

**BY-LAWS**  
**OF**  
**PITTSFIELD SOCCER CLUB, INC.**

Adopted June 17,2008

ARTICLE 1

GENERAL PROVISIONS

1.1 Name. The name of the corporation shall be as set forth in the Articles of Organization.

1.2 Purposes. The purposes of the corporation shall be as set forth in the Articles of Organization.

1.3 Principal Office. The principal office of the corporation in the Commonwealth of Massachusetts shall be located at 2 Federico Drive, Pittsfield, MA 01201. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.4 Corporate Seal. The board of directors may adopt and alter the seal of the corporation.

1.5 Fiscal Year. Except as from time to time otherwise provided by the board of directors, the fiscal year of the corporation shall end on the last day of December.

1.6 No Members. The corporation shall have no members. No person now or hereafter designated by the corporation as a "member" for any purpose shall be or be deemed to be a member for purposes of the articles of organization or by-laws of the corporation or for

purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the board of directors of the corporation.

## ARTICLE II

### BOARD OF DIRECTORS

2.1 Number and Election of Directors. The board of directors shall consist of not fewer than three directors. Directors shall be elected at the annual meeting of the board of directors by vote of the majority of directors then in office. The size of the board of directors may be increased or decreased at any meeting of the board of directors by vote of the majority of directors then in office.

2.2 Tenure. Each director shall hold office for three years or until his or her successor is elected and qualified, or until the director sooner dies, resigns, is removed or becomes disqualified.

2.3 Vacancies. The directors may fill any vacancy in the board of directors. Each successor shall hold office for the unexpired term or until he or she sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

2.4 Powers. The affairs of the corporation shall be managed by the board of directors who shall have and may exercise all the powers of the corporation in accordance with law, the provisions of the articles of organization, and these by-laws.

2.5 Annual Meeting. An annual meeting of the board of directors to re-elect directors

and to elect the president, clerk, treasurer and other officers shall be held each year during the month of November. The annual meeting may be held at the principal office of the corporation or at such other place within the Commonwealth of Massachusetts as the president or directors shall determine. If an annual meeting is not held as herein provided, a special meeting of the directors may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these By-laws, except in this Section 2.5, to the annual meeting of the directors shall be deemed to refer to such special meeting. Any such annual or special meeting shall be called and notice shall be given as provided in Sections 2.7 and 2.8.

2.6 Regular Meetings. Regular meetings of the board of directors may be held with call or notice at such places and at such times as the board of directors may from time to time determine, provided that notice of the first regular meeting following any such determination shall be given to absent directors.

2.7 Special Meetings. Special meetings of the board of directors may be held at any time and at any place designated in the call of the meeting, when called by the president or the treasurer, or by the president at the written request of two or more directors, reasonable notice thereof being given to each director by the clerk or an assistant clerk.

2.8 Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by mail at least seventy-two hours, by electronic mail at least forty-eight hours, or by telecopier at least twenty-four hours before the meeting addressed to him or her at his or her usual or last known business or residence address, or to give notice to him or her in person or by telephone at least twenty-four hours before the meeting. Notice of a meeting need not be given to any director if a written waiver of

notice, executed by the director 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. Neither notice of a meeting nor a waiver of notice need specify the purposes of the meeting unless otherwise required by law.

2.9 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.

2.10 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 By-laws.

2.11 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 consent shall be treated for all purposes as a vote at a meeting.

2.12 Presence through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a meeting of such board 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.

2.13 Resignation and Removals. Any director may resign at any time by delivering a written resignation to the president, the clerk or to a meeting of the board of directors. 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. The board of directors may, by affirmative vote of two-thirds of the directors in office, remove any director from office with or without cause. A director may be removed for cause only after reasonable notice and opportunity to be heard before the board of directors.

2.14 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. Any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise designate, 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.

2.15 Compensation. Directors shall serve without compensation for their services but may be reimbursed for expenses incurred on behalf of the corporation.

### ARTICLE III

#### OFFICERS

3.1 Enumeration and Qualification. The officers of the corporation shall be a president, a treasurer and a clerk, and such other officers, including one or more vice presidents, one or more assistant treasurers, one or more assistant clerks, as the board of directors from time to time may in its discretion elect or appoint. The corporation may also have such agents, if any, as the board of directors from time to time may in their discretion appoint. The officers shall be elected by the board of directors. The clerk shall be a resident of Massachusetts. Any two or more offices may be held by the same person.

3.2 Powers. Each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to the office and such duties and powers as the board of directors may from time to time designate.

3.3 Election. The president, the treasurer and the clerk shall be elected at the annual meeting of the board of directors by vote of the majority of directors then in office. Other officers, if any, may be elected by the board of directors at said meeting or at any other time by vote of the majority of directors present.

3.4 Tenure. Each officer shall hold office until the annual meeting of the board of directors and until a successor is elected and qualified, or until he or she sooner dies, resigns, is removed, or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the board of directors.

3.5 President and Vice President. 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 preside at all meetings of the directors, except as directors otherwise determine.

If one or more vice president(s) are elected, the vice president or vice presidents shall have such duties and powers as the directors 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 his or her inability to act.

3.6 Treasurer and Assistant Treasurers. Unless otherwise prescribed by the board of directors, the treasurer shall be the chief financial and accounting officer of the corporation and shall be in charge of its funds, books of account, and accounting records. 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 and shall have such other duties and powers as may be prescribed from time to time by the board of directors.

Any assistant treasurers shall have such duties and powers as shall be prescribed from time to time by the board of directors, and shall be responsible to and report to the treasurer.

3.7 Clerk and Assistant Clerk. The clerk shall record all proceedings of the board of directors in books to be kept therefor, which shall be open at all reasonable times to the inspection of any director. In the absence of the clerk from such meeting an assistant clerk, or if there be none or if he or she is absent, a temporary clerk chosen at the meeting, shall record the proceedings thereof. The clerk shall notify the directors of the meetings in accordance with these by-laws.

The clerk shall have custody of the corporation's records, documents, and valuable papers. The clerk, or in his or her absence the assistant clerk, shall have custody of the corporate seal and be responsible for affixing it to such documents as may require to be sealed.

Any assistant clerk shall have such duties and powers as shall from time to time be designated by the board of directors, and shall be responsible to and shall report to the clerk.

3.8 Resignations and Removals. Any officer may resign at any time by delivering a written resignation to the president, the clerk or to a meeting of the board of directors. 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. The board of directors may remove any officer elected by them with or without cause by vote of the majority of the directors then in office. An officer may be removed for cause only after

reasonable notice and opportunity to be heard before the board of directors.

3.9 Vacancies. If the office of any officer becomes vacant, the board of directors may elect a successor, by vote of a majority of the directors present. Each such successor shall hold office for the unexpired term, and in the case of the president, the treasurer and the clerk, until a successor is chosen and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

#### ARTICLE IV

##### BENEFACTORS, SPONSORS, CONTRIBUTORS FRIENDS OF THE CORPORATION

The board of directors may designate certain persons or groups of persons as benefactors, sponsors, contributors 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 board of directors shall otherwise designate, shall in such capacity have no rights or responsibilities of any kind in the corporation.

#### ARTICLE V

##### INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

5.1 Right to Indemnify. The corporation may indemnify and reimburse out of the corporate funds any person (or the personal representative of any person) who at any time serves or shall have served as a director, officer, employee or other agent of the corporation, or who serves or shall have served at its request as a director, officer, employee or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he or she may be or become subject by reason of such

service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceeding to which he or she is made a party by reason of such service, except with respect to any matter as to which he or she shall have been 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. In effecting such indemnity and reimbursement, the corporation may enter into such agreements and direct the officers of the corporation to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in its judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

5.2 Indemnification in Advance of Final Disposition of Action. Indemnification to the persons specified in Section 5.1 may 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 By-law or under Section 6 of Chapter 180 of the General Laws of Massachusetts, as the same may be amended (“Chapter 180”) and upon receipt of a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 5.1 of this Article and under Section 6 of Chapter 180.

5.3 Insurance. The corporation shall have authority to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer,

employee at the request of the corporation as a director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

## ARTICLE VI

### CONFLICTS OF INTEREST

No contract or transaction between the corporation and one or more of its directors, or his or her family members or between the corporation and any other organization of which one or more of its directors are members, directors, trustees or officers, or in which any of them has any financial or other interest, shall be void or voidable, or in any way affected, solely for this reason, or solely because the director is present or participates in the meeting of the directors, or of a committee thereof, which authorizes, approves or ratifies the contract or transaction, if:

(a) The material facts of his or her relationship or interest and as to the contract or transaction are disclosed or are known to the directors or the committee which authorizes, approves or ratifies the contract or transaction, and the director or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; and

(b) The contract or transaction is in the best interests of the corporation as of the time it is authorized, approved or ratified by the directors or a committee thereof.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the members or directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction. However, the common or interested director must withdraw

from and exit the room during the discussion and voting of the interested contract or transaction in which he or she has a financial interest.

Each director must provide the board of directors with an annual written disclosure of the following:

- (i) the director's business involvements with the corporation;
- (ii) the director's other board memberships, whether of for-profit or non-profit corporations; and
- (iii) the total amount received by the director from the corporation for services rendered to the corporation or as a vendor of goods to the corporation.

Such annual written disclosure must be circulated to all of the directors of the corporation and must be updated throughout the year, as necessary.

No member of the board of directors shall accept any gift or gratuity from any vendor doing business with the corporation, other than gifts or gratuities that are "de minimis".

## ARTICLE VII

### EXECUTION OF PAPERS

Except as the board of directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed or endorsed on behalf of the corporation by its president or its treasurer.

## ARTICLE VIII

### PERSONAL LIABILITY

The directors and the officers of the Corporation shall not be personally liable for any

debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claims against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

#### ARTICLE IX

#### AMENDMENT

These by-laws may at any time be altered, amended or repealed, in whole or in part, by vote of a majority of the board of directors, provided that all directors have been notified of the meeting and that an amendment to the By-laws will be considered at such meeting and provided that no amendment may be adopted which is inconsistent with the Articles of Organization.

I, \_\_\_\_\_, Clerk of the Pittsfield Soccer Club, hereby certify that the above is a complete and accurate copy of the current By-Laws of the corporation.