

CORPORATE BYLAWS of the GREENFIELD AREA MINOR LEAGUE YOUTH BASEBALL, INC.

Revised by majority vote on September 20, 2015

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ARTICLE I - NAME AND OBJECTS

SECTION 1. NAME

The name of this corporation shall be the GREENFIELD AREA MINOR LEAGUE YOUTH BASEBALL, INC.

SECTION 2. OBJECTS AND PURPOSES

The objectives and purposes of the Corporation shall be:

- To firmly implant in the youth of the Greenfield community, the ideals of good sportsmanship, honesty, loyalty, courage and reverence, so that they may be finer, stronger and happier youth, and will grow to be good, clean, healthy adult citizens.
- To provide supervised, competitive athletic games and through this supervision, to instill in the minds of the youth players the ideal that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of good adult citizens is of prime importance.

This Corporation is organized exclusively for athletic and educational purposes as a not-for-profit corporation and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit on any member, officer or individual. The Corporation shall be conducted for the aforesaid purposes and provision of the services and activities of the league shall not be withheld from any person by reason of sex, race, color, creed or national origin.

SECTION 3. DISSOLUTION OF THE CORPORATION

Upon dissolution of the corporation, and after payment of just debts and liabilities, all remaining asset shall be distributed to youth athletic or related organizations, serving the residents of the Greenfield community, enjoying an exempt status under section 501 (c) (3) of the Internal Revenue Code of 1954 as amended or any successor provision thereto or shall be distributed as required by Chapter 180 of the General Laws of the Commonwealth of Massachusetts, as amended or any successor provisions thereto.

ARTICLE II - CORPORATION

SECTION 1. MEMBERSHIP

There shall be two classes of members in the Corporation: General Members and Voting Members.

SECTION 2. QUALIFICATIONS FOR MEMBERSHIP

A) General Member

General membership in the Corporation shall be open to all persons who normally and regularly use the services of the Corporation or who have an interest in serving the Corporation and the community of Greenfield.

B) Voting Member

Any adult General Member is eligible to become a Voting Member if they are present at the Initial Organizational Meeting of the Corporation or provide at said meeting a written request stating their interest in serving as a Voting Member or upon selection and approval as a Team Manager.

SECTION 3. MEMBER ELECTION, APPOINTMENT AND TERMS

Voting Members shall be nominated and elected by the current Voting Membership at the Initial Organizational Meeting of the Corporation. The Secretary of the Corporation will maintain a current list of the Voting Members of the Corporation. General Members shall serve as long as they are eligible. Voting Members shall serve one (1) year terms.

SECTION 4. DUTIES OF THE MEMBERS OF THE CORPORATION

All members of the corporation may originate and take part in the discussion on any subject that may properly come before any meeting of the Corporation. General Members have no voting rights. Only Voting Members may take part in any vote on any subject that may properly come before any meeting of the Corporation and vote to accept or amend the constitution and bylaws of the Corporation, and nominate and elect members to the Board of Directors.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1. MEMBERSHIP

The Board of Directors shall consist of thirteen (13) members, to include the President, Vice Presidents of the league divisions, Secretary, and Treasurer. The remaining non-officer positions will be filled by at-large members.

SECTION 2. RESPONSIBILITY AND AUTHORITY OF THE BOARD OF DIRECTORS

The Board of Directors shall have all power pertaining to the control and management of the property, affairs, and funds of the Corporation which are not inconsistent with this constitution and/or bylaws or with any action taken by the Corporation. The Board of Directors shall have the power to authorize such contracts and incur such obligations in the name of the Corporation as

they deem desirable or necessary. Further, the Board of Directors shall have the power to authorize the funding, investment, sale, withdrawal, disbursement, transfer, or exchange of any unrestricted assets, including those on which the Board of Directors has placed restrictions.

SECTION 3. ELECTION AND TERMS

Board members are to be elected annually and they shall hold office for a period of one year or until their successors have been duly elected. Board members shall be nominated and elected by the Voting Members at the Annual Meeting of the Corporation in September of each year. The method of voting shall be by secret ballot. Any member is eligible to serve as a board member with exceptions as noted under the sections below. Board members may succeed themselves two (2) additional terms in the same office. When no qualified candidate can be nominated for a Board of Directors or Team Manager position the Board of Directors can by an affirmative vote of 5 Board members waive some or all of the requirements for the position to fill the position for the remainder of the term.

SECTION 4. PRESIDENT

Any Voting Member is eligible to serve as President provided they: a) Have previously served on the Board of Directors; and b) Are a resident of Franklin County, MA. The President may call and shall preside at all meetings of the Corporation and Board of Directors. The President shall have the power to appoint committees and shall serve as an ex-officio member of all committees of the corporation. The President shall conduct all meetings by a formal order of business and shall perform all other duties as required by his office.

SECTION 5. VICE PRESIDENTS

Any Voting Member is eligible to serve as a Vice President of a league division provided they are a resident of Franklin County, MA. The Vice Presidents in succession shall exercise the powers and perform the duties of the President in the absence of the President or when the President shall be unable to act.

SECTION 6. SECRETARY

Any Voting Member is eligible to serve as Secretary provided they are a resident of Franklin County, MA. The Secretary shall keep the records of all meetings and transactions; except financial, of the Corporation and the Board of Directors and assure that records are kept of all meetings and transactions, except financial, or standing and special committees of the Board of Directors. The Secretary shall maintain a current list of the Voting Members of the corporation that shall be used to determine eligibility for voting and service.

SECTION 7. TREASURER

The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall review and make recommendations to the Board of Directors concerning the custody and disbursement of all monies belonging to the Corporation. The Treasurer shall assure that a true and accurate

accounting of the financial transactions of the League is made and that reports of such transactions and the condition of the Corporation are presented as required by the Board of Directors. All financial records shall be subject to annual audit by an independent certified public accountant appointed by the Board of Directors.

SECTION 8. BOARD VACANCIES

If an Executive Board position becomes vacant, the position will be posted for one week at the GML Clubhouse. The Board by a majority vote will fill the vacancy from the interested candidates. The League President will assume all duties and responsibilities of the vacated board seat until the position is filled.

ARTICLE IV - TEAM MANAGER AND COACHES

SECTION 1. MEMBERSHIP

Each League athletic team shall consist of one (1) Team Manager and coaches.

SECTION 2. QUALIFICATIONS FOR MEMBERSHIP

Any member of the Corporation shall be eligible for election as a Team Manager or Team Coach. Team Managers must be over the age of eighteen (18).

SECTION 3. MEMBER ELECTION, APPOINTMENT AND TERMS

TEAM MANAGER - The Board of Directors shall annually review the previous year's Team Managers.

The Board of Directors shall receive nominations of individual Team Managers during the Initial Organizational Meeting of the Corporation. More than one person may be nominated for a manager position. The nominations may be in the form of verbal statement or by written letter to the Board of Directors.

Elections as Team Manager shall be by a majority vote of the Board of Directors present at the aforesaid meeting.

Team Managers shall serve for one (1) year but shall be eligible for re-nomination and re-election each year without limit. Vacancies in Team Manager positions shall be filled by the Board of Directors.

TEAM COACHES - Each manager may select coaches, subject to approval by the Board of Directors, who will assist the manager.

ARTICLE V - COMMITTEES

SECTION 1. MEMBERSHIP

The corporation shall have committees as may from time to time be designated by the President. These committees may consist of any members of the Corporation and shall act in an advisory capacity to the President.

ARTICLE VI - MEETINGS AND QUORUMS

SECTION 1. MEETINGS OF THE CORPORATION

The Annual Meeting of the Corporation shall be held on the third Thursday of September each year or as otherwise voted on at the Initial Annual Organizational Meeting of the Corporation by vote of 50% + 1 vote at such meeting. The Initial Annual Organizational Meeting of the Corporation shall be held subsequent to player registration, prior to opening day each year. After the Initial meeting of the organization regular meetings of the Corporation shall be held each month at a regular time, date and place selected by the President through the end of the GML season.

SECTION 2. MEETINGS OF THE BOARD OF DIRECTORS

The meetings of the Board of Directors shall be held within one week preceding the meetings of the Corporation. Special Meetings of the Board of Directors may be held at the call of the President or at a call signed by two (2) members of the Board of Directors.

SECTION 3. QUORUMS

Five (5) board members shall constitute a quorum for any meeting of the Board of Directors. Nine (9) Voting Members shall constitute a quorum for any meeting of the Corporation.

SECTION 4. NOTIFICATION

Notice of the time and place of any meetings of the corporation shall be mailed by the Secretary, or publicly announced by local media, and posted on the League's bulletin board at least four (4) days prior to the meeting.

ARTICLE VII - AMENDMENTS

This Constitution and/or Bylaws may be amended, repealed or revised by affirmative vote of a majority of the Voting Members present at the Annual Meeting of the Corporation in September, providing a full statement of the proposed amendment, repeal or revision shall have been posted at least ten (10) days before the date of said meeting.

Revised by majority vote on September 20, 2015