

BY-LAWS FOR CSU, INC
A NOT-FOR-PROFIT CORPORATION

ARTICLE 1: NAME AND LOCATION

The name of the Corporation shall be CSU, Incorporated, A Not-For-Profit Corporation (hereinafter called "CSU"). The principal address of the Corporation is 23 Fayette Street, Cambridge, Massachusetts, 02139-1111, or such other location within the Counties of Middlesex, Suffolk, or Norfolk, in the Commonwealth of Massachusetts, as may be determined by the Board of Directors.

ARTICLE 2: PURPOSE

The object and purpose of CSU shall be to operate exclusively for educational purposes, within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and to the extent not inconsistent therewith. In addition, the purpose of the Corporation is to engage in the following activities:

To educate members of CSU and the general public about physical fitness through sports;

To improve the sports skills of members of CSU and the general public through training and coaching, and to increase their enjoyment of sports:

To increase enjoyment of natural resources and respect for wildlife and the environment among members of CSU and the general public;

To stimulate participation in sports through organized activities and events.

ARTICLE 3: MEMBERSHIP

- 3.1 Membership in the Corporation is open to any person and will be governed by the Commonwealth of Massachusetts' nondiscrimination policy.
- 3.2 Membership shall require the payment of dues, as set by the Board of Directors annually. The Board of Directors may establish a grace period for renewal of membership. Members who do not pay dues for renewal within the grace period shall be automatically terminated from membership.
- 3.3 A Member may be removed only by an affirmative vote of at least two-thirds (2/3rds) of all Members and only for cause, acts inconsistent with Membership or conviction of felony, and only after an opportunity to be heard (unless the Member's whereabouts are unknown).
- 3.4 Membership grades shall consist of single memberships, family memberships, and group memberships or such other grades of membership as determined at a duly-called meeting of the Board of Directors.
- 3.5 The single membership shall be allotted one (1) vote. The family and group memberships shall include the Members of an immediate family or a formally organized group, and are allotted one (1) vote per person present, with a maximum of two (2) votes.

ARTICLE 4: MEETINGS OF THE MEMBERSHIP

- 4.1 The purposes of the annual meeting of Members are to elect Officers, receive reports, approve and amend By-Laws, accept proposals for the Corporation's policies, and any other Corporation business. The annual meeting of the Members of the Corporation shall be held in June, with the times and places designated by the Board of Directors. The Secretary is responsible for mailing or e-mailing the minutes of each meeting, and for placing the meeting information on the

Corporation's web page, at least thirty (30) days before each meeting.

- 4.2 The Board of Directors may designate any place within the Commonwealth of Massachusetts as the place of meeting for any meeting of the Members. If no designation is made, then the place of meeting shall be the principal office of the Corporation in the Commonwealth of Massachusetts.
- 4.3 Special meetings of Membership may be called by the Board of Directors, or by the written request of ten (10) Members. The purpose of each special meeting shall be stated in the notice and may only include purposes that are lawful and proper for Members to consider. The Secretary shall schedule such meetings for a date within sixty (60) days of receipt of the written request and shall be responsible for mailing or e-mailing the times, locations, and agendas for the meeting to each Member, for recording the minutes of the meeting, and for placing the meeting information on the Corporation's web page, at least thirty (30) days before the meeting.
- 4.4 Written or printed notice, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given by or at the direction of the President or Secretary or the person calling the meeting to each Member. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the Member at his address as it appears on the record of the Corporation with postage thereon prepaid.
- 4.5 A written waiver of notice signed by two-thirds (2/3rds) of the Members, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
- 4.6 Any action of the Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken is signed by two-thirds (2/3rds) of the Members of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those Members who have not consented in writing. Any certificate to be filed as a result of the Members' action under this section shall state that written consent was given in accordance with the By-Laws of the Corporation.
- 4.7 Unless otherwise required in the Articles of Incorporation, 15 (15) voting members of the Corporation shall constitute a quorum at a meeting of Members. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote by a simple majority of Members at the meeting entitles to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitles to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.
- 4.8 Each Voting Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members. In addition, the Board of Directors shall have the option of authorizing mail and/or electronic voting.

ARTICLE 5: OFFICERS AND BOARD OF DIRECTORS

- 5.1 All members of the Corporation who are at least 18 years of age and are residents of the Commonwealth of Massachusetts shall be eligible to be elected as Officers or Directors.

- 5.2 The Officers of this Corporation shall be a President, a Secretary, and a Treasurer. The Secretary shall also serve as the Corporation's Resident Agent.
1. The President shall preside at membership and Board of Directors' meetings, and execute the policies passed by the Board of Directors. The President may also appoint subcommittees of the Board of Directors for specific purposes.
 2. The Secretary shall maintain the records of the general affairs of CSU, including meeting minutes and correspondence, and shall be responsible for timely filing of any documents required by the Commonwealth of Massachusetts or the Government of the United States.
 3. The Treasurer shall maintain the financial records of the Corporation, categorizing all receipts, expenditures, and balances in the proper Sections or accounts, and prepare an annual budget for the next fiscal year (in consultation with the Sections). The Board of Directors shall approve or modify the budget before the start of the fiscal year. In addition, the Treasurer shall timely file all tax and other financial forms required by the Commonwealth of Massachusetts or the Government of the United States, and shall perform such other duties as specified herein.
- 5.3 The Board of Directors shall have a minimum of five Members and shall be appointed as follows:
- 5.3.1 Each Section shall be entitled to one (1) Director. If any given Section has more than fifty (50) Members, then that Section may appoint one (1) additional Director per fifty (50) Members.
 - 5.3.2 The President, Secretary, and Treasurer shall also serve on the Board of Directors. The Board of Directors may establish additional Officers, but such additional Officers may not serve on the Board.
- 5.4 The Board of Directors shall have general supervision of the affairs of the Corporation and perform such duties as are specified in these By-Laws, including
- Set CSU policy;
 - Assist the Sections in carrying out their programs;
 - Receive reports from members and Officers;
 - Set and approve the annual budget;
 - Set CSU dues and fees;
 - Vote on recommendations from membership meetings
- 5.5 In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, The Board may delegate his/her powers or duties to any other Officer or to any other Board Member.
- 5.6 The Board of Directors shall meet at least two (2) times each year, in addition to the annual meeting. The President or Secretary may schedule meetings, with the concurrence of a majority of the Board of Directors. Five (5) members of the Board of Directors shall constitute a quorum. All actions taken by the Board of Directors must be approved by simple majority vote, except as specified herein. The Board of Directors may conduct additional meetings electronically, under such procedures as the Board of Directors may approve. All face-to-face meetings of the Board of Directors shall be open to any Member of the Corporation, except, where it is decided by majority vote, that the privacy of an individual must be preserved.

ARTICLE 6: SECTIONS

- 6.1 Any group of at least ten (10) members may apply to the Board of Directors for recognition as a Section. Only one Section shall be recognized in each sport.
- 6.2 Each Section may organize its own program and determine its own rules and organization, provided that they do not contradict or violate the Corporation's By-Laws, or the laws of the governing body of the sport involved in the Section.
- 6.3 Each Section Director shall serve the same term of office as the Corporation's Officers. If a Director position becomes vacant at any time, the Section shall elect an interim Director, for the remainder of the elected term.
- 6.4 Any Section may make a request for the Corporation to apply for Club membership in the appropriate governing body.

ARTICLE 7: ELECTIONS AND REMOVALS

- 7.1 The Corporation's Officers shall be elected by a simple majority vote of the general membership present at the annual meeting.
- 7.2 In contested elections, voting shall be by secret written ballot. If no candidate receives a majority, the membership shall vote again, selecting between the two candidates with the highest votes.
- 7.3 Nominations may come from the Board of Directors, by majority vote, or by any member in good standing, either in advance to the Secretary, or from the floor at the meeting.
- 7.4 The term of office shall begin ten (10) days after the date of the Annual Meeting, and end ten (10) days after the date of the subsequent Annual Meeting.
- 7.5 Any individual may serve up to two (2) consecutive terms in the same office.
- 7.6 Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of two-thirds (2/3rds) of the Board of Directors whenever, in the judgment, the best interests of the Corporation will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but the election of an Officer shall not of itself create contract rights.
- 7.7 If the Office of the President becomes vacant, the Secretary shall take over the Presidency for the remainder of that term, and a replacement for the Secretary may be elected as in Article 7.8 below.
- 7.8 If any other Office becomes vacant, any Board of Directors member may nominate a replacement, subject to approval by a simple majority vote of the Board of Directors.
- 7.9 Any any meeting of Members called expressly for that purpose, any Director(s) may be removed from office, with or without cause, by vote of two-thirds (2/3rds) then entitled to vote at an election of Directors. New Directors may be elected by the Members for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted. If the Members fail to elect persons to fill the unexpired terms of removed Directors, and if the Members did not intend to decrease the number of Directors to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these By-Laws for vacancies.

ARTICLE 8: MEMBERSHIP CERTIFICATES

- 8.1 Members of the Corporation may be issued certificates signed by the President or the Secretary. Each Membership certificate shall state the following: (a) the name of the Corporation; (b) that the

Corporation is organized under the laws of the Commonwealth of Massachusetts; (c) the name of the person or persons to whom issued. The membership certificate itself shall convey no rights or privileges, but shall only be for identification.

- 8.2 The Corporation may issue a new Membership certificate in the place of any certificate previously issued, if the Member named in the certificate (a) makes proof in affidavit form that it has been lost, destroyed, or stolen; (b) requests the issuance of a new certificate; and (c) satisfies any other reasonable requirements imposed by the Corporation.

ARTICLE 9: BOOKS, RECORDS, AND RECEIPTS

- 9.1 The Corporation shall make a copy of each year's annual report available to the Members of the Corporation not later than four (4) months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis.
- 9.2 Any person who is a Voting Member of the Corporation shall have the right, for any proper purpose and at reasonable time, on written demand, stating the purpose thereof, to examine and make copies from the relevant books and records accounts, minutes, and records of Members of the Corporation. Upon the written request of any Voting Member, the Corporation shall mail or e-mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Corporation before such financial statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be made within four (4) months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any Voting Member, in person or by agent.

ARTICLE 10: NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors, or Officers, without full consideration. No Member of the Corporation has any vested right, interest, or privilege in or to the assets, property, functions, or activities of the Corporation. The Corporation may contract in due course with its Members, Directors, and Officers without violating this provision.

ARTICLE 11: FINANCES

- 11.1 The fiscal year of the Corporation shall be the calendar year.
- 11.2 All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of CSU shall be signed by the President or the Treasurer.
- 11.3 The Board of Directors may appoint Assistant Treasurers from each Section to assist the Treasurer.
- 11.4 The Corporation shall not make loans to any Member, Officer, or Director.

ARTICLE 12: CONTRACTS

Only the Board of Directors may authorize any CSU member to enter into any contract, execute or deliver any instrument in the name of and behalf of CSU. Such authority may be general or confined to specific instances.

ARTICLE 13: LIMITATION OF AUTHORITY

No Officer, Director, or Member of the Corporation shall use the name CSU to endorse a product, make a personal profit, or in any way use it as a means of furthering any personal, political, or other aspiration, not in accordance with the purposes set forth in these By-Laws.

ARTICLE 14: SEAL

The corporate seal shall bear the name of the Corporation between two concentric circles and, in the inside of the inner circle, shall be the year of incorporation.

ARTICLE 15: INDEMNIFICATION

The Corporation shall indemnify each Director or Officer, his heirs, executors, and administrators, against expenses reasonably incurred by him, in connection with any action, suit or proceedings to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, or, at its request, of any other corporation of which it is a stockholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct; in the event of settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of the other rights to which he may be entitled.

ARTICLE 16: AMENDMENT OF BY-LAWS

- 16.1 These By-Laws shall become effective upon two-thirds (2/3rds) majority vote of those Members voting at a general membership meeting, provided that at least fifteen (15) Members, which constitute a quorum, are present.
- 16.2 These By-Laws may be altered, amended, or replaced and new By-Laws may be adopted by a two-thirds (2/3rds) vote of the Board of Directors, provided that any By-Laws or amendments thereto, as adopted by the Board of Directors, may be altered, amended, or repealed by the vote of the Members, or a new By-Law in lieu thereof may be adopted by the Members. No By-Law, which has been altered, amended, repealed, or adopted by such a vote of the Members, may be altered, amended, or repealed by a vote of the Board of Directors for a period of two (2) years after the action of the Members.

ARTICLE 17: DISSOLUTION

- 17.1 Dissolution of the Corporation shall require two-thirds (2/3rds) majority vote of the general membership.
- 17.2 In the event of dissolution, the net assets of CSU shall not inure to the benefit of any Member, individual or corporation, but shall be distributed to one or more organizations organized and operated exclusively for charitable, educational, or other purposes as shall, at the time, qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, as determined by the elected CSU Officers.

ARTICLE 18: PARAGRAPH HEADINGS AND NUMBERS

The paragraph headings and numbers, contained herein, are for ease of reference and reading, and have no independent significance.