

**BY-LAWS  
OF  
SCYFL&C, INC.**

Effective as of January 1, 2018

**ARTICLE FIRST  
NAME, PURPOSE, LOCATION,  
CORPORATE SEAL AND FISCAL YEAR**

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

1.2 Location. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. 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.

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

1.4 Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the directors, end on the 31st day of December in each year.

**ARTICLE SECOND  
NO MEMBERS**

The Corporation shall have no members. Any action or vote permitted to be taken by members pursuant to Massachusetts General Laws, Chapter 180 shall be taken by action or vote of the same percentage of the directors of the corporation.

**ARTICLE THIRD  
BOARD OF DIRECTORS**

3.1 Number and Election. The initial directors shall be those persons named as directors on file with the Secretary of the Commonwealth's office. Thereafter, the directors shall be elected by vote of a majority of the directors then in office. The number of directors may be increased or decreased from time to time by the directors then in office at any regular or special meeting.

3.2 Tenure. Each director shall hold office for one (1) year and until his or her successor, if any, is elected and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified.

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

3.4 Committee. 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.

3.5 Suspension or Removal. A director may be suspended or removed with or without cause by vote of a majority of the directors then in office or automatically as a result of missing meetings as described below. A director may be removed with cause only after reasonable notice and opportunity to be heard. Missing three consecutive meetings without adequate notification to the president or clerk shall automatically result in removal.

3.6 Resignation. A director may resign by delivering his or her written resignation to the president, treasurer or clerk of the corporation, to a meeting of the directors or to the corporation at its principal office. 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.

3.7 Vacancies. Any vacancy in the Board of Directors shall be filled by the remaining directors at any meeting. Each 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 directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

3.8 Annual Meeting. The annual meeting of the Board of Directors shall be held on the first Tuesday in January and shall be called by the chairman, president or any director. The annual meeting may be held anywhere in the United States. 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. As provided in Article Four below, at the annual meeting, the directors shall elect the president, treasurer, clerk, and any other officers of the corporation.

3.9 Regular Meetings. Regular meetings of the directors will be held at such places and at such times as the directors may determine.

3.10 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the president or by three or more directors.

3.11 Call and Notice.

A. Regular Meetings. No call or notice shall be required for a regular meeting of directors, provided that reasonable notice (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent directors, (ii) specifying the purpose of a regular meeting shall be given to each director if either contracts or transactions of the corporation with interested persons or amendments to these By-Laws are to be considered at the meeting, and (iii) shall be given as otherwise required by law, the Articles of Organization or these By-Laws.

B. Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these By-Laws or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, (ii) amendments to these By-Laws, (iii) an increase or decrease in the number of directors, or (iv) removal or suspension of a director.

C. 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 forty-eight (48) hours before the meeting addressed to the director at his or her usual or last known business or residential address or to give notice to the director in person or by telephone at least twenty-four (24) hours before the meeting.

D. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver or notice, executed by the director (or his or her attorney thereunto authorized) 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. A waiver of notice need not specify the purposes were required to be specified in the notice of such meeting.

3.12 Quorum. At any meeting of the directors, one-third (1/3) 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.

3.13. Presence by Communications Equipment. Unless otherwise provided by law or the Articles of Organization, directors may participate in board meetings 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. Notwithstanding the foregoing, in person attendance is preferable.

3.14 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.

3.15 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.

3.16 Compensation. Directors shall not receive compensation for their services as directors but may be reimbursed for reasonable expenses incurred in the performance of their duties.

3/17 CORI Criminal Background Checks. As a prerequisite to serving on the Board of Directors,

all directors shall ensure that all members of the board, all officers, all coaches, managers, team representatives, and any other person with a substantial role as a representative of the Corporation shall be subject to a CORI criminal background check in each year of their participation with the Corporation.

#### ARTICLE FOURTH OFFICERS AND AGENTS

4.1 Number and Qualification. The officers of the corporation shall be a president, treasurer, clerk and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. An officer may but need not be a director of the corporation. 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. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

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

4.3 Tenure. The president, vice president, treasurer and clerk shall each hold office until the next annual meeting and until his or her successor is chosen and qualified, unless a shorter or longer period shall have been specified by the terms of his or her election or appointment, or in each case 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 directors.

4.4 Chairman of the Board of Directors. If a chairman of the Board of Directors is elected, he or she shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

4.5 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.

The president or vice presidents, if any, 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.

4.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The treasurer shall have such other duties and powers as designated by the directors or the president. The treasurer shall also be in charge of its books of account and accounting records and of its accounting procedures.

4.7 Assistant Treasurers. In the absence or disability of the Treasurer, his powers and duties shall be performed by the Assistant Treasurer, if only one, or if more than one, by the one designated for the purpose by the Directors. Each Assistant Treasurer shall have such other powers and perform such other duties as the Directors shall from time to time designate.

4.8 Clerk. The clerk shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of the directors. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-Laws and names of all directors and the address of each. If the clerk is absent from any meeting of the directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

4.9 Assistant Clerks. In the absence of the Clerk from any meeting of the Directors, the Assistant Clerk, if one be elected, or if there be more than one, the one designated for the purpose by the Directors, otherwise a Temporary Clerk designated by the person presiding at the meeting, shall perform the duties of the Clerk. Each Assistant Clerk shall have such other powers and perform such other duties as the Directors may from time to time designate.

4.10 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 special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

4.11 Resignation. An officer may resign by delivering his or her written resignation to the president, treasurer or clerk of the corporation, to a meeting of the directors, or to the corporation at its principal office. 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.

4.12 Vacancies. If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and clerk, until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

## ARTICLE FIFTH EXECUTION OF PAPERS

Except as the 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 by the president or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the

corporation by two of its officers, of who one is the president or a vice president and the other is the treasurer or an assistant treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions or votes of the corporation.

## ARTICLE SIXTH PERSONAL LIABILITY

The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation, including, but not limited to, all those payable to persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, of any money that may otherwise become due or payable to them from the corporation.

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

7.1 Right to Indemnification. The corporation shall 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 proceedings 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 directors of 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 their 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. The director seeking indemnification shall have no vote with respect to such matters.

7.2 Indemnification in Advance of Final Disposition of Action. Indemnification to the persons specified in Section 7.1 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.

7.3 Insurance. The corporation shall have power 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 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 EIGHTH AMENDMENTS

These By-Laws may be altered, amended or repealed in whole or in part by vote of two-thirds of the directors then in office, present and voting at any meeting, the notice of which contains a statement of the proposed alterations or amendments.

## ARTICLE NINTH ASSETS, DISSOLUTION

The assets of the corporation shall be dedicated and used solely for the purposes permitted under Chapter 180 of the General Laws of Massachusetts and Section 501(C)(3) of the Internal Revenue Code of 1986, as time to time amended. In the event of the dissolution of the corporation, the assets of corporation may only be distributed to an organization formed under Section 501(C)(3) of the Internal Revenue Code organized solely for charitable, scientific or educational purposes.

## ARTICLE TENTH CONFLICT OF INTEREST

10.1 Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

### 10.2 Definitions.

A. Interested Person. Any director, principal officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any group of entities of which the Corporation is a part, he or she is an interested person with respect to all entities.

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, or
- 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 substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Section 10.3(B), a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

### 10.3 Procedures.

A. Duty To Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether A Conflict Of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures For Addressing The Conflict Of Interest. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

i. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

ii. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

iii. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

D. Violations Of The Conflicts Of Interest Policy.



i. If the board or committee has reasonable cause to believe that 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.

ii. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

10.4 Records of Proceedings. The minutes of the board and all committees with board-delegated powers 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's 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 therewith.

10.5 Compensation Committees.

A. 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.

B. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

10.6 Annual Statements. Each director, principal officer and member of a committee with board delegated powers 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 a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

10.7 Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum include the following subjects:

A. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

B. Whether acquisitions and other services result in inurement or impermissible private benefit.

C. Whether partnership and joint venture arrangements and arrangements with management service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

10.8 Use of Outside Experts. In conducting the periodic reviews provided for in Section 10.7, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.