

**BY-LAWS  
OF THE  
SOMERVILLE YOUTH SOCCER LEAGUE, INC.**

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**ARTICLE I.  
NAME, PURPOSES, LOCATION, CORPORATE SEAL, AND FISCAL YEAR**

**1.1 Name and Purposes.**

The organization shall be called the Somerville Youth Soccer League, Inc. (hereinafter referred to as SYSL). SYSL is affiliated with the Massachusetts Youth Soccer Association, Inc. (hereinafter referred to as MYSA) and the United States Youth Soccer Association, Inc. (hereinafter referred to as USYSA).

**1.2 Location.**

The principal office of SYSL in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of SYSL. The SYSL Board of 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, Logo and Colors.**

The Directors may adopt and alter the seal of SYSL. The SYSL Logo shall bear the likeness of the Prospect Hill Tower in Somerville. The words "Somerville Youth Soccer League" shall appear in the seal. The official colors of the SYSL shall be Blue (hex: #1B458F), Red (hex: #C4122E), and White (hex: #FFFFFF).

**1.4 Fiscal Year.**

The fiscal year of SYSL shall, unless otherwise decided by the SYSL Board of Directors, end on December 31st in each year.

**ARTICLE II.  
SYSL MEMBERSHIP**

**2.1 SYSL Membership Eligibility.**

Members shall consist of (i) any and all persons over the age of eighteen (18) who are residents of the City of Somerville and are a parent or guardian having a player or players under the age of eighteen (18) who attend an educational school (public or private) in the City of

Somerville; (ii) any and all persons over the age of eighteen (18) who are a parent or guardian of a player or players under the age of eighteen (18) who are residents of Somerville but attend an educational school (public or private) outside the City of Somerville; (iii) any and all persons over the age of eighteen (18) who volunteer with the SYSL in any capacity, including Officers, Members of the Board of Directors, coaches and all others providing services to SYSL on a voluntary basis during the SYSL club year. Membership shall be limited to those persons recognized by the SYSL as being parents, guardians, or volunteers and listed in the SYSL records.

For the purpose of determining eligibility for membership, the current SYSL club year shall be concurrent with the Somerville Public School System academic "year" (from September 1 to August 31) and, as such, includes the Fall soccer season and/or the following Spring soccer season.

The Clerk shall keep a list of all current voting members in good standing to be voting members of SYSL. The Clerk or in the Clerk's absence, another SYSL Officer/Director appointed by the President, shall conduct the voting in accordance with these By-Laws. Inactive members shall be removed from the voting list prior to the SYSL Annual Meeting. Members who have been suspended or removed from SYSL forfeit all voting rights immediately upon suspension or removal. SYSL Officers and Directors suspended or removed from SYSL forfeit any and all voting rights that accompany said SYSL Board of Directors positions.

## **2.2 SYSL Member Rights.**

The right of a member to vote and all his/her right, title, and interest in or to SYSL shall cease on the termination of his/her membership. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of SYSL.

## **2.3 Termination of Membership.**

Membership in SYSL terminates with the end of a child's participation in SYSL and may be terminated by the SYSL Board of Directors Executive Committee through suspension or removal. A simple majority vote of the Executive Committee is required to terminate a membership, and the terminated member is to be notified of this membership termination by registered mail. This notice will include the effective date of the suspension or removal, the duration of any suspension if applicable, the reason for the suspension or removal, and an explanation of the process of applying for reinstatement in the case of a removal.

## **2.4 Application for Reinstatement.**

An otherwise-eligible former SYSL member who has been suspended or removed may apply to the SYSL Board of Directors Executive Committee for consideration for reinstatement as an SYSL member for the following club year (fall and spring seasons) each May. The

application will consist of a written request for reinstatement consisting of no more than five (5) pages. This application must be mailed to the Clerk at P.O.Box 26, Somerville, MA 02143 at least two (2) business days in advance of the annual meeting. No other communication or attempt at communication with the Members of the Board of Directors, including the Executive Committee, regarding removal or reinstatement shall be permitted. The SYSL Board of Directors Executive Committee will vote on any reinstatement requests at a special meeting during the following month of June, with a simple majority of the Executive Committee required to reinstate.

### **2.5 Annual Meetings.**

The annual meeting of the members shall be held on the evening of the Wednesday preceding Memorial Day in each year or, if that date is a legal holiday in the place where the meeting is to be held, then at the same hour on the next succeeding day not a legal holiday. The annual meeting may be held at the principal office of SYSL or at such other place within the United States as the President or Directors shall determine. Notice of any change of the date fixed in these By-Laws for the annual meeting shall be given to all members at least twenty (20) days before the new date fixed for such meeting. If an annual meeting is not held as herein provided, a special meeting of the members 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 members shall be deemed to refer to such special meeting. Any such 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 members may be held at such places within the United States and at such times as the Directors may determine.

### **2.7 Special Meetings.**

Special meetings of the members may be held at any time and at any place within the United States. Special meetings of the members may be called by the President or by the Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other Officer, upon written application of three (3) or more members.

### **2.8 Call and Notice.**

**(a) Annual and Regular Meetings.** No call or notice shall be required for annual or regular meetings of members, provided that reasonable notice (i) of the first regular meeting following the determination by the members of the times and places for regular meetings shall be given to absent members, (ii) of an annual meeting not held at the principal office of the SYSL shall be given to each member, (iii) specifying the purpose of an annual meeting shall be

given to each member if amendments to these By-Laws (as adopted by the Directors or otherwise) is to be considered at the meeting and (iv) 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 members shall be given to each member. 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 amendments to these By-Laws (as adopted by the Directors or otherwise) are to be considered at the meeting.

**(c) Reasonable and Sufficient Notice.** Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by mail at least seven (7) days or by facsimile, email or other electronic means or hand delivery at least forty eight (48) hours before the meeting addressed to such member at his or her usual or last known business or residence address or to give notice to such member in person or by telephone at least forty eight (48) hours before the meeting. All notices should be communicated via the SYSL website and through SYSL social media accounts.

**(d) Waiver of Notice.** Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by the member before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

## **2.9 Quorum.**

At any meeting, ten (10) members present in person shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than ninety (90) days after the first session of the meeting 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.**

Each member in good standing shall have one vote. When a quorum is present, a majority of the votes properly cast by members in good standing present in person shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these By-Laws. Only members in good standing present at a meeting may vote. Members are prohibited from voting by proxy.

## **2.11 Action by Written Consent.**

Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in

writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

### **2.12 SYSL Player Eligibility.**

It is the goal of SYSL to provide opportunities to Somerville residents above all other players. However, if not enough Somerville players are available to form a travel team in such numbers as may be necessary to provide a playing opportunity for Somerville residents, a travel team may include up to 25% of its players who do not reside in Somerville, assuming a waiver is approved by Middlesex Youth Soccer League. This will also require the explicit permission of the SYSL Boys Travel Program Director or SYSL Girls Travel Program Director and the SYSL President. No SYSL member shall solicit or recruit players outside the City of Somerville for the purposes of chartering an SYSL soccer team.

## **ARTICLE III. SYSL BOARD OF DIRECTORS**

### **3.1 Number, Election and Tenure.**

The Board of Directors shall consist of not fewer than ten (10) or more than twenty-five (25) Officers/Directors. Board of Directors shall be comprised of:

- President\*
- Immediate Past President
- Vice President\*
- Treasurer\*
- Clerk\*
- Registrar\*
- Player Development Director\*
- Coach Development Director\*
- Equipment Director
- Uniform Director
- CORI Director
- Fields Director
- Community Relations Director
- Communications & Social Media Director
- Webmaster
- Ombudsman
- MYSL Town Director
- Boys Travel Program Director
- Girls Travel Program Director
- Grades 1 & 2 Age Director

- Grades Pre-K & K Age Director
- Toddler Age Director
- In-Town Referee Director
- Travel Referee Director

\* Officer/Member of the Executive Committee

NOTE: Officer and Director job descriptions are located in the Appendix section of these By-Laws. The number of Officers and Directors may be increased or decreased from time to time by a vote of a majority of the SYSL Board of Directors then in office. The initial Officers and Directors shall be those persons named as Officers and Directors in the Articles of Organization. Thereafter, the Officers and Directors shall be elected by a vote of a majority of SYSL members present in person at the annual meeting and each shall hold office from July 1 until he or she sooner dies, resigns, or is removed. Each Officer and Director shall hold office for a term of 1 year; all Officers and Directors (with the exception of the Immediate Past President) are eligible for re-election for three successive 1-year terms. Following completion of three full terms, an Officer or Director (with the exception of the Immediate Past President) is eligible for re-election beginning one year after his last term ended. If re-elected, such an Officer or Director is eligible for re-election as set forth in the previous sentences. An Officer (ie, President, Vice President, Treasurer, Clerk, Registrar) after serving three successive 1-year terms can choose to run for a Director position (eg, Equipment/Uniform Director, Fields Director, Webmaster, Travel Program Director); if elected to the Director position, he or she is eligible to run again for an SYSL Officer position after serving his/her term as a Director. Only members in good standing are eligible for nomination and election as Officers and Directors.

### **3.2 Powers.**

The affairs of SYSL shall be managed by the SYSL Board of Directors who shall have and may exercise all the powers and duties of a Board of Directors of a not for profit corporation under Massachusetts Law, including the general management and supervision of the business, property and affairs of SYSL.

### **3.3 Officers/Executive Committee.**

The Executive Committee shall consist of the President, Vice President, Clerk, Treasurer, Registrar, Player Development Director, and Coach Development Director (the "Officers"). The Executive Committee shall conduct their affairs in the same manner as is provided in these By-Laws for the Board of Directors. The Executive Committee shall establish, communicate, and evaluate the effectiveness of SYSL annual goals. These goals shall be specific, measurable, achievable, realistic, and time-targeted. The Executive Committee shall have the power to appoint Members of the Board of Directors to the following subcommittees:

- Finance Committee

- Player Evaluation/Team Placement Committee
- Player/Coach Development Committee
- Marketing/Fundraising/Outreach Committee
- Information Technology Committee
- Other subcommittees as approved by majority vote of the Board of Directors

### **3.4 Subcommittees.**

The SYSL Executive Committee shall appoint the aforementioned subcommittees and may delegate to any such subcommittee or subcommittees any or all of their powers. Any subcommittee to which the powers of the Executive Committee are delegated shall consist solely of Members of the Board of Directors. Unless the Executive Committee otherwise designates, subcommittees shall conduct their affairs in the same manner as is provided in these By-Laws for the Board of Directors. The members of any subcommittee shall remain in office at the pleasure of the Executive Committee.

### **3.5 Non-Voting Ex-Officio Members.**

Non-voting (ex-officio) Members of the Board of Directors shall consist of the following:

- SYSL Immediate Past President
- Superintendent of Somerville Recreation and Youth
- Commissioner of Somerville Department of Public Works
- representatives of Tufts University and its Athletics Program (eg, Tufts Athletic Director, Tufts Assistant Athletics Director for Facilities/Fields)
- Somerville High School Athletic Director

### **3.6 Suspension or Removal.**

An Officer or Director may be suspended or removed with or without cause by a vote of two-thirds of the SYSL Board of Directors then in office. An Officer or Director may be removed with cause only after reasonable notice and opportunity to be heard before the body proposing to remove him/her.

### **3.7 Resignation.**

An Officer or Director may resign by delivering his or her written resignation to the President, Treasurer or Clerk of SYSL, to a meeting of the Board of Directors, or to SYSL 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.

### **3.8 Vacancies.**

Any vacancy in the Board of Directors may be filled by vote of the remaining Officers and Directors at any meeting, or by written consent. Each successor shall hold office for the unexpired term or until he or she sooner dies, resigns, is removed or become disqualified. The Officers and Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

### **3.9 SYSL Annual Meeting.**

The SYSL Annual Meeting of members shall be held each year for the purpose of electing the SYSL Board of Directors.

### **3.10 Regular Meetings.**

In addition to the SYSL Annual Meeting of members, regular meetings of the SYSL Board of Directors shall take place monthly from January to November. Any member in good standing wishing to address the SYSL Board of Directors will be afforded time at the regular meeting. Requests to address the board should be submitted to the Clerk at least forty-eight (48) hours in advance of the meeting start time. The duration of time afforded and the time slot in the agenda are to be determined by the SYSL Board of Directors and arranged ahead of time.

### **3.11 Special Meetings.**

Special meetings of the SYSL Board of Directors may be held at any time and at any place when called by the President or by two (2) or more Officers/Directors.

### **3.12 Call and Notice.**

**(a) Regular Meetings.** No call or notice shall be required for a regular meeting of the SYSL Board of Directors, provided that reasonable notice (i) of the first regular meeting following the determination by the Officers and Directors of the times and places for regular meetings shall be given to absent members, (ii) specifying the purpose of a regular meeting shall be given to each Officer and Director if either contracts or transactions of SYSL 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 SYSL Board of Directors shall be given to each Officer and Director. Such notice need not specify the purposes of the 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 SYSL with interested persons, (ii) amendments to these By-Laws, (iii) an increase or decrease in the number of Officers/Directors, or (iv) removal or suspension of an Officer or Director.



**(c) Reasonable and Sufficient Notice.** Except as otherwise expressly provided, it shall be reasonable and sufficient notice to an Officer/Director to send notice by mail at least seven (7) days before the meeting addressed to the Officer/Director at his or her usual or last known business or residence address or to give notice to the Officer/Director in person, by telephone, e-mail or other electronic means at least forty-eight (48) hours before the meeting.

**(d) Waiver of Notice.** Whenever notice of a meeting is required, such notice need not be given to any Officer/Director if a written waiver of notice, executed by the Officer/Director before or after the meeting, is filed with the records of the meeting, or to any Officer/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 of the meeting unless such purposes were required to be specified in the notice of such meeting.

### **3.13 Quorum.**

At any meeting of the SYSL Board of Directors, seven (7) board members present 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.

### **3.14 Action by Vote.**

When a quorum is present at any meeting of the SYSL Board of Directors, a majority of the Officers/Directors present and voting shall decide any question, including election of vacant Officer and Director positions, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

### **3.15 Action by Written Consent.**

Any action required or permitted to be taken at any meeting of the SYSL Board of Directors may be taken without a meeting if all the Officers/Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Officers/Directors. Such consent shall be treated for all purposes as a vote at a meeting.

### **3.16 Participation in Meetings Through Communications Equipment.**

Unless otherwise provided by law or the Articles of Organization, members of the SYSL Board of Directors may participate in a meeting of the Officers/Directors 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 such meeting.

### **3.17 Compensation.**

Officers and Directors may receive compensation for their services as Officers and Directors and may be reimbursed for reasonable expenses incurred in the performance of their duties. A decision to compensate Members of the Board of Directors for their services as an Officers or Director shall require the approval of two-thirds (2/3) of voting Members of the Board of Directors. Subject to the Articles of Organization and to Article IX below, Officers and Directors shall not be precluded from serving SYSL in any other capacity and receiving reasonable compensation for any such services.

### **3.18 Sponsors, Benefactors, Contributors, Advisers or Friends of SYSL.**

The SYSL Board of Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of SYSL, or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Officers and 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.

## **ARTICLE IV. EXECUTION OF PAPERS**

Except as the Officers and 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 SYSL shall be signed by the President, Treasurer, or Director/Officer designated by the SYSL Board of Directors.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of SYSL by the President and the Treasurer (who may be one and the same person), shall be binding on SYSL in favor of any purchaser or other person relying on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, Resolutions or Votes of SYSL.

## **ARTICLE V. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

SYSL shall, to the extent legally permissible, indemnify and hold harmless each person who may serve or who has served at any time as a Director, President, Treasurer, Clerk, or other Officer of SYSL or who at the request of SYSL may serve or at any time has served as a fiduciary (including as a trustee or similar capacity of an employee benefit plan) (collectively, "Indemnified Officers"), against all expenses and liabilities, including, without limitation, counsel

fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which he or she may become involved by reason of his or her 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 and the proceeding was authorized by a majority of the full Board of Directors 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 SYSL (or to the extent such matter relates to his or her service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); and further provided that any compromise or settlement payment shall be approved by SYSL in the same manner as provided below for the authorization of indemnification, or by a court of competent jurisdiction.

Such indemnification may, to the extent authorized by the Board of Directors of SYSL, include payment by SYSL 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 not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by SYSL under this Article, and each Officer/Director of SYSL approving such payment shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of the Officers/Directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Officers/Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Officers/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 SYSL) appointed for the purpose by vote of the Officers/Directors in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full Board of Directors then in office; or

(iii) the Officers/Directors have otherwise acted in accordance with the standard of conduct applied to Directors under Chapter 180 of the Massachusetts General Laws; or

(iv) a court having jurisdiction shall have approved the payment.

Any indemnification or advance of expenses under this Article shall be paid promptly, and in any event within 45 days, after receipt by SYSL of a written request therefore from the Indemnified Officer, unless with respect to a claim for indemnification SYSL shall have determined that the Indemnified Officer is not entitled to indemnification. If SYSL denies the request or if payment is not made within such 45 day period, the Indemnified Officer may at any time thereafter seek to enforce his or her right hereunder in a court of competent jurisdiction and, if successful, 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 Indemnified Officer is not entitled to indemnification shall be on SYSL.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a Director or other Indemnified Officer entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by SYSL apply to the Directors, Officers and fiduciaries of any constituent corporations that have merged into or been consolidated with SYSL who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of SYSL.

The right of indemnification under this Article shall be in addition to and not exclusive of all their rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which SYSL's employees, agents, Directors, Officers and other persons may be entitled by contract or otherwise under law.

This Article constitutes a contract between SYSL and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts or omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

**ARTICLE VI.**  
***PERSONAL LIABILITY***

The Directors and Officers of SYSL shall not be personally liable for any debt, liability or obligation of SYSL. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, SYSL, may look only to the funds and property of SYSL 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 SYSL.

**ARTICLE VII.**  
***DIRECTORS' AND OFFICERS' LIABILITY INSURANCE***

SYSL shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or other agent of SYSL, or is or was serving at the request of SYSL 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 SYSL would have the power to indemnify him or her against such liability.

**ARTICLE VIII.**  
***CONFLICT OF INTEREST***

No contract or transaction between SYSL and one or more of its Directors or Officers, or between SYSL and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because such Director or Officer is present at or participates in the meetings of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, nor shall any Director or Officer be under any liability to SYSL on account of any such contract or transaction if:

(a) the material facts as to his or her relationship or interest as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(b) the contract or transaction is fair as to SYSL as of the time is authorized, approved or ratified, by the Board of Directors, a committee of the Board, or otherwise by SYSL.

**ARTICLE IX.**  
***AMENDMENTS***

These By-Laws may be altered, amended or repealed, in whole or in part, by vote of a majority of the Directors then in office, except with respect to any provision thereof which By-Law, the Articles of Organization or these By-Laws requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending, or repealing by the Directors of any By-Laws, notice thereof stating the substance of such change shall be given to all members. The members may by a majority vote alter, amend or repeal any By-Laws adopted by the Directors or otherwise or adopt, alter, amend or repeal any provision which By-Law, the Articles of Organization or these By-Laws required action by the members. Any amendment, alteration or repeal of the By-Laws by the Directors as provided for

in this Article IX shall be valid and given full force and effect unless and until acted upon by the members.

**ARTICLE X.**  
***INSPECTION OF RECORDS***

Books, accounts, documents and records of SYSL shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, by-laws and records which shall contain the names of all Directors and their record addresses, shall be kept in Massachusetts at the principal office of SYSL, or at an office of the Clerk or the resident agent, if any, of SYSL. Said copies and records need not all be kept in the same office.