

FRIENDSHIP SPORTS ASSOCIATION, INC.

BYLAWS

ARTICLE I NAME, PURPOSE AND POWERS

Section 1 Name: The name of the organization shall be FRIENDSHIP SPORTS ASSOCIATION, INC. It is a nonprofit organization incorporated and operated under the laws of the Commonwealth of Massachusetts.

Section 2 Purpose: FRIENDSHIP SPORTS ASSOCIATION, INC. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The purpose of this corporation is to unite all ethnic groups through the establishment, provision and promotion of sports, cultural, recreational, civic and social activities for its members and the general public.

To maximize our impact, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

Section 3 Powers: The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind.

§ 3.1 Exempt Activities Limitation: Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

§ 3.2: Distribution Upon Dissolution. Upon termination or dissolution of the Friendship Sports Association, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to those of Friendship Sports Association, Inc.

The organization to receive the assets of the Friendship Sports Association, Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Friendship Sports Association, Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the Commonwealth of Massachusetts.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Friendship Sports Association, Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Commonwealth of Massachusetts to be added to the general fund.

ARTICLE II MEMBERSHIP

Section 1 Eligibility for membership: Application for voting membership shall be open to any natural persons currently resident in the Commonwealth of Massachusetts, who supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and membership application fee of Fifty dollars (\$50.00). All memberships shall be granted upon a majority vote of the board.

Section 2 Annual dues: The amount required for annual dues shall be One Hundred Dollars (\$100) each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues and attendance at 2/3 of the general meetings of the organization annually.

Section 3 Rights of members: Must be in good standing (financial) to vote. Each member shall be eligible to appoint one voting representative to cast the member's vote in elections.

Section 4 Resignation and termination: Any member may resign by filing a written letter of resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership for cause.

Section 5 — Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III MEETINGS OF MEMBERS

Section 1 Regular meetings: Regular meetings of the members shall be held monthly, at a time and place designated by the chair.

Section 2 Annual meetings: An annual meeting of the members shall take place in the month of November, the specific date, time and location of which will be designated by the chair. At the annual

meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3 Special meetings: Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by twenty percent of voting members may also call a special meeting.

Section 4 Notice of meetings: Printed notice of each meeting shall be given to each voting member, by mail, not less than two weeks prior to the meeting.

Section 5 Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 6 Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV BOARD OF DIRECTORS

Section 1 Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff (when and where applicable) and committees. The board shall have up to 12, but not fewer than 5 members. The board receives no compensation other than reasonable expenses.

Section 2 Terms: All board members shall serve two-year terms, but are eligible for re-election for up to three consecutive terms.

Section 3 Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4 Board elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 5 Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for up to 12 available positions each year.

Section 6 Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 7 Officers and Duties: There shall be five officers of the board, consisting of a Chair, Vice-chair, Secretary, Treasurer and an Director. Their duties are as follows:

The **Chair** shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The **Vice-chair** shall chair committees on special subjects as designated by the board; and shall preside in the absence of the Chair.

The **Secretary** shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The **Treasurer** shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

The **Director(s)** shall regularly participate to a material degree in the exercise of general executive control over and management of the organization, or a significant portion, of the business and activities of the organization by regular attendance at Board meetings and participation in any matter requiring a vote. Any other duties as the Board may from time to time assign.

Section 8 **Vacancies:** When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 **Resignation, termination, and absences:** Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences -more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 **Special meetings:** Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 11 **Conflicts of Interest Policy:** For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the Friendship Sports Association, Inc.

No director or officer of the Friendship Sports Association, Inc. shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE V COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, public relations, data collection, nominations, etc. The board chair appoints all committee chairs.

Section 2 Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 Finance Committee: The treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VI AMENDMENTS

Section 1 Amendments: These bylaws may be amended from time to time, as necessary, by two-thirds majority of the board of directors. Proposed amendment must be submitted to the Secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two thirds majority vote on October 1, 2013.

Respectfully submitted:

Kay Francis, Secretary
FRIENDSHIP SPORTS ASSOCIATION, INC.

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Conflict of Interest Statement

For Officers, Directors, Committee Members, Staff Members, and certain Consultants

No member of the FRIENDSHIP SPORTS ASSOCIATION, INC.'s Board of Directors, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the FRIENDSHIP SPORTS ASSOCIATION, INC. (FSAI). Each individual shall disclose to the FSAI any personal interest which he or she may have in any matter pending before the FSAI and shall refrain from participation in any decision on such matter.

Any member of the FSAI Board, any Committee or Staff who is an officer, board member, a committee member or staff member of a borrower organization or a loan applicant agency shall identify his or her affiliation with such agency or agencies; further, in connection with any credit policy committee or board action specifically directed to that agency, he/she shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the full board.

Any member of the FSAI Board, any Committee, or Staff shall refrain from obtaining any list of FSAI clients for personal or private solicitation purposes at any time during the term of their affiliation.

At this time, I _____ am a Board member, a committee member, or an employee of the following organizations:

- 1.
- 2.

NOW THEREFORE, this is to certify that I, except as described below, am not now nor at any time during the past year have been:

- 1) A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with the FSAI which has resulted or could result in personal benefit to me.
- 2) A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the FSAI.

Any exceptions to 1 or 2 above are stated below with a full description of the transactions and of the interest, whether direct or indirect, which I have (or have had during the past year) in the persons or organizations having transactions with the FSAI.

Signature: _____ Dated: _____

Friendship Sports Association
Boston, Massachusetts

DIRECTOR AND STAFF

Section 1 Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.