

BYLAWS OF CAPE ANN YOUTH FOOTBALL LEAGUE
(Effective: February 12, 2020)

Section 1. 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

Section 2. BOARD OF DIRECTORS

2.1 Powers.

The affairs of the corporation shall be managed by the directors who may exercise all the powers of the corporation.

2.2 Number and Election.

The corporation shall have a board of directors. The members of the board of directors shall be the duly elected or designated representatives of each program participating in the Cape Ann Youth Football League (the "League") (the "Participating Programs"). The board of directors shall have the sole authority to determine what constitutes a Participating Program and who constitutes the duly elected representative of each Participating Program. The members of the board of directors shall be elected by the duly elected or designated representatives of each program then participating in the League at the annual meeting to hold office until the next annual meeting or until a successor is elected and qualified, or as provided in Section 5 herein.

2.3 Committees.

The directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, committees shall conduct their affairs in the same manner as is provided in these by-laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

2.4 Annual Meeting.

The annual meeting 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 or an officer designated by the directors shall determine. In the event that no date for the annual meeting is established or such meeting has not been held on the date so determined, a special meeting in lieu of the annual meeting may be held with all of the force and effect of an annual meeting.

2.5 Regular and Special Meetings.

Regular meetings of the directors may be held at such places and at such times as the directors may determine. Special meetings of the directors may be held at any time and at any place when called by the commissioner, the vice-commissioner or a majority of the directors.

2.6 Notice of Meetings.

Forty-eight hours' notice by mail, email, hand delivery or telecopier shall be given for an annual or special meeting unless shorter notice is adequate under the circumstances. No notice need be given for a regular meeting. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed 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 such director. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the articles of organization or these bylaws.

2.7 Quorum.

At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.8 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, unless otherwise provided by law, the articles of organization or these bylaws.

2.9 Action by Writing.

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.

2.10 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 which 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 above, the knowing failure of any director or directors to disclose such interest shall be grounds for removal from the board.

Section 3. OFFICERS AND AGENTS

3.1 Number and Qualification.

The officers of the corporation shall be a commissioner, vice commissioner, treasurer, clerk and such other officers, if any, as the directors 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.

3.2 Election.

The commissioner, vice commissioner, 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.

3.3 Tenure.

Subject to Section 5 herein, the commissioner, vice commissioner, 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.

3.4 Commissioner.

Unless otherwise determined by the directors, the commissioner 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 commissioner shall preside at all meetings of the directors, except as the directors otherwise determine. The commissioner shall have such other duties and powers as the directors shall determine.

3.5 Vice Commissioner.

In the absence of the commissioner, the vice commissioner shall perform duties of the commissioner. The vice commissioner shall have such other duties and powers as the directors shall determine.

3.6 Treasurer.

The treasurer shall be the chief financial officer of the corporation. He or she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall have such other duties and powers as designated by the directors or the commissioner.

3.7 Clerk.

The clerk shall record and maintain records of all proceedings of the directors in a book or books kept for that purpose and shall have custody of the seal of the corporation. If the clerk is absent from any meeting of directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

3.8 Other Officers.

Other officers shall be appointed and have such duties and powers as may be designated from time to time by the directors.

Section 4. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity 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.

Section 5. RESIGNATION, REMOVAL AND VACANCIES

5.1 Resignation.

Any director or officer may resign at any time by delivering his resignation in writing to the commissioner or the clerk or to the corporation. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

5.2 Removal.

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

5.3 Vacancies.

Any vacancy in the board of directors 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.

Section 6. 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 therefore 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 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 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.

Section 7. SEAL AND FISCAL YEAR

7.1 Corporate Seal.

The seal of the corporation shall be circular in form with the name of the corporation around the periphery and the year and state of incorporation within or such other form as the directors may determine.

7.2 Fiscal Year.

The fiscal year of the corporation shall end on June 30 in each year or such other date as the directors may determine.

Section 8. ADOPTION OF RULES AND REGULATIONS

The directors may, from time to time and by majority vote, adopt rules and regulations applicable to the corporation and modify the same consistent with these bylaws.

Section 9. AMENDMENT

These bylaws may be amended or repealed, in whole or in part, by vote of a two-thirds (2/3) majority of the directors then in office at any meeting of the directors. No amendment shall be effective unless the substance of the same shall have been submitted in writing to the board of directors at the preceding regularly scheduled meeting of the board of directors. Notice of the proposed amendment and of its substance, must be included in the notice of next regularly scheduled board of directors meeting.

Adopted: February 12, 2020

Attest: _____
Thomas Ladd, Secretary