

2014

CORPORATE BY-LAWS

AMENDED AND RESTATED ON MAY 15, 2014



CORPORATE BY-LAWS
BURRILLVILLE-GLOCESTER YOUTH SOCCER ASSOCIATION,
a Rhode Island non-profit corporation
Amended and restated on May 15, 2014

ARTICLE I

NAME, ADDRESS, PURPOSE AND COMPLIANCE

Section 1. The name of the corporation is Burrillville-Glocester Youth Soccer Association (hereinafter referred to as “BGYSA”, “Corporation” or the “Association”).

Section 2. The mailing address of the Corporation shall be P.O. Box 235, Chepachet, Rhode Island 02814.

Section 3. The purpose of the Corporation shall be to dedicate itself to the best interests of youth soccer, with particular emphasis on the organization, promotion, regulation and development of youth soccer within the Town of Burrillville and the Town of Glocester. The Corporation shall exercise complete control over youth soccer within said Town except in those matters reserved by the United States Soccer Federation (“USSF”), the United States Youth Soccer Association (“USYSA”) and Soccer Rhode Island (“SRI”).

Section 4. The Corporation shall not discriminate against any individual on the basis of race, color, religion, age or sex. Please see the Harassment and Non-Discrimination Policy for further details.

Section 5. USSF’s, USYSA’s and SRI’s Articles of Incorporation, By-Laws, policies, procedures and requirements take precedence over and supersede the governing documents, including but not limited to the Articles of Incorporation and these By-Laws of BGYSA to the extent applicable under the laws of the State of Rhode Island. BGYSA shall abide by said Articles of incorporation, By-Laws, policies, procedures and requirements to the extent that the same shall conflict with the Corporation’s governing documents.

ARTICLE II
STATEMENT OF PHILOSOPHY

BGYSA was founded on the following principles, which represent the ideals upon which it operates:

1. That BGYSA is open, with equal opportunity for all players including both boys and girls, beginners and advanced;
2. That learning and maturing, striving and skill, go hand and hand;
3. That BGYSA honors the idea of sports as a pleasurable activity while insuring participation for all, and that it recognizes that children having a good time is as important for them as understanding the competitive aspects of winning and losing;
4. That BGYSA demands good sportsmanship, and believes that displaying respect for others is the major characteristic of good sportsmanship; BGYSA expects the highest standards of personal conduct from all players, coaches, and spectators at all times; and
5. That BGYSA fosters and accentuates teamwork to instill a sense of “community” in its players, coaches, parents, sponsors and board members and that BGYSA works together and takes pride in the accomplishments of each member of our community.

ARTICLE III
MEMBERSHIP

Section 1. Voting membership in the Corporation shall be restricted to those residents of the Town of Burrillville and the Town of Glocester, Rhode Island, serving as BGYSA’s Board of Directors.

Section 2. Non-voting membership in the Corporation shall be restricted to the following non-voting membership categories:

1. Playing Members (youth members):

(a) Recreation: any playing age child interested in soccer shall be deemed a Playing Member upon timely application and payment of the applicable registration fee or the receipt of financial aid. Only active Playing Members in good standing are eligible to participate in BGYSA sponsored programs and events.

(b) Competitive: Any playing age youngster interested in soccer and selected by the Corporation to participate in any competitive program offered by and/or through BGYSA pursuant to procedures which shall be adopted by the Corporation from time to time.

(c) Referee Training Program: Any child or adult accepted into the program and properly registered in the Associations database and in the Rhode Island State Referee Committee.

2. Parent/Guardian Members: Any parent or guardian of a Playing Member may become a Parent/Guardian Member upon the payment of the registration fee or the receipt of financial aid for either a recreational or competitive Playing Member.

Section 3. Additional affiliated membership categories may be offered by BGYSA in accordance with guidelines by the governing State Association. All BGYSA affiliated membership categories and programs shall be subject to approval of the BGYSA Board and ratified by a majority of the voting membership prior to implementation.

Section 4. All individuals seeking Youth Membership in a BGYSA program must initially submit the required registration form, provide a certificate of birth documenting legal age, provide all requested medical information and complete the corresponding medical and legal liability waivers, and pay all related membership and registration fees set forth by BGYSA. All membership and/or registration documents for youth participants under the legal age of 18 must be completed and signed by the participant's parent or other legal guardian prior to acceptance by BGYSA.

The term for Youth Membership shall be one seasonal year, which is defined as being the period from August 1st to July 31st of each calendar year.

Section 5. BGYSA shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by the governing State Association, BGYSA and/or USSF (subject to any contrary requirements contained in state or local law applicable to the State Association.)

ARTICLE IV

ANNUAL, SPECIAL AND GENERAL MEETINGS OF THE CORPORATION

Section 1. There shall be an Annual Meeting of the Corporation on or before the last day in May of each year, on such day as may be decided by a majority vote of the Board. Notice of the Annual Meeting of the Corporation shall be published via the BGYSA.org website no later than one (2) weeks prior to such Annual Meeting. The business of the Annual Meeting shall be to receive reports from the Board of Directors and the various committees, to elect such members of the Board of Directors and/or officers as may be required, and for such other business as may properly come before it.

Section 2. Special meetings of the Corporation for any purpose or purposes may be called by the written notice of the President or by any two (2) members of the Board of Directors. Notice of any

special meeting shall be given at least two days previously thereto by written notice delivered personally, or by e-mail, or mailed to each director at his home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent by the sender thereof. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of the Special Meeting shall be stated in all notices of the meeting and no other business shall be transacted at said meeting.

Section 3. At all regular or special meetings of the Corporation, five (5) Voting Members of the Corporation shall constitute a quorum, and such a quorum may transact such business of the Corporation as may properly come before it. A lesser number than a quorum shall adjourn such meeting to a time and place certain, but not less than two (2) weeks later than the meeting being adjourned.

Section 4. At all meetings of the Corporation each Voting Member of the Corporation shall be entitled to one (1) vote. No vote shall be cast by proxy or absentee ballot.

Section 5. The President shall preside at all Annual and Special Meetings of the Corporation and shall have the right to vote at all such meetings. In the absence of the President, the Vice President, the Treasurer, the Secretary, in such order, shall so preside.

Section 6. All meetings shall be conducted in accordance with Robert’s Rules of Order.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by its Board of Directors and governed by its Constitution, By-Laws, Policies, and Procedures. The Directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with these bylaws and the laws of this State.

Section 2. The Board of Directors of the Corporation shall consist of not less than nine (9) nor more than thirteen (13) persons. Each Corporate Officer of BGYSA shall serve as a member of the Board of Directors, *ex officio*; provided that each such officer shall be entitled to vote on all matters before the Board of Directors and shall be referred to as the Executive Board. Each

director shall hold office until the next annual meeting of the Corporation and until his successor shall have been elected and qualified.

Section 3. Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally, or by e-mail, or mailed to each director at his home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent by the sender thereof. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors; provided, however, that the consent of greater than seventy-five percent (75%) the Directors present and voting at a meeting shall be required to remove a Director pursuant to Section 7 hereof.

Section 5. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the board for any reason may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

Section 6. Any or all of the Directors may be removed for or without cause by vote of the Directors pursuant to Section 5 hereof.

Section 7. A Director may resign at any time by giving written notice to the board, the President or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 8. No compensation shall be paid to Directors, as such, for their services as a Director.

Section 9. A Director of the Corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 10. The President with the majority approval of the Executive Board shall appoint as deemed necessary the five (5) to nine (9) additional Board positions. The required remaining five Board positions shall include: Club Registrar, Competitive Director, Recreation Director, Referee Director, and Coaching Director. The Executive Board can authorize at any Board Meeting another four (4) Board positions (example: Grants & Fundraising Director, Facilities Director, Concessions Director, and Honorary Member) not to exceed a total Board size of thirteen (13).

Section 11. Any Board member missing three (3) consecutive General Meetings or six (6) in a fiscal year shall be removed from the Board. There will be no reinstatement during that fiscal year.

Section 12. The Board of Directors shall have the power to ratify, review, alter, or reject any proposal made by any member of the Association. The Board of Directors will settle disputes between two (2) or more members of the Associations after reviewing the report and recommendations of the Grievance & Disciplinary Committee. The Board will authorize any and all disciplinary measures after reviewing the report and recommendations of the Grievance & Disciplinary Committee. Their decisions shall be considered final.

ARTICLE VI

THE OFFICERS & DIRECTORS

Section 1. The Officers shall consist of a President, a Vice President, a Secretary and a Treasurer, and such other officers and assistant officers and agents as may be deemed necessary and elected or appointed by the Directors. The four officer's positions are referred to as the Executive Board.

Section 2. The Officers shall be elected by the Directors at the Annual Meeting or as soon thereafter as conveniently possible. Each officer shall serve at the pleasure of the Directors. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. Any officer may be removed at any time by the consent of greater than sixty-six percent (66%) of the Directors present and voting at a meeting shall be required to remove an Officer.

Section 4. Any officer or agent may resign at any time by giving written notice to the President or secretary. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in it, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. Any vacancy in any office because of death, resignation, removal or any other cause shall be filled in the manner prescribed in these bylaws for election or appointment to the office.

Section 6 - President. The President shall have active executive management of the operations of the Corporation, subject, however, to the control of the Directors. He shall preside at all meetings

of Voting Members and the Board of Directors, discharge all the duties that devolve upon a presiding officer, and perform such other duties as the bylaws provide or the Directors may prescribe. The President shall be the chairperson of the Advisory Committee, a member of the Competitive Committee, preside over all final disciplinary hearings, and serve as a Soccer Rhode Island Representative (Delegate).

The President shall, from time to time, report to the membership concerning the activities of the association and shall call regular and special meetings of the association and the Board of Directors in accordance with these By-Laws. The President shall appoint the chairpersons of all regular and special committees and shall sign and make all contracts and agreements in the name of the association subject to Board approval. The President shall see that the books, reports, statements and certificates required by the statutes are properly kept, audited and filed according to the law. The President may sign all checks in the name of BGYSA. The President shall have the general direction and management of the affairs of the association and shall enforce these By-Laws and perform all the duties incident to the position and office which are required by law.

Section 7 - Vice President. The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, or at the direction of the President, and shall perform such other duties as the bylaws may provide or the Directors may prescribe. The Vice President will ensure all health, fire, and safety licenses and permits are in order on a timely basis.

The Vice President shall be the chairperson of the Grievance & Disciplinary Committee, a member of the Competitive Committee, a member of the Recreational Committee, and serve as a Soccer Rhode Island Representative (Delegate).

Section 8 - Secretary. The Secretary shall attend all meetings of the Directors and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of these meetings. He shall be custodian of the records. He shall attend to the giving of all notices and shall perform such other duties as the bylaws may provide or the Directors may prescribe.

The Secretary shall be the chairperson of the Scholarship Committee.

Section 9 - Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the corporation. He shall be the legal custodian of all moneys, notes, securities, and other valuables that may from time to time come into the possession of the corporation. He shall immediately deposit all funds of the corporation coming into his hands in some reliable bank or other depository to be designated by the Directors, and shall keep this bank account in the name of the corporation. He shall furnish, whenever requested, a

statement of the financial condition of the corporation, and shall perform such other duties as these bylaws may provide. The Treasurer shall coordinate the preparation of the annual financial statement, budget, corporate filings and tax returns.

The Treasurer shall be a member of the Scholarship Committee.

Section 10. In case of the absence of any officer of the corporation or for any other reason that the Directors may deem sufficient, the Directors may transfer the powers or duties of that officer to any other officer of the corporation, provided greater than sixty-six percent (66%) of the Directors present and voting concur.

Section 11 - Club Registrar. The role of Registrar is to collect the documentation for all children signing up to play and adults to coach. According to BGYSA and Soccer Rhode Island rules, all players and volunteers (coaches, assistant coaches, etc) must be registered in the Soccer Rhode Island database. The Registrar will communicate the registration dates, payments due dates, reminders and other general registration information. Downloads of registered players will be required on a regular basis so as to begin team selection and player reminders.

In addition to the “Mass Emails” notifying previous players of the registration dates, flyers must be distributed to all schools with the on-line and in-person dates.

Section 12 – Recreation Director. The Recreation Director shall be responsible for and coordinate all operational aspects of the recreational activities of BGYSA other than those assigned to the Executive Board. These responsibilities shall include, but may not be limited to, coordinating and monitoring, coaching assignments for each age group and division, overseeing the team selection process, scheduling game times and fields, establishing and posting Team/Division standings. He shall preside over all Recreation Committee meetings and shall be responsible for making monthly written reports on the operation of the recreational division to the BGYSA Board of Directors. He shall prepare and submit a written report to the BGYSA Board of Directors at the end of the recreational season. He shall also be responsible for the annual fall league in-house tournament, as well as the annual Awards Day and Banquet activities to be held after the conclusion of the recreation soccer season.

Section 13 – Competitive Director. The Competitive Director shall be responsible for and coordinate all operational aspects of the BGYSA Competitive Soccer Season, and to serve as the chairperson for the Competitive Committee. The Director shall be responsible for making monthly written reports on the operation of the competitive division to the BGYSA Board of Directors. He shall prepare and submit a written report to the BGYSA Board of Directors at the end of the winter and spring competitive seasons.

Section 14 – Referee Director. The Referee Director shall be responsible for the selection, training, and assignment of referees for the Fall Recreational Season and, in accordance with procedures and in conjunction with the SRI Referee Coordinator and the Rhode Island SuperLiga, shall perform the same functions when applicable for each competitive season.

Section 15 – Coaching Director. The Coaching Director shall be responsible for the training and licensing program of all coaches for the recreational program and, in accordance with SRI policies perform the same functions when applicable and requested for each competitive season. He, in conjunction with the President, Vice President, Competitive Director, and Recreational Director, shall assist in the selection of head coaches. He shall also insure that all coaches and assistant coaches are properly registered with BGYSA and properly licensed for the age division they coach. He shall monitor the effectiveness and conduct of the coaches and assistant coaches, and report to the Board of Directors accordingly.

Section 16 – Terms of Office. All Directors terms of office shall be two (2) years with no term limits. The even year elections will be held for President, Secretary, Club Registrar, Competitive Director and Coaching Director. The odd year elections will be held for Vice President, Treasurer, Recreational Director and Referee Director. Any additional positions added to the Board of Directors will be placed starting in the odd year cycle and continuing with opposing years.

ARTICLE VII

SPECIAL CORPORATE ACTS

Section 1. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the corporation; all deeds, mortgages, and other written contracts and agreements to which the corporation shall be a party; and all assignments or endorsements or stock certificates, registered bonds, or other securities owned by the corporation, shall, unless otherwise directed by a majority of Directors, or unless otherwise required by law, be signed by the President and/or the Treasurer. A majority of Directors may, however, designate officers of the corporation other than those named above, who may, in the name of the corporation, sign such instruments; and may authorize the use of facsimile signatures of any of such persons.

ARTICLE VIII

COMMITTEES AND STAFF POSITIONS

Section 1. The committees and staff positions of the Corporation shall assist the Directors in managing the affairs of the Corporation, and shall be as follows:

Committees:

- (a) Advisory Committee – shall act as a sounding board for the President and Vice President. A committee that should reflect in membership the past, present and future of BGYSA. The President of the Corporation shall act as the chairperson and the Vice President as the vice chairperson.
- (b) Grievance & Disciplinary Committee - shall hear all grievances and questions of an ethical or disciplinary nature. This committees will meet upon a grievance being submitted if such grievance meets the definition required as outlined in the Grievance & Disciplinary Policy. The Vice President of the Corporation shall act as chairperson.
- (c) Scholarship & Financial Aid Committee - shall establish the rules and criteria for the administration of the BGYSA Senior Scholarship and shall make modifications as needed. The committee shall also review all applications for financial aid. The Secretary of the Corporation shall act as chairperson and the Treasurer of the Corporation as vice chairperson.
- (d) Competitive Soccer Committee - Shall be responsible for the setting of rules, organization and operation of competitive league play. The Competitive Director shall act a chairperson and the Assistant to the Competitive Director as vice chairperson.
- (e) Recreational Soccer Committee - Shall be responsible for the organization and operation of recreational league play. The Recreation Director shall act a chairperson and the Assistant to the Recreational Director shall act as vice chairperson.

Staff Positions:

- (a) Assistant to the Competitive Director;
- (b) Assistant to the Recreational Director;
- (c) Assistant to the Coaching Director;
- (d) Assistant to the Club Registrar;
- (e) Assistant to the Referee Director;
- (f) Health & Safety Manager;
- (g) TOP Soccer Manager;
- (h) Facilities Manager;
- (i) Fundraising Manager;

(j) Concession Stand Manager

All of the members of these committees and staff positions shall be members of the Association and shall be appointed annually by the Directors (except where these By-Laws shall specifically designate members). Each committee shall elect its chairman, except where specific provisions to the contrary are set forth in these By-Laws, and shall govern itself subject to the direction and under the supervision of the Directors.

Section 2. There shall be such *ad hoc* committees of the Corporation as the Directors shall organize and supervise. Said *ad hoc* committees shall perform such duties as may be set forth by the Directors.

ARTICLE IX

BUSINESS METHODS

Section 1 – Persons authorized to sign legal documents. The President and the Secretary of the Corporation shall sign all mortgages, leases, deeds and other conveyances of real property of the Corporation.

Section 2 – Persons authorized to sign notices, checks and drafts. Any bank is authorized to honor and accept all checks, drafts, money orders, and notes drawn against the Corporation's bank accounts when the same are signed by the President or Treasurer.

Section 3. The Corporation shall maintain or cause to be maintained accurate books of account accordance with generally accepted accounting principles applied on a basis consistent with that of preceding periods. It shall file or record, or cause to be filed or recorded, such financial reports or returns as may be periodically required by the United States, the State of Rhode Island, the Town of Burrillville and the Town of Glocester.

Section 4. All accounts of the Corporation shall be reviewed annually by a certified public accountant or by such other person or persons as may be acceptable to and approved by the Directors.

Section 5. The Corporation shall maintain insurance coverage satisfactory in scope and substance to the Directors.

Section 6. The fiscal year of the corporation shall end on March 31st of each year.

ARTICLE X
INDEMNIFICATION

Section 1. Definitions. As used herein, the following terms shall have the following respective meanings:

“Covered Act” means any act or omission of an Indemnified Person in the Indemnified Person’s official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a member of the governing body, officer, employee or agent of another entity.

“Director” means any member of the Board of Directors of the Corporation. “Excluded Claim” has the meaning set forth in Section 4, hereof.

“Expenses” means any reasonable expenses incurred by the Indemnified Person in connection with the defense of any claim made against the Indemnified Person for Covered Acts including, without being limited to, legal, accounting or investigative fees and expenses of bonds necessary to pursue an appeal of an adverse judgment.

“Indemnified Person” means any director or officer of the Corporation.

“Loss” means any amount which the Indemnified Person is legally obligated to pay as a result of any claim made against the Indemnified Person for Covered Acts including, without being limited to, judgments for, and awards of, damages, amounts paid in settlement of any claim, any fine or penalty or, with respect to an employee benefit plan, any excise tax or penalty.

“Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

Section 2. Indemnification. Subject to the exclusions hereinafter set forth, by adoption of this By-Law provision, the Corporation agrees that it will indemnify the Indemnified Person against and hold the Indemnified Person harmless from any Loss or Expenses.

Section 3. Advance Payment of Expenses. By the adoption of this By-Law provision, the Corporation agrees that it will pay the Expenses of the Indemnified Person in advance of the final disposition of any Proceeding except to the extent that the defense of a claim against the Indemnified Person is undertaken pursuant to any Directors’ and officers’ liability insurance maintained by the Corporation. The advance payment of Expenses will be subject to the Indemnified Person’s first agreeing in writing with the Corporation to repay the sums paid by it

hereunder if it is thereafter determined that the Proceeding involved an Excluded Claim or that the Indemnified Person was otherwise not entitled to indemnity under this Article.

Section 4. Exclusions. The Corporation will not be liable to pay any Loss or Expenses (an “Excluded Claim”):

- (a) For which payment is actually made to or on behalf of the Indemnified Person under such Directors’ and officers’ liability insurance policy as may be maintained by the Corporation (except for any excess beyond the amount covered by such insurance);
- (b) For which the Indemnified Person is otherwise indemnified or reimbursed;
- (c) With respect to a proceeding in which a final judgment or other final adjudication determines that the Indemnified Person is liable to the Corporation for: (i) a breach of the Indemnified Person’s duty of loyalty to the Corporation; (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; or (iii) any transaction (other than a transaction approved in accordance with Section 7-6-26.1 of the Rhode Island Nonprofit Corporation Act) from which the Indemnified Person derived an improper personal benefit;
- (d) If a final judgment or other final adjudication determines that such payment is unlawful.

Section 5 - Notice to Corporation. Promptly after receipt by the Indemnified Person of notice of the commencement of or the threat of commencement of any Proceeding, the Indemnified Person will, if indemnification with respect thereto may be sought from the Corporation under these Articles, notify the Corporation of the commencement thereof. If, at the time of the receipt of such notice, the Corporation has any Directors’ and officers’ liability insurance in effect, the Corporation will give prompt notice of the commencement of such Proceeding to the insurer in accordance with the procedures set forth in the policy or policies in favor of the Indemnified Person. The Corporation will thereafter take all necessary or desirable action to cause such insurer to pay, on behalf of the Indemnified Person, all Loss and Expenses payable as a result of such Proceeding in accordance with the terms of such policies.

Section 6 - Indemnification Procedures.

Payments on account of the Corporation’s indemnity against Loss will be subject to the Corporation’s first determining that the Loss results from a claim which is not an Excluded Claim. Such a determination will be made:

- (i) By the Directors by a majority vote of a quorum consisting of Directors not at the time parties to the Proceeding; or
- (ii) If a quorum cannot be obtained for purposes of clause (i) of this section, then by a

majority vote of a committee of the Directors duly designated to act in the matter by a majority vote of the full Directors (in which designation Directors who are parties to the Proceeding may participate) consisting solely of two or more Directors not at the time parties to the Proceeding; or

(iii) By independent legal counsel designated: (A) by the Directors in the manner described in clause (i) of this subparagraph (a), or by a committee of the Directors established in the manner described in clause (ii) of this subparagraph (a), or (B) if the requisite quorum of the full Directors cannot be obtained therefore and a committee cannot be so established, by a majority vote of the full Directors (in which designation Directors who are parties to the Proceeding may participate). The determination required by this subparagraph (a) will be made within 60 days of the Indemnified Person's written request for payment of a Loss, and if it is determined that the Loss is not an Excluded Claim payment will be made forthwith thereafter.

Payment of an Indemnified Person's Expenses in advance of the final disposition of any Proceeding will be made within twenty (20) days of the Indemnified Person's written request therefore. From time to time prior to the payment of Expenses the Corporation may, but is not required to, determine (in accordance with subparagraph (a), above) whether the Expenses claimed may reasonably be expected, upon final disposition of the Proceeding, to constitute an Excluded Claim. If such a determination is pending, payment of the Indemnified Person's Expenses may be delayed up to sixty (60) days after the Indemnified Person's written request therefore, and if it is determined that the Expenses are not an Excluded Claim, payment will be made forthwith thereafter.

Section 7 - Settlement. The Corporation will have no obligation to indemnify the Indemnified Person under these Articles for any amounts paid in settlement of any Proceeding effected without the Corporation's prior written consent. The Corporation will not unreasonably withhold or delay its consent to a settlement subject to the requirement that a determination thereafter will be made as to whether the Proceeding involved an Excluded Claim or not.

Section 8 - Rights Not Exclusive. The rights provided hereunder will not be deemed exclusive of any other rights to which the Indemnified Person may be entitled under the Act, any By-Law, agreement, vote of members or of disinterested Directors or otherwise, both as to action in the Indemnified Person's official capacity and as to action in any other capacity while holding such office, and shall continue after the Indemnified Person ceases to serve the Corporation in an official capacity.

Section 9 - Enforcement. The Indemnified Person's right to indemnification hereunder will be enforceable by the Indemnified Person in any court of competent jurisdiction and will be enforceable notwithstanding that an adverse determination has been made as provided in Section 6 hereof.

In the event that any action is instituted by the Indemnified Person under these Articles to enforce or interpret any of the terms of these Articles, the Indemnified Person will be entitled to be paid all court costs and expenses, including reasonable attorneys' fees, incurred by the Indemnified Person with respect to such action, unless the court determines that each of the material assertions made by the Indemnified Person as a basis for such action was not made in good faith or was frivolous.

Section 10 - Severability. If any provision of this Article is determined by a court to require the Corporation to perform or to fail to perform an act which is in violation of applicable law, this Article shall be limited or modified in its application to the minimum extent necessary to avoid a violation of law, and, as so limited or modified, this Article shall be enforceable in accordance with its terms.

Section 11 - Successor and Assigns. This Article will be:

(a) Binding upon all successors and assigns of the Corporation (including any transferee of all or substantially all of its assets) and;

(b) Binding on and inure to the benefit of the heirs, executors, administrators, and other personal representatives of the Indemnified Person. If the Corporation sells or otherwise transfers all or substantially all of its assets to a third party, the Corporation will, as a condition of such sale or other transfer, require such third party to assume and perform the obligations of the Corporation under this Article.

Section 12 - Amendment. No amendment of this Article will be effective as to an Indemnified Person without his or her written consent.

ARTICLE XI

GENERAL

Section 1. Whenever the context so requires, reference herein to the masculine gender shall include the feminine gender and vice versa, or in either case, the neuter; and the singular shall include the plural and vice versa.

Section 2. Whenever under the provisions of the Rhode Island Nonprofit Corporation Act or of the Articles of Incorporation or of these By-Laws written notice is required to be given to any person, such notice shall be given by mail, addressed to such person at his address as it appears in the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be delivered if so mailed three (3) days after the date when the same shall have been deposited in the United States mail in the State of Rhode Island. Notice may also be given by e-mail or personally to any person.

Section 3. These By-Laws may be revised, altered or amended by an affirmative vote of greater than sixty-six percent (66%) of the members present and voting at any meeting of the Corporation provided that the substance of the amendment or amendments shall have been given in the notice of the meeting.

Section 4. All previous By-Laws are hereby repealed and annulled. Directors and officers of the Corporation holding office at the time of the adoption of these By-Laws and whose terms are presumed not to expire under the conditions of these By-Laws, shall continue in office as provided herein.

Section 5. None of the income of the Association, however derived, is distributable to its directors or officers.

ARTICLE XIII

DISSOLUTION

For any unforeseen reason, the Association membership may determine by a two-thirds (2/3) vote that it is necessary to dissolve or liquidate the Association. Upon dissolution of BGYSA, any remaining assets shall be distributed solely to charity or any non-profit organization to be designated and approved by the Board of Directors. Preference and preference shall be given to any organization/s that have donated funds or property to BGYSA.