

**AMENDED & RESTATED BY-LAWS
OF
EASTERN MASSACHUSETTS WOMEN’S SOCCER LEAGUE, INC.**

**ARTICLE I.
GENERAL PROVISIONS**

Section 1.01 Name. The name of this organization shall be: The Eastern Massachusetts Women’s Soccer League, hereinafter referred to as “*EMWSL*”.

Section 1.02 Offices. The principal business office of EMWSL in The Commonwealth of Massachusetts shall be designated from time to time by the EMWSL Board of Directors (the “*Board*”). Currently, such office is c/o Burns & Levinson LLP, 125 High Street, Boston, Massachusetts 02110. EMWSL may also have offices at such other places as EMWSL may require.

Section 1.03 Fiscal Year. The fiscal year of EMWSL shall begin on January 1 and end on the following December 31 of each year.

Section 1.04 Non-Budgeted Expenses. Any expense for a non-budgeted item greater than \$500.00 shall be agreed to by the Board prior to payment being issued. Any such expense shall be reported to the members at their next meeting.

**ARTICLE II.
STATEMENT OF PURPOSES**

EMWSL is organized to promote women’s participation in soccer by organizing and supporting fair and competitive soccer, promoting women’s health and fitness, actively developing and nurturing new players, and fostering involvement in the broader Boston metropolitan soccer community; to raise and distribute funds for such purposes; and to engage in any and all activities in furtherance of, related to, incidental to, or conducive to the attainment of the foregoing purposes, or any of them, which may lawfully be carried on by a corporation formed under Chapter 180 of the Massachusetts General Laws (“*Chapter 180*”). EMWSL shall offer soccer programs without regard to, or discrimination on the basis of race, creed, color, nationality, national origin, religion, age, sexual orientation, gender identity, gender expression, sex, physical or mental ability or marital status.

**ARTICLE III.
DIRECTORS**

Section 3.01 Authority. The business and affairs of EMWSL shall be managed by or under the direction of the Directors, which shall have the right to exercise all powers of EMWSL as permitted by law. The Board of Directors, by majority vote, may adopt such rules, policies and procedures not inconsistent with the Association’s Articles of Organization, Constitution and By-laws, or applicable law as it may deem proper for the conduct of its meetings and the management of the Association.

Section 3.02 Number of Directors. The total number of Directors constituting the entire Board shall not be less than four (4) nor more than sixteen (16), with the then-authorized number of Directors fixed from time to time by the Board. A Director may, but need not be a representative of a member team.

Section 3.03 Classes of Directors. The Board shall be and is divided into two classes, as nearly equal in number as possible, designated: Class I and Class II. Class I Directors shall consist of: the President, the Treasurer, the Referee Assignor, the New Player Coordinator, and the Game Scheduler; and Class II Directors shall consist of the Vice President, the Secretary, the Division 1 director, the Division 2 director, and the Division 3 director. In case of any increase or decrease, from time to time, in the number of Directors, the number of Directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of Directors shall shorten the term of any incumbent Director.

Section 3.04 Terms of Office. Each Director shall serve for a term ending on the date of the second annual general meeting of the EMWSL membership (“*AGM*”) following the AGM at which such Director was elected; *provided*, that each Director initially appointed to Class I shall serve for an initial term expiring at EMWSL’s AGM in 2021; and each Director initially appointed to Class II shall serve for an initial term expiring at EMWSL’s AGM in 2022; *provided further*, that the term of each Director shall continue until the election and qualification of a successor and be subject to such Director’s earlier death, resignation, disqualification or removal. The then-current President shall be the chairperson of the Board.

Section 3.05 Newly Created Directorships and Vacancies. Any newly created Directorship resulting from an increase in the authorized number of Directors and any vacancies occurring in the Board, may be filled by the affirmative votes of a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director and shall not be filled by the members. A Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom she has replaced, a successor is duly elected and qualified, or the earlier of such Director’s death, resignation, disqualification or removal.

Section 3.06 Resignation. Any Director may resign by delivering a written resignation to EMWSL at its principal office or to the President or Secretary/Clerk. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 3.07 Removal. Any Director may be removed only for cause and only by the affirmative vote of either (i) two-thirds of the entire Directors at any meeting of the Directors, or (ii) at least a majority of the members entitled to vote in any AGM for the election of Directors or a class of Directors. No member of the Board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the Director whose removal is sought. The notice provision of Section 3.12 notwithstanding, written notice shall be delivered to all Directors at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 3.08 Regular Meetings. Regular meetings of the directors may be held without call or notice at such places and times as the directors may from time to time determine.

Section 3.09 Special Meetings. Special meetings of the Directors may be held at such times and at such places as may be determined by the President on at least twenty-four (24) hours' notice to each Director given by one of the means specified in Section 3.12 hereof other than by mail or on at least three (3) days' notice if given by mail. Special meetings shall be called by the President in like manner and on like notice on the written request of a majority of the Directors then in office.

Section 3.10 Telephone Meetings. Meetings of the Board or any committee thereof may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a Director in a meeting pursuant to this Section 3.10 shall constitute presence in person at such meeting.

Section 3.11 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the Directors shall be given to each Director whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 3.12 hereof other than by mail, or at least three (3) days' notice if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 3.12 Notices. Subject to Section 3.09, Section 3.11, and Section 3.13 hereof, whenever notice is required to be given to any director by applicable law, the Constitution or these Bylaws, such notice shall be deemed given effectively if given in person or by telephone, mail addressed to such director at such director's address as it appears on the records of the Association, facsimile, e-mail, or by other means of electronic transmission.

Section 3.13 Waiver of Notice for Meetings. Whenever the giving of any notice to a Director is required by applicable law, the Constitution or these Bylaws, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of Directors or committee meeting need be specified in any waiver of notice.

Section 3.14 Organization. At each meeting of the Directors, the President or, in her absence, another Director selected by the Board shall preside. The Secretary/Clerk shall act as secretary at each meeting of the Directors. If the Secretary/Clerk is absent from any meeting of the Directors, an assistant Secretary/Clerk shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the Secretary/Clerk and all assistant Secretaries/Clerks, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

Section 3.15 Quorum and Voting. The presence of a majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. At any meeting of the Directors at which a quorum is present, a majority of those Directors present and voting shall decide any matter, unless a different vote is specified by law, the Constitution, or these Bylaws.

Section 3.16 Action Without Meeting. Unless otherwise restricted by the Constitution or these Bylaws, any action required or permitted to be taken at any meeting of the Directors or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with applicable law.

Section 3.17 Compensation. Directors shall not receive any salaries for their services on the Board; *provided, however,* a Director may, if authorized by the Board, be reimbursed for necessary expenses, including travel expenses, reasonably incurred by her in the performance of her duties as a Director.

ARTICLE IV. COMMITTEES

Section 4.01 Committees. The Board, by vote of at least a majority of the Directors then in office, may create such standing and special committees as it determines to be necessary or advisable. The Board shall determine the duties, powers and composition of such committees; *provided,* that the Board shall not delegate to such committees those powers which by law, the Constitution or these By-Laws may not be delegated. 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 members of such committee. Any committee may, subject to the approval of the Board, make further rules for the conduct of its business. However, unless otherwise provided by vote of the Board or by rules established by the Board, the business of any committee shall be conducted as nearly as possible in the same manner, including the power to act by unanimous written consent and to conduct meetings by telephone conference, as is provided in these Bylaws for the Board. The members of any committee shall remain in office at the pleasure of the Board.

ARTICLE V. OFFICERS

Section 5.01 Number; Qualification. The officers of EMWSL shall be a President, a Vice President, a Treasurer, a Secretary/Clerk and such other officers as may be elected in accordance with the provisions of this Article V. An officer may but need not be a Director or member. If required by the Directors, any officer shall give the Association a bond for the faithful performance of her duties in such amount as with such surety or sureties as shall be satisfactory to the Directors.

Section 5.02 Election. The officers of EMWSL shall be elected by the members at the AGM, based upon the schedule set forth in Section 3.04.

Section 5.03 Tenure. Each officer shall each hold office until the AGM in which her term expires unless a shorter period shall have been specified by the terms of her election or appointment, or in each case until she sooner dies, resigns, is disqualified or is removed.

Section 5.04 President. The President shall serve as representative and spokesperson of the EMWSL, preside at all meetings of the members and Board, and coordinate and direct activities of the Board. The President, with the advice and consent of the Board, shall appoint all committees. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 5.05 Vice President. The Vice President shall assist the President with league activities and, upon request, and otherwise shall have such duties and powers as the Board or members shall determine. The Vice President, or first Vice President if there are more than one, shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of her inability to act.

Section 5.06 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of EMWSL. In those capacities, she shall (i) be in charge of its financial affairs, funds, securities and valuable papers and shall keep up full and accurate records thereof; (ii) prepare and maintain an operating budget for the next succeeding fiscal year and present such budget to the Board for approval in accordance with the timetable established by the Board of Directors; (iii) prepare interim and final financial statements of the Association's results of operations; (iv) help collect team fees, fines, and other income, make authorized expenditures, and keep receipts of all expenditures; (v) ensure that applicable Federal, state and local tax forms and filings are completed in a timely manner; and (vi) have such other duties and powers as are designated by the Board of Directors or the President. She shall also be in charge of books of account and accounting records and of its accounting procedures.

Section 5.07 Secretary/Clerk. The Secretary/Clerk shall record and keep the minutes of the meetings of the members and Directors in one or more books provided for that purpose; incorporate changes in the Constitution, Bylaws and League Rules; ensure that all notices are given in accordance with the provisions of these bylaws; act as parliamentarian at all Board and members meetings; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the Directors. The Secretary/Clerk shall be a resident of Massachusetts unless EMWSL has a resident agent duly appointed for the purpose of service of process.

Section 5.08 Other Officers. Other officers shall have such duties and powers as may be designated from time to time by the Directors.

Section 5.09 Multiple Offices. A person may hold more than one office at the same time.

Section 5.10 Vacancies. If any office becomes vacant, the Directors shall elect a successor. Each such successor shall hold office for the unexpired term and until her successor is elected, or until she sooner dies, resigns or is removed.

Section 5.11 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of Directors then in office at any meeting of the Directors. No

officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought. The notice provision of Section 3.12 notwithstanding, written notice shall be delivered to all Directors at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 5.12 Resignation. Any officer may resign by delivering a written resignation to EMWSL at its principal office or to the President or Secretary/Clerk. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

ARTICLE VI. CORPORATE TRANSACTIONS

Section 6.01 Contracts. The Directors may authorize any officer or officers, agent or agents of EMWSL, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of EMWSL, and such authority may be general or confined by specific instances.

Section 6.02 Indebtedness. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of EMWSL, shall be signed by the President or Treasurer, or such other officer or agent of EMWSL as from time to time may be determined by the Directors. In the absence of such determination of the Board, such instruments shall be signed by the President or Treasurer of EMWSL.

Section 6.03 Deposits. All funds of EMWSL shall be deposited from time to time to the credit of EMWSL in such banks, trust companies, brokerages or other depositories as the Directors shall select.

Section 6.04 Contributions. The Directors or any authorized officer or agent may accept on behalf of EMWSL any contribution, gift, bequest or devise for the general purposes or for any special purpose of EMWSL.

Section 6.05 Financial Responsibility. EMWSL shall not assume, nor be liable for the debts and/or the financial responsibilities, either implied or incurred, of any player, coach, manager, team assistant, official or referee from any member.

ARTICLE VII. PERSONAL LIABILITY

No officer or Director of EMWSL shall be personally liable to EMWSL for monetary damages for or arising out of a breach of fiduciary duty as an officer or Director, any provision of law imposing such liability to the contrary notwithstanding; *provided*, that the foregoing shall not eliminate or limit the liability of an officer or Director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or Director's duty of loyalty to EMWSL, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or Director derived an improper personal benefit.

ARTICLE VIII. INDEMNIFICATION

To the extent legally permissible, including to the extent that the status of EMWSL as exempt from federal income tax under [Section 501(c)(3)] of the Internal Revenue Code of 1986, as amended (the “*Code*”), is not affected thereby, EMWSL shall indemnify each person who may serve or who has served at any time as an officer, Director or employee of EMWSL, or who at the request of EMWSL may serve or at any time has served as a member, director, officer or trustee of, or in a similar capacity with another organization, against all expenses and liabilities, including counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which she may become involved by reason of her service in such capacity; *provided*, that no indemnification shall be provided for any such person with respect to any matter or proceeding (a) initiated by such person unless she is successful on the merits, (b) authorized by at least a majority of the full Board, (c) that seeks a declaratory judgment regarding her own conduct, or (d) as to which she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of EMWSL; and *provided further*, that any compromise or settlement payment shall be approved by a majority of the Directors who are not at that time parties to the proceeding. Such indemnification may, to the extent authorized by EMWSL, include payment by EMWSL 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 she shall be adjudicated to be not entitled to indemnification under this Article VIII, 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 another organization, including an employee benefit plan, shall be deemed to have acted in good faith in the reasonable belief that her action was in the best interests of EMWSL if she acted in good faith in the reasonable belief that her action was in the best interests of such organization or of the participants or beneficiaries of, or other persons with interests in such organization to whom she has a fiduciary duty.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between EMWSL and the indemnified officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, Director, or employee under this Article shall apply to such officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

**ARTICLE IX.
BOOKS AND RECORDS**

Any records maintained by EMWSL in the regular course of its business, including its books of account and minutes books, may be maintained on any information storage device or method; *provided*, that the records so kept can be converted into clearly legible paper form within a reasonable time. EMWSL shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law. EMWSL shall make reports of its condition and activities not less than annually to the Director and shall make all other filings and reports as would otherwise be required by Chapter 180.

**ARTICLE X.
CONFLICTS OF INTEREST**

Whenever a Director or officer has a financial or personal interest in any matter coming before the Directors, the affected person shall (i) fully disclose the nature of the interest and, (ii) withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of EMWSL to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

**ARTICLE XI.
RESTRICTIONS ON ACTIVITIES**

No part of the net earnings of EMWSL shall inure to the benefit of, or be distributable to its Directors. EMWSL shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of EMWSL to other organizations or private persons.

**ARTICLE XII.
DISSOLUTION**

In the event of dissolution of EMWSL, the Directors shall, after paying or making provisions for the payment of all of the liabilities of EMWSL to the extent assets of EMWSL permit, dispose of all the assets of EMWSL exclusively for the purposes of EMWSL, as the Directors shall determine, in accordance with the statutes of the Commonwealth of Massachusetts.

**ARTICLE XIII.
SEXUAL AND PHYSICAL ABUSE**

EMWSL opposes sexual and physical abuse. To the extent permissible under applicable law, the Board and members shall adopt procedures consistent with this policy consistent with criteria established by USSF.

ARTICLE XIV. CONSTRUCTION

Unless the context otherwise requires: (a) a capitalized term has the meaning assigned to it; (b) references in the singular to “him,” “her,” “it,” “itself,” or other like references, and references in the plural or the feminine or masculine reference, as the case may be, shall also, when the context so requires, be deemed to include the plural or singular, or the masculine or feminine reference, as the case may be; (c) references to Articles and Sections shall refer to articles and sections of these Bylaws, unless otherwise specified; (d) the words “include,” “includes” and “including” shall be deemed to be followed by the words “without limitation”; and (e) the word “or” is not exclusive.