If the Board of directors 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 Board of directors 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 7. Records of Proceedings.** The minutes of the Board of directors and all committees with powers delegated by the Board of directors 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 Board of directors' 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 8. Compensation**

(a) A voting member of the Board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board of directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Section 9. Annual Statements**

Each director, officer and committee member shall annually sign a statement which affirms that such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Section 10. Periodic Reviews**

To ensure that the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews may be conducted, at the discretion of the Board. 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 the Corporation'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 11. Use of Outside Experts**

When conducting the periodic reviews as provided for in this Article, PGSL may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of directors of its responsibility for ensuring periodic reviews are conducted.