

ANDOVER LITTLE LEAGUE, INC.

BY-LAWS OF THE CORPORATION

ARTICLE I: Name

Section 1

This corporation shall be known as **Andover Little League, Inc.**, which shall hereafter be referred to as “Andover Little League,” “the League,” and “ALL.”

ARTICLE II: Objective

Section 1

Objective. The objective of Andover Little League shall be to foster within those participating in the League the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority.

Nondiscrimination. Andover Little League shall not discriminate or limit participation in any of its activities.

Section 2

Nonprofit Entity. To achieve this objective Andover Little League will provide a supervised program under the rules and regulations of Little League Baseball.[®] In accordance with Section 501(c)(3) of the federal Internal Revenue Code, Andover Little League shall operate exclusively as a nonprofit educational organization providing a supervised program of competitive baseball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual. Additionally, ALL will not attempt to influence legislation, nor will it participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III: Members

Section 1

Membership. The corporation shall not have any members. Any action or vote required or permitted by law to be taken by members shall be taken by action or vote of the Board of Directors.

ARTICLE IV: The Board of Directors

Section 1

Powers. The Board of Directors shall have the entire charge, control and management of the corporation and its property and may exercise all or any of its powers authorized by law.

Section 2

Eligibility. Any person sincerely interested in active participation to effect the objectives of Andover Little League may become a member of the Board of Directors. For purposes of these By-Laws, members of the Board of Directors are referred to as “Board Members.” While there is no residency requirement to be a Board Member, it is desirable that the majority of the Board Members be residents of Andover, Massachusetts.

Number and Election. Except as otherwise provided by these By-Laws or in the Articles of Organization, the number of Board Members that shall constitute the whole Board of Directors shall be fixed, and Board Members will be elected by the Board of Directors at the annual meeting.

Vacancies. Any vacancy at any time existing on the Board of Directors may be filled by the Board of Directors at any meeting upon a majority vote of the Board of Directors present at the meeting conditioned on a quorum being present for the meeting and vote. A vacancy can also be filled by an email or electronic vote in which a majority of the Board votes in the affirmative.

Enlargement of the Board of Directors. The number of Board Members on the Board of Directors may be increased and additional Board Members may be elected at any meeting of the Board of Directors, by vote of a super-majority representing more than two-thirds (2/3) of the Board Members then in office. A vote to increase the number of Board Members requires a week notice be provided to the existing Board Members.

Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, Board Members shall hold office until the next annual meeting and thereafter until their successors are chosen and ratified.

Resignation. Any Board Member may resign by delivering his or her written resignation to the Board of Directors either by email or letter, or by resigning during a meeting of the Board of Directors. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If given orally at a meeting, resignation will be final upon acceptance of the resignation by the Board of Directors through a majority vote of those members present at the meeting conditioned on a quorum being present.

Removal. A Board Member may be removed from office by vote of a super-majority. Note for purposes of these bylaws, a super-majority is achieved through an affirmative vote of at least two-thirds (2/3) of the existing Board. To the extent practical, a Board Member should be provided a reasonable opportunity to be heard before the Board of Directors votes on removal of the Board Member.

Section 3

Annual Meeting. As described below, the Board of Directors shall fix the date, place and time of the annual meeting. In the event that no date for the annual meeting is established, or if no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting. Unless and until the Board of Directors decides otherwise, the annual meeting shall be the third Tuesday of October.

Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by resolution of the Board Members, and once fixed, no notice need be given of regular meetings held at times and places so fixed.

Special Meetings. Special meetings of the Board of Directors may be called by the President, by the Clerk/Secretary, by any five Directors, or by any one Board Member in the event that there are five Board Members or fewer, and shall be held at the place designated in the notice or call thereof.

Election. Each year, there shall be as many Board Member on the Board of Directors as there are persons serving in the following capacities:

- President,
- Vice President,
- Treasurer,
- Clerk/Secretary,
- Player Agent (2 individuals),
- Division Directors (9 individuals including):
 - Commissioner of T Ball Division;
 - Commissioner Coach Pitch Division;
 - Commissioner of “A” Division;
 - Commissioner of “AA” Division;
 - Commissioner of “AAA” Division;
 - Commissioner of Majors American Division;
 - Commissioner of Majors National Division; and;
 - Commissioner of Challenger Division;
 - Commissioner of Big Diamond Division;
- Director of Fundraising;
- Registrar;
- Director of Food Services;

- Director of Field Maintenance and Facilities;
- Director of Field Scheduling;
- Director of Equipment,
- Umpire-In-Chief;
- Summer Director, and
- Safety Director.

Any Board Member may seek election for any position, and should an existing Board Member decide that they will not seek reelection, they should provide at least one month notice. All open positions will be made known to the Board of Directors in advance of the annual meeting, and any individual who wishes to serve on the Board of Directors should notify the President and Secretary/Clerk of the position they are seeking.

In any year, the Board of Directors, by a super-majority vote of those in office, are free to eliminate or increase the number of Directors.

Each year, at the annual meeting of Andover Little League, the outgoing Board of Directors shall elect the incoming Board of Directors for the forthcoming year to serve in one of the above-described capacities. There shall be no prohibition against any one person serving in more than one of the above-described capacities, but in any event, such person shall only have one (1) vote to cast as a member of the Board of Directors.

Quorum and Conduct of Meetings. At least fifty percent (50%) of all Board members currently serving shall constitute a quorum for the transaction of business and must be physically present or participating via a remote technology (including but not limited to: call, conference call, skype, facetime, etc). If a quorum does not exist, no business shall be conducted. Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. Voting by proxy is permissible. Proxies are permissible but must be announced prior to a vote.

Meetings of the Board of Directors shall be open to participating ALL families, who shall be permitted to speak during designated times at the discretion of the President or Vice President, and or at the election of the Board through a simple majority vote. The Board of Directors may also invite, admit and recognize guests for presentations or comments during Board meetings.

From time to time, upon a motion and simple majority affirmative vote by the Board Members present at a meeting of the Board, the Board can convene in an Executive Session. This will allow the Board of Directors to conduct business that is best conducted outside the purview of guests and will facilitate the orderly conduct of the meeting.

Additional Duties and Powers. The President through the vote of a simple majority of Board Members present, shall have the power to appoint standing committees as appropriate and to delegate such powers to them as the Board of Directors shall deem advisable and which it may properly delegate. The Board of Directors may adopt such

rules and regulations for the conduct of its meetings and the management of the Local League as it may deem proper, provided such rules and regulations do not conflict with these By-Laws.

Rules of Order for Board Meetings. *Robert's Rules of Order* or a similar parliamentary procedure shall be used to govern the proceedings of all Board of Directors meetings, except where such procedures conflicts with these By-Laws. At a minimum, items requiring a vote will include a motion, a second, discussion, a statement explaining what will be voted upon, and a vote.

Section 4

Appointments. Each year, the Board of Directors is required to elect a President, Vice President, Treasurer, and Clerk/Secretary, each of whom shall be an Officer of the Board of Directors. The Board of Directors may elect through a simple majority vote other officers or agents as it may deem necessary or desirable, regardless of whether they are members of the Board of Directors, and may prescribe the powers and duties of each. Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board or have been elected to fill a vacancy on the Board.

Powers and Duties of Officers and Board Members. All League Officers shall be empowered to exercise all powers and duties as are commonly incident to their office, or are necessary to the pursuance of the mission of Andover Little League. Without in any way limiting such powers and duties, the President, Vice President, Treasurer, Clerk/Secretary and, if appointed, other various Board Members shall have the following powers and duties of office:

President. The President shall:

- Conduct the affairs of ALL and execute the policies established by the Board of Directors.
- Report on the condition of the League each October.
- Communicate to the Board of Directors such matters as he or she deems appropriate, and make such suggestions as may promote the welfare of the League.
- Be responsible for the conduct of the Local League in strict conformance with the policies, principles, Rules and Regulations of Little League Baseball®, as agreed to under the conditions of charter issued to the Local League by that organization.
- Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of the League such contracts and leases they may receive and which have had prior approval of the Board.
- Investigate complaints, irregularities and conditions detrimental to the Local League and report thereon to the Board or other committee as circumstances warrant.
- Oversee the preparation of an annual budget and be responsible for the proper execution thereof.

- With the assistance of the Registrar, Player Agent and Summer Director, examine the application and support proof-of age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.
- Such other actions as are commonly incident to the office of a chief executive, or are necessary to the pursuance of the mission of the Andover Little League.

Vice President. The Vice President shall:

- Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice President shall have all the powers of that office.
- Chair the Disciplinary Committee.
- Perform such duties as from time to time may be assigned by the Board of Directors or by the President.

Clerk/Secretary. The Clerk/Secretary shall:

- Be responsible for recording the activities of the League and maintaining appropriate files and records.
- Keep the minutes of the meetings of the Board of Directors and the Executive Committee, and cause them to be recorded or stored.
- Conduct all correspondence not otherwise specifically delegated in connection with said meetings and be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- Notify Directors, Officers and committee members of their election or appointment.
- Be the corporation's resident agent for legal purposes.
- Perform other duties customarily incident to the office of Clerk/Secretary or as may be assigned by the Board of Directors.
- In collaboration with the Registrar, as appropriate and necessary, the Clerk/Secretary shall be responsible for notifying members of ALL of the annual meeting and any open positions on the Board, as well as receiving any requests to be considered for election to the Board, that shall be presented for voting by the Board as provided herein.

Treasurer. The Treasurer shall:

- Receive all monies and securities, and deposit same in a depository approved by the Board of Directors. Keep records for the receipt and disbursement of all monies and securities of the League, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements by check must be supported by invoices/vouchers approved by the Treasurer and at least one other league director or officer.
- Prepare an annual budget, under the direction of the President, for submission to the Board of Directors.
- Prepare an annual financial report, under the direction of the President, for submission to the Board of Directors.

- To the extent reasonable, provide financial status reports at all Board of Director meetings.
- Oversee the preparation and filing of annual financial reviews, tax returns and other required financial filings with state and federal government agencies.
- Perform other duties customarily incident to the office of Treasurer or may be assigned by the Board of Directors.
- Obtain necessary charter or charters from Little League Baseball.®

Player Agent (2). The Player Agent shall:

- Be responsible for receiving any and all complaints regarding the safety, security and or well-being of any member, player or person participating in or affiliated with ALL, including complaints related to players, coaches, parents, officials and or other league officers or Board members. As part of the above duties, the Player Agent(s) shall be responsible for documenting any and all complaints received, communicating those complaints to the Board, and communicating with the complainant in writing to ensure closure of the issue presented to the Player Agent(s)
- If the Player Agent(s) and or the Board feel that an issue brought to the Player Agents and or ALL cannot be resolved by the Player Agent(s), then the issue can be escalated to the Disciplinary Committee. Any issue which may result in the suspension of a coach, player, parent, official or Board Member shall be brought before the Disciplinary Committee.
- Call meetings of the Disciplinary Committee, and be responsible to enforce any and all action taken by the Disciplinary Committee with the assistance of the Board of Directors, as necessary.

Division Directors. Division Directors shall:

- Be responsible for all matters within their given division, including, but not limited to, developing and communicating schedules, team assignments, schedule changes, and all other necessary information in a timely fashion to the coaches.
- Be responsible for the distribution and collection of all forms as required by ALL.
- Facilitate the communication between coaches, players, and parents within the given division.
- As necessary, conduct tryouts, player draft and all other player transaction or selection meetings
- Perform such other duties as are incident to the office or may be properly required by actions of members or of the Board of Directors.
- Majors Division Directors working with the coaches in the Majors Division will select Summer District teams.

Safety Director. The Safety Director shall:

- Be responsible to create awareness, through education and information, of the opportunities to provide a safer environment for youngsters and all participants of Little League Baseball.®
- Develop and implement a plan for increasing safety of activities, equipment and facilities through education, compliance and reporting.

- As necessary and appropriate, the Safety Director should facilitate meetings and distribute information among participants including players, managers, coaches, umpires, league officials, parents, guardians and other volunteers.
- Promote safety compliance leadership by increasing awareness of the safety opportunities that arise from these responsibilities.
- Define a process to assure that incidents are recorded, information is sent to league/district and national offices, and follow-up information on medical and other data is forwarded as available.
- Be responsible for ensuring that volunteers complete all necessary safety training and volunteer background checks.

Director of Fundraising . The Director of Fundraising shall:

- Explore ways and means of financing ALL other than by the payment of fees, including but not limited to sponsorships, advertising and fundraising activities.
- Maintain appropriate and detailed records of fundraising activities and sponsorship/advertising partners, including monies received, to promote repeat partnerships in the future
- Submit reports to the Board of Directors and issue tax receipts and thank you letters to donors, sponsors and advertisers.
- Ensure the timely deposits of funds collected.

Director of Facilities and Buildings. The Director of Facilities and Buildings shall:

- Investigate and recommend available, suitable sites and plans for development, including ways and means.
- Be responsible for repair and improvement recommendations, and supervise the performance of approved projects.
- Be responsible for the care and maintenance of the playing fields, buildings and grounds within the amount appropriated in the approved budget for that purpose.

Director of Equipment. The Director of Equipment shall:

- Secure bids on needed supplies and equipment and make recommendations for their purchase to the Board.
- Be responsible for the proper issuance of such supplies and equipment and for the issuance, repair, cleaning and storage thereof throughout the year.

Umpire-In-Chief. The Umpire-In-Chief shall:

- Recruit, interview and administer umpires and replacement umpires.
- When appointed, the staff of umpires shall be under the personal direction of the Umpire-In-Chief who shall train, observe and schedule the staff.

Director of Field Scheduling. The Director of Field Scheduling shall:

- Work with the Division Directors to create a game and practice schedule which maximizes usage of the fields so that ALL does not incur expenses associated with having to use other fields within the town, and to increase potential revenue generated through the snack shack.

- Work with the Town of Andover relative to field fees, use, and availability.

Registrar. The Registrar shall:

- Maintain the website utilized by the league, including but not limited to managing and sending out announcements regarding registration;
- Maintain the registration system for the league, including payments and accounts receivable with respect to registrations for all seasons of play.

Summer Director. The Summer Director shall:

- In collaboration with the President and Major Division Commissioner(s) will establish a procedure for selecting summer teams.
- Take the lead in registering teams for various summer tournaments, including but not limited to Districts, Baystate Tournament of Champions, and the Merrimack Valley Small Diamond League.
- With the assistance of the Director of Field Scheduling will coordinate fields use for summer practices and games giving priority to older-aged District Teams.

Section 5

Executive Committee. The Board of Directors may appoint an Executive Committee which shall consist of not less than three (3) nor more than nine (9) officers/directors, one of whom shall be the President. Unless and until the Board of Directors decides otherwise, the Executive Committee will consist of the following seven (7) Directors: President, Vice President, Treasurer, Clerk/Secretary, Player Agent, Commissioners of the American and National League (Majors).

Duties and Powers. The Executive Committee shall advise with and assist the League in all matters concerning its interests and the management of its affairs, and shall have such other powers as may be delegated to it by the Board, but in no event will the Executive Committee have authority over the Board of Directors. Given its involvement and limited size, the Executive Committee is an ideal forum to work through specific issues and initiatives that may arise from time to time.

Quorum. At any meeting of the Executive Committee, a majority of the total number of members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

Section 6

Disciplinary Committee. Andover Little League shall maintain a Disciplinary Committee whose duty it shall be to rule on any disciplinary issues which may arise with respect to players, coaches, parents, members and or Directors. While the majority of issues presented to the Disciplinary Committee shall be received from the Player Agent(s), the Board of Directors may, by a majority vote, submit to the committee any disciplinary issue it deems necessary or appropriate for resolution. Any and all meetings

of the Disciplinary Committee shall be closed to the public, and anything said, discussed or raised during said meetings shall be confidential. Should anything discussed during such meetings be disclosed by a Board Member, said disclosure shall be grounds for removal from the Board.

The Committee shall consist of one or more Player Agents, a coach from an unaffected League as selected by the Vice-President, the Commissioner of the affected League, the Vice-President and or such other person(s) whom the Board of Directors or Vice President may deem necessary or prudent for the determination of the issue being decided. Notwithstanding the above, any meeting of the Committee shall consist of an odd numbers of persons, and a majority vote of those persons hearing the issue shall constitute the decision of the Disciplinary Committee.

The Committee shall have the power to suspend, remove and or otherwise discipline as it sees fit, any member, player, parent, director, coach and/or person whose actions affect Andover Little League for up to 2 games.

Any decision of the Disciplinary Committee which would result in a suspension or other action of greater than 2 games shall be subject to Board Approval, but in no event, may the Board issue a disciplinary action of less than 2 games.

A Player Agent shall prepare a report for distribution to the Board at the monthly meetings with a summary of any issues dealt with since the prior meeting; which report shall include the nature of the complaint and how it was handled. The report shall not include the name of the person against whom the complaint was made and or any other identifying information regarding the parties involved in the complaint unless it is deemed necessary by the Board.

Section 7

Other Committees. Without being required to do so, the Board of Directors may, in its discretion, appoint additional committees, including but not limited to:

Nominating Committee. The Board of Directors may appoint a Nominating Committee consisting of three (3) Directors. The Committee shall investigate and consider eligible candidates and submit a slate of candidates for the Board of Directors as well as for other positions in the League.

Auditing Committee. The Board of Directors may appoint an Auditing Committee consisting of three (3) Directors. The President, Treasurer or signatories of checks are not eligible for this Committee. The Committee will review the League's books and records annually prior attach a statement of its findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board of Directors secure the services of a Certified Public Accountant to accomplish such review. Nothing herein shall prevent the

President or Treasurer from securing the services of a Certified Public Accountant to accomplish such review if an Auditing Committee is not standing.

ARTICLE V: AFFILIATION

Section 1

Charter. The League shall annually apply for a charter from Little League Baseball® and shall do all things necessary to obtain and maintain such charter. The Local League shall devote its entire energies to the activities authorized by such charter and it shall not be affiliated with any other program or organization or operate any other program.

Section 2

Rules and Regulations. The Official Playing Rules and Regulations as published by Little League Baseball® shall be binding on the League.

Section 3

Local Rules and Ground Rules. Local rules and ground rules of the League shall be adopted by the Board of Directors at a meeting to be held prior to the first scheduled game of the season. These rules shall in no way conflict with the intent, spirit and purposes of the Rules, Regulations and Policies of Little League Baseball®, nor shall they conflict with these By-Laws. If local rules and ground rules are not affirmatively voted upon a month prior to the start of the league, previously approved local and ground rules shall be in effect and are self-perpetuation absent an affirmative vote by the Board of Directors to the contrary.

ARTICLE VI: FINANCIAL AND ACCOUNTING

Section 1

Authority. The Board of Directors shall decide all matters pertaining to the finances of the Local League and it shall place all income in a common league treasury, directing the expenditure of funds in such manner as will give no individual or team an advantage over those in competition with such individual or team.

Section 2

Contributions. The Board shall not permit the contribution of funds or property to individual teams, but shall solicit funds for the common treasury of the League, thereby discouraging favoritism among teams and endeavoring to equalize the benefits of the League.

Section 3

Solicitations. The Board shall not permit the solicitation of funds in the name of Little League Baseball unless all of the funds so raised be placed in the Local League treasury.

Section 4

Disbursement of Funds. The Board shall not permit the disbursement of Local League funds for other than the conduct of Little League activities in accordance with the rules, regulations and policies of Little League Baseball, Incorporated. Before any disbursements in excess of \$5,000 are made, said invoices or vouchers shall be approved by no less than two officers, one of whom shall be the Treasurer. Only the following officers may sign checks or authorize payments on behalf of ALL: President, Vice President, Treasurer or Clerk/Secretary.

Section 5

Compensation. No Director or Officer shall receive, directly or indirectly any salary, compensation, economic benefit or emolument from the Local League for services rendered as Director or Officer.

Section 6

Deposits. All monies received shall be deposited to the credit of the League in or at a financial institution designated by the Board of Directors.

Section 7

Fiscal year. The fiscal year of the League shall begin on October 1 and shall end on September 30.

Section 8

Distribution of Property upon Dissolution. Upon dissolution of the League, and after all outstanding debts and claims have been satisfied, the Directors shall direct the remaining property of the League to another entity which maintains the same objectives as set forth in Article II of these By-Laws, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code, or any future corresponding provision.

ARTICLE VII: AMENDMENTS

These Bylaws may be amended, repealed or altered in whole or in part by a vote of a super-majority representing more than two-thirds (2/3) of the Board Members then in

office. Written or electronic notice of the proposed change must be provided to all Board members at least thirty (30) but not more than sixty (60) days prior to such meeting. No such amendment, repeal or alteration shall conflict with any rules, regulations or policies of Little League Baseball®.