

**BYLAWS OF  
NATICK YOUTH FOOTBALL AND CHEERLEADING ASSOCIATION, INC.**

*Adopted as of August 4, 1994 and  
Amended as of January 2010  
Amended as of November 12, 2014  
Amended as of December 9, 2015*

**Article 1. General Provisions.**

1.1 Bylaws Established. These are the bylaws (“Bylaws”) of Natick Youth Football And Cheerleading Association, Inc. (the “Corporation”). These Bylaws, the powers of the Corporation and its Directors, and all matters concerning the conduct and regulation of the activities of the Corporation shall be subject to applicable provisions, if any, contained in the Articles of Organization. All references in these Bylaws to the “Articles of Organization” shall refer to the Articles of Organization of the Corporation, as from time to time amended or restated.

1.2 Name. The name of the organization shall be as set forth in the Articles of Organization or any amendments thereto.

1.3 Location. The principal office of the Corporation shall be located at Post Office Box 743, Natick, Massachusetts 01760. The Board of Directors of the Corporation (the “Board”), as more fully described below, may have multiple offices in The Commonwealth of Massachusetts as it may determine from time to time, by filing a certificate with the Secretary of State of The Commonwealth. The Board may also establish additional offices in locations other than Massachusetts.

1.4 Corporate Seal. The Corporation is not required to adopt or use a seal. If one is adopted, it shall be in such form as the Board may determine from time to time.

1.5 Fiscal Year. Except as otherwise determined by the Board, the fiscal year of the Corporation shall be December.

**Article 2. Purpose**

Purpose. The purpose of the Corporation is to promote and teach youth football and cheerleading. The Corporation shall be empowered to undertake and perform any acts consistent with an in furtherance of this purpose, and to benefit these purposes as may be carried on by a corporation organized under Chapter 180 of the Massachusetts General Laws and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or hereafter amended (the “Code”).

The Corporation is organized exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these

Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax as described in Section 501(c)(3) of the Code (or the corresponding section of any future Federal tax code). The Corporation shall be operated for the purposes thus prescribed and shall not be operated for profit. No part of its net earnings shall inure to the benefit of any private individual. In the event of, and upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Code and which has established its tax-exempt status under that section, in such manner and in such proportions as shall be approved by majority vote of the Directors at any meeting of the Board of Directors.

The Corporation will be affiliated with organizations deemed appropriate by the Board.

### **Article 3. Members**

The Corporation shall not have members. The powers of members under applicable law shall be vested in and exercisable by the Directors of the Corporation.

### **Article 4. Board of Directors**

4.1 Establishment and Duties. The Corporation shall have a Board of Directors (each, a “Director” or more than one, “Directors”). The business, property and affairs of the Corporation shall be managed by the Directors, who may exercise all the powers of the Corporation. Such powers shall be exercised consistently with the purposes of the Corporation as set forth in the Articles of Organization and these Bylaws. Except as otherwise provided by these Bylaws, the Directors shall have the power to authorize the Corporation to purchase, lease, and sell such property, and to make such contracts and agreements as they deem advantageous. The Directors may determine the compensation and duties, in addition to those prescribed by the Bylaws, of all Directors, Officers, agents and employees of the Corporation. In the event of a vacancy on the Board, the remaining Directors may exercise the powers of the full Board until the vacancy is filled.

4.2 Number and Terms. There shall be not more than twenty-five (25) and not less than seven (7) Directors of the Corporation. Directors shall be elected by majority vote at the annual meeting of the Board, and their terms shall begin on February 1 of each year. The Board shall consist of individuals elected to the offices of President, Vice President Football, Vice President Cheer, Secretary, Registrar and Treasurer, plus no fewer than three (3) or no more than twenty-one (21) additional Directors. Each Director shall serve for a term of one (1) year until his or her successor is elected, or until he/she sooner dies, resigns, is removed or becomes disqualified. Directors are eligible for re-election to the Board for an unlimited number of additional one-year terms. When at all possible, the Board shall endeavor to maintain an odd number of Directors. Any questions concerning eligibility shall be decided by the Directors holding office at the time of the election concerned.

4.3 Resignations. Any Director may resign by giving written notice to the President or the Secretary or the Corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time and so approved by a majority of the Directors.

4.4 Removals. A Director may be removed by a vote of a majority of the Directors only after the Director has been given at least ten (10) calendar days' notice of the Board's intent to remove him or her, and the Director has had an opportunity to be heard on the issue. A Director whose removal is under consideration may be excluded from the Board's discussions of the removal. Grounds for removal from the Board include, but are not limited to, failure of a Director to attend two (2) consecutive meetings of the Board without sufficient excuse and notification to an Officer, or failure of a Director to attend two (2) consecutive meetings of a committee on which the Director sits, without sufficient excuse and notification to the committee chair (or, if the Director is the committee chair, notification to the other committee members).

4.5 Vacancies. Any vacancy in the Board may be filled by the remaining Directors at any meeting of the Board by vote of a majority of the Directors then in office. Each successor shall hold office for the unexpired term until his or her successor is chosen, or until he or she sooner resigns or is removed. The Directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.

## **Article 5. Meetings of the Board of Directors**

5.1 Annual Meeting. The annual meeting of the Directors shall be held each year in January. In the event the annual meeting is not held at such time, a special meeting in lieu of the annual meeting may be held with all force and effect of an annual meeting. At the annual meeting, a reporting of the previous year's activities will be given by the President and Treasurer and the Directors shall elect the President, Vice President Football, Vice President Cheer, Secretary, Registrar and Treasurer.

5.2 Regular Meetings. Regular meetings of the Directors may be held without call or notice at such times and places as the Directors may determine, provided that any Director who is absent when such determination is made shall be given notice of the scheduled meetings.

5.3 Special Meetings. Special meetings of the Directors may be held at any time and place when called by the President or five (5) or more Directors.

5.4 Place of Meetings. All meetings of the Directors shall be held in The Commonwealth of Massachusetts or at any such other place within or outside of the United States as shall be fixed by the President or by the Directors.

5.5 Notice of Meetings. A written notice stating the place, day and hour of any meeting of the Board (other than a regular meeting) shall be given to each Director by mail, facsimile,

phone, email, or other electronic means at least three (3) business days before the meeting date, addressed to the Director at his or her usual or last known business or residential address. Notice need not specify the purposes of the meeting unless required by law, the Articles of Organization, or these Bylaws, or unless there is to be considered at the meeting (i) a contract or transaction of the Corporation with “interested persons” (as defined in Article 12 below), or (ii) removal or suspension of an Officer or Director.

5.6. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him or her (or his or her duly authorized representative) before or after the meeting is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice to him or her, before or at the commencement of the meeting.

5.7 Quorum. At any meeting of the Board, a majority of the Directors then in office shall constitute a quorum, but a smaller number may adjourn a meeting from time to time without further notice.

5.8 Action by Vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question including election of Officers and appointment or election of committees, except to authorize amendment of the Articles of Organization, which shall require a vote of two-thirds ( $\frac{2}{3}$ ) of the Directors entitled to vote, or unless otherwise provided by law, the Articles of Organization, or these Bylaws. No voting by proxy will be allowed.

5.9 Action by Writing. Any action required or permitted to be taken at any meeting of the Board 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 Board. Such consents shall be treated for all purposes as a vote at a meeting.

5.10 Presence through Communications Equipment. Unless otherwise provided by law, members of the Board may participate in any meeting of the Board via conference telephone or video or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

## **Article 6. Officers**

6.1 Number and Qualification. The Officers of the Corporation shall be a President, Vice President Football, Vice President Cheer, Secretary, Registrar and Treasurer, and such other officers as the Directors may determine. The Corporation may also have such agents, if any, as the Directors may appoint. The Secretary 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 not hold more than one office at the same time.

## 6.2 Election and Terms

a) Each Officer shall be elected by a majority vote of the Board at its annual meeting, and shall each serve a one (1)-year term beginning February 1 and ending January 31 and thereafter until his or her successor shall have been elected or until he or she sooner dies, resigns, is removed, or becomes disqualified. Officers are eligible for re-election for an unlimited number of additional one-year terms.

6.3 President. Unless the Directors specify otherwise, the President shall be the chief executive officer of the Corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the Corporation. The President shall call and preside at all meetings of the Board; exercise day-to-day management of the Corporation; see that the other Directors follow through on given responsibilities and assignments; serve as Chair of the Executive Committee, appoint chairpersons of committees, subject to the approval of the Board; and perform such other duties as required by the Board. At each annual meeting of Directors, the President shall submit a report on the operations of the Corporation for the previous year and a statement of its affairs, and shall from time to time report to the Board on all matters within his or her knowledge, which he or she believes the interests of the Corporation require to be brought to its notice.

6.4 Vice President Football. The Vice President Football shall serve as a member of the Board and perform such other duties as may be prescribed by the President or Directors

6.5 Vice President Cheer. The Vice President Cheer shall serve as a member of the Board and perform such other duties as may be prescribed by the President or Directors

6.6 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. He or she shall be in charge of its financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and he or she shall keep full and accurate reports thereof. He or she shall also prepare or oversee all reports and filings required by The Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. He or she shall have such other duties as may be designated by the Directors or the President. During the absence, the disability, or the inability of the Treasurer to perform his or her duties, an appointed alternate shall perform such duties.

6.7 Secretary. The Secretary shall set meeting agendas and record and maintain records of all proceedings of the Directors in books kept for that purpose, which shall be kept within The Commonwealth at the principal office of the Corporation or at the office of the Corporation's resident agent. Such books shall also contain record of all meetings of incorporators and the original or attested copies of the Articles of Organization and Bylaws and names of all Directors.

Such minutes and records shall be open at all reasonable times to the inspection of any Director. During the absence, disability, or inability of the Secretary to perform his or her duties, an appointed alternate shall perform such duties.

6.8 Registrar. The Registrar shall be responsible for management of the full registration system, including preparing registration system and managing collection of all registration fees. He or she shall prepare and oversee all reports or filings required by the league. He or she shall have such other duties as may be designated by the President or Directors.

6.9 Resignations. Any Officer may resign at any time by giving written notice to the President, the Secretary or the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time and so approved by a majority of the Directors.

6.10 Removals. Any Officer may be removed with cause by a vote of a  $\frac{2}{3}$  majority of the Directors, only after the Officer has been given at least ten (10) days calendar days' notice of the Board's intent to remove him or her and the Officer has been given an opportunity to be heard before the Board. An Officer whose removal is under consideration may be excluded from the Board's discussions of the removal.

6.11 Vacancies. The Directors shall elect a successor if the office of the President, Vice President Football, Vice President Cheer, Secretary, Registrar or Treasurer becomes vacant, and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term until his or her successor is elected, or until he or she sooner dies, resigns, is removed, or becomes disqualified. The Officers shall have all their powers notwithstanding the existence of one or more vacancies in their number.

## **Article 7. Committees**

7.1 Election and Delegation. The Directors may elect or appoint one or more committees, which may consist of individuals who are Directors and individuals who are not Directors. The President shall determine the make-up of each committee, eligibility for reappointment, and committee chairs. All committees shall act through recommendations to the Board, and such recommendations shall take effect if approved by the full Board.

7.2 Executive Committee. An Executive Committee may be elected by the Board, comprised of the President, Vice President Football, Vice President Cheer, Secretary, Registrar and Treasurer. Unless the Directors otherwise determine, the Executive Committee shall have all of the powers of the Directors during intervals between meetings of the Board, except for the following powers:

- change the principal office of the Corporation
- amend the Bylaws
- elect Officers and fill Officer vacancies

- change the number of Directors, elect Directors and fill Director vacancies
- remove Officers or Directors from office
- approve expenditures greater than \$5,000.00
- authorize payment of any distribution of corporate funds to Directors
- authorize a merger of the Corporation.

7.3 Standing Committees. The Corporation shall have the following standing committees:

- Equipment/Shed Committee
- Fundraising Committee
- Concession Stand Committee
- Field/Game day Committee
- CPR/Concussion Committee
- Book Committee
- Scholarship Committee (made up of two board members two executive committee members and the President as chair)

7.4 Other Committees. Upon recommendation of the Executive Committee, the Board may appoint such additional standing or ad hoc committees as it determines appropriate, and shall have the power to appoint and delegate some of its powers to one or more of such committees, except as otherwise provided by law, the Articles of Organization, or these Bylaws.

7.5 Committee Meetings. Unless the Directors otherwise determine, committee meetings shall be held at such places and at such times as the chair of such committee shall determine. The provisions of Article 5 regarding notice of meetings, quorum, action by vote, and action by writing shall apply to committee meetings as nearly as may be, with the terms “committee” or “committee member(s)” substituted for “Board of Directors” or “Director(s).” The members of any committee shall remain in office at the pleasure of the Directors. Chairpersons of committees who are not Directors may be invited to attend Board meetings as appropriate, and may speak but not vote. Attendance at meetings and participation in committee activities is expected of and mandatory for all Board members.

## **Article 8. Documents of the Corporation**

8.1 Execution of Papers. Except as the Directors may authorize otherwise, all checks, contracts, deeds, leases, bonds, notes, and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or the Treasurer of the Corporation.

8.2 Corporate Records. The original or attested copies of the Articles of Organization, these Bylaws and records of all meetings of the Directors shall be kept in Massachusetts at the principal office of the Corporation or at an office of the Corporation’s resident agent, if any, in Massachusetts. Such copies and records need not all be kept in the same office, but they shall be

available at all reasonable times to the inspection by the representative of any Member for any proper purpose relative to the interests or activities of the Corporation.

8.3 Recordable Instruments. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the President, the Vice President or the Treasurer, shall be binding on the Corporation in favor of any purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provision of the Articles of Organization, these Bylaws, or resolutions or votes of the Corporation.

## **Article 9. Conflicts of Interest**

9.1 Recusal. A Director may recuse him or herself from voting or from participating in a meeting at any time that such Director believes that he or she may have a conflict of interest with respect to a matter before the Board, or that he or she is an “interested person,” and that voting or participating in deliberations on such matter would not be appropriate in the circumstances. Such Director shall disclose to the Board the reasons for such recusal. For purposes of these Bylaws, an “interested person” is a Director, a member of a Director’s family, or a business associate of a Director, who has a material financial interest in a contract or transaction to which the Corporation is to be a party.

9.2 Financial Interests. No contract or transaction between the Corporation and one or more of its Directors, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation’s Directors are directors or officers or have a financial or other interest, shall be void or voidable solely for this reason, or solely because such Director is present at or participates in the meeting of the Board or committee thereof that authorize the contract or transaction, or solely because his or her votes are counted for such purpose, nor shall any Director be under any liability to the Corporation on account of any such contract or transaction *provided*:

a) The material facts as to the Directors’ relationship or interest as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors; or

b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board, a committee of the Board, or otherwise by the Corporation.

## **Article 10. Indemnification of Directors**

10.1 Directors, Officers, Employees and Committee Members. The Corporation shall, to the extent that the status of the Corporation as an organization exempt under the Code is not affected thereby and to the extent legally permissible, indemnify each of its current and former Directors, Officers and employees (each, an “Indemnitee”), against all expenses and liabilities, including reasonable counsel fees, incurred by or imposed upon the Indemnitee in connection with any

claim, action, suit, or other proceeding or investigation, whether civil or criminal and including appeals (a "Proceeding"), in which the Indemnitee may become involved, by reason of his or her having acted on behalf of the Corporation in any activity authorized by the Corporation. Such indemnification shall include payment by the Corporation of reasonable expenses incurred in defending a Proceeding, upon receipt of an understanding by the Indemnitee to repay such payment if he or she shall be adjudicated not to have acted in good faith and in the reasonable belief that his or her action was in the best interests of the Corporation. The Indemnitee shall, as a condition precedent to the Indemnitee's right to be indemnified hereunder, give to the Corporation written notice as soon as practicable of any set of facts for which indemnity could or will be sought pursuant to this Article 10.

10.2 Other Agents. The Board may, by general vote or by vote pertaining to a specific agent or class thereof, authorize indemnification of the Corporation's agents, other than those persons included above as Indemnitees, to whatever extent the Board may determine. As used herein, the term "Indemnitee" shall include all persons for whom the Board so authorizes indemnification, subject to the specific terms of such authorization.

10.3 Other Rights and Remedies. The indemnification provided by this Article 12 shall not be deemed exclusive of any other rights to which any Indemnitee may be entitled while holding office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of his or her heirs, executors and administrators. All rights to indemnification under this Article 10 shall be deemed to be in the nature of a contractual obligation of the Corporation bargained for by each Indemnitee who serves in such capacity at any time while these Bylaws and other relevant provisions of law are in effect. No repeal or modification of these Bylaws shall adversely affect any such rights or obligations then existing with respect to any facts then or until that time existing, or any Proceeding until that time or thereafter brought based in whole or in part upon any such facts. The Corporation shall also indemnify any Indemnitee for reasonable attorneys' fees, costs and expense in connection with the successful enforcement of the Indemnitee's right under this Article 10.

10.4 Insurance. The Board may authorize the purchase and maintenance of insurance in such amounts as the Board may from time to time deem appropriate, on behalf of any person who is or was an Indemnitee, against any liability incurred by such Indemnitee in any such capacity, or arising out of such person's status as Indemnitee, whether or not such person is entitled to indemnification by the Corporation pursuant to this Article 10 or otherwise and whether or not the Corporation would have the power to indemnify the person against such liability.

## **Article 11. Amendments**

These Bylaws, or any provision hereof, may be amended or repealed by the affirmative vote of a majority of the Directors present at any meeting of the Board, *provided that* the substance or effect of the proposed amendment or repeal has been stated in the notice of such meeting.