

**BYLAWS
OF
DANVERS BABE RUTH LEAGUE, INC.**

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ARTICLE I. --- GENERAL PROVISIONS

Section 1. Corporate Name

The name of the Corporation shall be shall be "Danvers Babe Ruth League, Inc." or such other name as set forth in the Articles of Organization.

Section 2. Principal Office

The principal office of the Corporation shall be located at the address set forth in the Articles of Organization of the Corporation filed with the Secretary of State of the Commonwealth or at such other Massachusetts address as the Board of Directors may determine from time to time. If, as and when the Board of Directors changes the principal office of the Corporation, notice of such change shall be filed forthwith at the Office of the Secretary of State of the Commonwealth in the form required by that office.

Section 3. Fiscal Year

Except as may otherwise be stated in the Articles of Organization, as the same may be restated from time to time, the fiscal year of the Corporation shall end on September 30 in each year.

Section 4. Subordination to Articles of Organization

These By-laws, the powers of the Corporation and of its directors, officers and members and all matters concerning the conduct and regulation of the business and activities of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization. All references in these By-laws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as they may be amended or restated from time to time.

ARTICLE II. --- PURPOSES AND OBJECTIVE OF THE CORPORATION

Section 1. Corporate Purposes

The purposes of the Corporation shall be as stated in the Articles of Organization.

Section 2. Corporate Objective

The objective of the Corporation is to implant firmly in the teenaged-youth of the Town of Danvers the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may become well adjusted, stronger and happier children and grow to be good, decent, healthy, productive and trustworthy adults.

To achieve this objective, the Corporation will endeavor to provide a supervised baseball program for the aforesaid youth and will undertake to teach them the skills required for success in playing baseball. All directors, officers and members shall bear in mind that the attainment of exceptional athletic skill and the winning of games or competitions are of secondary importance and that the molding of future good citizens is the prime directive of the Corporation.

ARTICLE III. --- MEMBERS OF THE CORPORATION

Section 1. Membership Corporation

The Corporation is to be organized upon a non-stock, certificate of membership basis. Memberships shall be non-redeemable, non-transferable and non-dividend bearing.

Section 2. Classes of Members

There shall be three (3) classes of members. The classes of members shall be determined and defined as described immediately below.

A. Player members

Every child who is duly registered to play in a baseball program of the Corporation shall be deemed to be a Player Member of the Corporation. Player Members shall have no rights, duties or obligations in regard to the management, operation, finances or property of the Corporation and shall not be entitled to any notice with regard thereto. Nonetheless, Player Members shall be subject to these By-laws and to such further rules, regulations, terms and conditions as the Board of Directors may adopt from time to time.

B. Regular members

Every adult person who desires to actively participate in the baseball program, activities and governance of the Corporation and applies to become a member shall be deemed to be a Regular Member of the Corporation, upon election as provided hereinbelow. Regular Members shall have the specific rights, duties and obligations set forth in these bylaws and shall be subject to such further rules, regulations, terms and conditions as the Board of Directors may adopt from time to time.

C. Honorary members

An Honorary Member is a person who has been elected to such status in the manner described below. Honorary Members shall have no rights, duties or obligations in regard to the management, operation or property of the Corporation and shall not be entitled to any notice with regard thereto. However, Honorary Members shall be subject to these By-laws and to such further rules, regulations, terms and conditions as the Board of Directors may adopt from time to time.

Section 3. Eligibility for Membership and Election thereto

A. Eligibility for memberships

(1) Every child residing in the Town of Danvers who is eligible to play in a baseball program of the Corporation is eligible to become a Player Member of the Corporation.

(2) Every adult person who is sincerely interested in actively participating to achieve the Corporation's purposes and objective and who agrees to be bound by the Articles of Organization and the provisions of these Bylaws is eligible to become a Regular Member of the Corporation.

(3) Every person who has made an extraordinarily significant, positive contribution to the Corporation, the Town of Danvers, the youth of Danvers or the game of baseball is eligible to become an Honorary Member of the Corporation.

B. Application for and election to memberships

(1) *player membership*-- Any child who wishes to become a Player Member of the Corporation shall have his parent or legal guardian submit to the Corporation on his behalf a completed and signed Application for Player Membership (commonly referred to as a "registration form"), together with a certified copy of his birth certificate and such other documentation as the Board of Directors may require, from time to time. When said

application and supporting documents are received and approved by the Player Agent and the by the President, said child shall be deemed to be “registered” and shall automatically become a Player Member, without further election.

(2) *regular membership*-- Any person who desires to become a Regular Member of the Corporation shall submit to the Secretary a completed and signed Application for Regular Membership, in such form as may be approved by the Board of Directors from time to time, and such membership dues as may be required by the Board of Directors for the then current year. The Secretary shall receive all such applications and shall submit the same to the Board of Directors for approval at its next regularly scheduled meeting or at any earlier special meeting. The vote of a majority of the directors present shall duly elect the applicant as a Regular Member.

(3) *honorary membership*-- An application to become an Honorary Member of the Corporation shall be submitted by any person or by any member of the Corporation acting on behalf of said person. Said application shall be in such form as may be approved by the Board of Directors from time to time. The Secretary shall receive all such applications and shall submit the same to the Board of Directors for approval at any of its meetings, provided that notice of such application is included in the notice of such meeting. The unanimous vote of all directors shall duly elect the applicant as an Honorary Member.

C. The Secretary shall maintain and keep current a Roll of Members of the Corporation and shall make the same available for inspection at every meeting of members and at every meeting of directors.

Section 4. Other Affiliations of Members

Regular Members, Player Members and Honorary Members shall not be required to be affiliated with any other organization or group, in order to be eligible to become members of the Corporation.

Section 5. Voting Rights; Good Standing and Attendance Records

A. Voting rights of members

Only Regular Members who are “in good standing” (as defined hereinbelow) shall be entitled to vote at any meeting of the Corporation. Player Members and Honorary Members shall have no right to vote at any meeting of the Corporation. However, all members of the Corporation, residents of the Town of Danvers, parents and legal guardians of Player Members and other persons invited by majority vote of the Board of Directors may attend meetings of the Corporation, if they so choose.

B. Good standing of members

(1) A Regular Member shall be deemed to be “in good standing”, if he has paid his dues, has attended at least four (4) meetings of the Corporation within the nine (9) months previous to the vote being taken and is not otherwise in violation of these Bylaws. A member’s attendance at any annual or special meeting of the membership or at any annual or special meeting of the Board of Directors shall constitute a meeting attended. However, when meetings of the membership and meetings of the Board of Directors occur on the same date or are held jointly, a Regular Member who attends both meetings shall only earn a total of one meeting attendance credit. Also, for the purposes of this section, the casting of a vote at any meeting of the Corporation by means of an absentee ballot or proxy pursuant to Sections 15 or 16 of this Article shall not be deemed to be equivalent to attendance at said meeting.

(2) From time to time the Board of Directors may modify the aforescribed meeting attendance requirement for good standing by a two-thirds vote at any duly held meeting of the directors, provided that notice of the proposed change is included in the notice of such meeting.

C. Attendance records

The Secretary shall keep a record of attendance of all persons at meetings of the Corporation and make such record available for inspection at all such meetings.

Section 6. Resignation of a Member

The resignation of a member shall be in writing and shall take effect upon receipt by the Board of Directors.

Section 7. Death of a Member

Upon the death of a member, the membership of that member shall cease immediately.

Section 8. Membership Dues

A. Dues payable only by regular members and player members

Annual dues in such amounts as the Board of Directors may determine by vote, from time to time, shall be due and payable to the Corporation by all Regular Members and by all Player Members, in the manner set forth below. Honorary Members shall not be required to pay membership dues.

B. Dues of regular members

Membership dues shall be paid by Regular Members enrolled on the books of the Corporation on or before the first day of November in each fiscal year, except as the Board of Directors may otherwise direct from time to time. When received, dues of a Regular Member shall be applied to the then current fiscal year of the Corporation or any part thereof remaining, without proration. The suspension, resignation or termination of a Regular membership shall not entitle the member to any refund of dues previously paid.

C. Dues of player members

(1) The parent(s) and/or legal guardian(s) of Player Member- candidates shall pay membership dues, before such Player Member-candidates may become approved as Player Members or registered to play in a baseball program of the Corporation.

(2) Notwithstanding the foregoing provision, in the event that the parent or legal guardian of a Player Member-candidate lacks sufficient funds to pay the membership dues of such Player Member-candidate in any year and requests that the Corporation waive said candidate's membership dues or accept the payment of such candidate's membership dues in installments that year, after appropriate investigation, the Treasurer may, with the prior approval of the President, either waive the said candidate's membership dues for that year or agree to accept payment of said dues in installments. Whenever a waiver or installment payment agreement is approved, the Treasurer shall report such fact to the Board of Directors at its next scheduled meeting. However, the identity of the Player Member receiving the benefit of such waiver or installment payment agreement shall not be revealed to the Board of Directors, unless the Board of Directors so demands by a two-thirds (2/3) vote taken at a duly held meeting.

(3) The failure or inability of any parent or legal guardian to pay the membership dues of a Player Member shall be treated as confidential information and shall not be communicated to any person who is neither the President, the Treasurer, an Assistant Treasurer nor a Director of the Corporation.

Section 9. Annual Meetings of Members

The annual meeting of the members of the Corporation shall be held at 7:00 P.M. on the second Wednesday in October of each year for the purposes of electing a Board of Directors, receiving reports and transacting such other business as may properly come before the meeting. The President shall preside at the annual meeting of the membership. At the conclusion of the annual meeting of the membership, the newly elected Board of Directors shall meet to transact such business as may properly come before it. If the date set for the annual meeting of the membership is a legal holiday in Massachusetts, the said meeting shall be held at the same time on the following Wednesday.

Section 10. Special Meetings of Members

A Special Meeting of the membership may be called at any time either by the President or by a majority of the Directors acting by vote or written instrument(s) signed by them. The Secretary shall notify the Regular Members of such Special Meeting of the membership, or in case of the death, absence, incapacity, or refusal of the Secretary, upon written application of at least one-third of the members entitled to vote at the said special meeting, any other officers may provide such notice. The call of a special meeting shall state the time, place, and purposes of the meeting. No business, other than that business which is specified in the notice of the meeting, shall be transacted at any Special Meeting of the Members. The President shall preside at a special meeting of the membership.

Section 11. Place of Meetings of Members

All meetings of the members shall be held at a place within Massachusetts designated by the party calling the meeting. Any adjourned session of any meeting of the members shall be held at such place within Massachusetts as is designated in the vote of adjournment.

Section 12. Notice of Meetings of Members

A written notice of the place, date, and hour of any meeting of the members, stating the purposes of such meeting, shall be given to each member entitled to vote thereat and to each member who is otherwise entitled to such notice pursuant to these by-laws or pursuant to the Articles of Organization. Said notice shall be properly given if (A) delivered to the member in hand not less than three (3) days before the date of such meeting; (B) left at the member's last known place of residence or last and usual place of business not less than three (3) days before the date of such meeting, (C) mailed, postage prepaid, to the member's address as it appears in the records of the Corporation not less than six (6) days before the date of such meeting or (D) published in the Danvers Herald not less than three (3) days before the date of such meeting. Such notice shall be given by the Secretary, or in case of the death, absence, incapacity, or refusal of the Secretary, by any other officer, or by a person designated either by the Secretary, by the person or persons calling the meeting, or by the Board of Directors. Whenever notice of a meeting is required to be given to a member under any provision of law, of the Articles of Organization, or of these By-laws, a written waiver thereof, executed before or after the meeting by the member and filed with the records of the meeting, shall be deemed equivalent to timely receipt of such notice.

Section 13. Quorum for Meetings of Members

At any meeting of the members a quorum shall consist of one-third (1/3) of those members entitled to vote at the meeting, except when a larger quorum is required by law, by the Articles of Organization, or by these By-laws. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 14. Action by Vote of Members

When a quorum is present at any meeting of members, a plurality of the votes properly cast for election to a directorship shall elect such director and a majority of the votes properly cast upon any question (other than the election of a director) shall decide the question, except when a larger vote is required by law, by the Articles of Organization, or by these By-laws. No ballot shall be required for any election, unless requested by a member present or represented by proxy at the meeting and entitled to vote in the election.

Section 15. Proxies of Members

Any member entitled to vote may vote either in person or by a written proxy, which proxy shall be dated not more than three (3) months before the meeting named therein and, before being voted, shall be filed with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by its terms, such proxy shall entitle the holder thereof to vote at any adjournment of the meeting, but shall not be valid after the final adjournment thereof. A proxy purporting to be executed by or on behalf of a member shall be deemed valid, unless challenged at or before its exercise and the burden of proving its invalidity shall rest on the challenger. At any time, a member may rescind a proxy previously given by so notifying the Secretary in writing of his rescission of said proxy and such rescission shall be effective when received by the Secretary; however, such rescission shall not effect any vote which is cast by virtue of said proxy before the Secretary receives written notice of such rescission.

Section 16. Absentee Ballots

For the expressed purpose of accommodating a regular member in good standing who cannot be in attendance at the annual meeting, an absentee ballot may be requested and obtained from the Secretary of the Corporation. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary, prior to the date of the annual meeting and the election of members to the Board of Directors. The Secretary shall present all absentee ballots at the annual meeting and certify the validity of those ballots that are valid, prior to the conduct of any election thereat.

Section 17. Order of Business at Meetings of Members

A. The following order of business shall be observed at all annual or special meetings of the Members:

- (1) Calling of the roll;
- (2) Reading, correcting and approving the minutes of the previous members' meeting;
- (3) Report of the Treasurer
- (4) Reports of other officers, if any;
- (5) Election of directors and certain officers, if timely;
- (6) Unfinished business;
- (7) New business

B. With the prior approval of a majority of the voting members present, the President may deviate from the aforesaid order of business, as he deems advisable.

Section 18. Suspensions and Terminations of Memberships

A. Definitions

(1) When applied to the membership of a Regular Member or an Honorary Member, the terms "suspend" or "suspended" shall mean that said member may not exercise, for a specified period of time, any right or privilege derived from his membership. When applied to the membership of a Player Member, the terms "suspend" or "suspended" shall mean that the Player Member may not participate in any activity of the Corporation or its baseball program, until a specified number of future games have been played by the team to which the Player Member is assigned.

(2) When applied to the membership of a Regular Member or an Honorary Member, the words "terminate" or "terminated" shall mean that said member has forfeited all rights and privileges derived from his membership and that his name shall be stricken from the Roll of Members. When applied to the membership of a Player Member, the words "terminate" or "terminated" shall mean that said member may not participate in any activity of the Corporation or its baseball program for the remaining portion of the fiscal year in which he was terminated and his name shall be stricken from the roster of any team to which he is assigned.

B. Mandatory suspension

(1) *of regular members-*

The membership of a Regular Member shall be suspended automatically, without action by the Disciplinary Committee, if said member fails to pay his annual dues before the expiration of the sixty (60) day period immediately following the date upon which said dues became payable. The Treasurer shall report to the Board of Directors, at each of its meetings, the name of any Regular Member whose membership has been suspended, since its last meeting, by reason of said member's failure to pay his membership dues. If said Regular Member thereafter pays his annual dues before his membership is terminated, his membership shall be reinstated automatically on the date the Corporation receives such payment and the Treasurer shall forthwith notify the Secretary of the reinstatement.

(2) *of player members-*

If a Player Member is ejected from any game by the umpire-in-charge of said game, his membership shall be suspended automatically, without action by the Disciplinary Committee, and shall remain suspended until the conclusion of the game next played by his team. If a Player Member is so ejected from a game for the second time in the same season, his membership shall be suspended automatically, without action by the Disciplinary Committee, and shall remain suspended until the conclusion of the third game next played by his team.

C. **Mandatory termination**

(1) *of regular members*

If a Regular Member fails to pay his annual dues before the expiration of the one hundred and eighty (180) day period immediately following the date upon which said dues became payable. The Treasurer shall report to the Board of Directors, at each of its meetings, the name of any former Regular Member whose membership was terminated since its last meeting by reason of said former member's failure to pay his membership dues. Upon receipt and acceptance by the directors of such report, said member's name shall be dropped automatically from the Roll of Members.

(2) *of regular members and honorary members*

The membership of a Regular Member or an Honorary Member shall be terminated, after hearing, if said member, at any time, is convicted of, pleads guilty to or pleads *nolo contendere* to:

- (a) committing a felonious act during or in conjunction with any activity of the Corporation or against the Corporation;
- (b) committing a crime of violence against a minor;
- (c) committing an indecent assault and battery on a child under fourteen at any time;
- (d) committing an indecent assault and battery on a person who has attained the age of fourteen years;
- (e) committing a rape of a child under sixteen with force,
- (f) committing a kidnapping of a child under sixteen with intent to commit rape;
- (g) distributing or trafficking in narcotics or other controlled substances;
- (h) committing an indecent assault and battery on a mentally retarded person;
- (i) committing rape;
- (j) intending to commit any of the above-described criminal offenses;
- (k) committing an assault with intent to commit rape or
- (l) committing a lewd and lascivious act.

(3) *of player members*

The membership of a Player Member shall be terminated automatically, without hearing, if said Player Member is ejected from a game by the umpire-in-charge for the third time in the same season. The President shall report to the Board of Directors, at its next meeting, the name of any former Player Member whose membership was terminated since said Board's last meeting by reason of such third ejection and, thereafter, said member's name shall be stricken forthwith from the official rosters of the team to which he is assigned.

D. **Discretionary suspension**

(1) *of regular members and honorary members*

The membership of a Regular Member or an Honorary Member may be suspended, for a fixed period of time, after hearing, if said member:

- (a) repeatedly fails or refuses to comply with the lawful rulings of the officer presiding at a corporate meeting, causing a prolonged disruption of such meeting;

- (b) repeatedly uses threatening and/or offensive language, during any activity of the Corporation, despite being requested to refrain from doing so by an officer or agent of the Corporation in charge of such activity;
- (c) engages in any other unreasonable conduct which is detrimental to the best interests of the Corporation, during any activity of the Corporation,
- (d) is named as a defendant in a criminal complaint or indictment duly filed in a court of competent jurisdiction which charges him with an offense described in Article III, Section 18C(2) above, or

(2) *of player members*

The membership of a Player Member may be suspended either for a fixed period of time or until the conclusion of a fixed number of future games played by the team to which he is assigned, after hearing, if said member:

- (a) repeatedly fails or refuses to obey the reasonable orders of a manager or coach of the team to which he is assigned;
- (b) repeatedly uses threatening and/or offensive language during an activity of the Corporation, despite being requested to refrain from doing so by an officer or agent of the Corporation in charge of such activity;
- (c) engages in unsportsman-like conduct, following a warning to refrain from doing so given by the manager or coach of the team to which is assigned;
- (d) engages in fighting or grossly negligent conduct that endangers the safety of another person, during any activity of the Corporation.

E. Discretionary termination

(1) *of regular members and honorary members*

The membership of a Regular Member or an Honorary Member may be terminated, after hearing, if said member, after having been previously suspended for conduct described in Article III, Section 18D(1)(a)-(c)[but not (d)] above, engages in conduct described in said provisions.

(2) *of player members*

The membership of a Player Member may be terminated, after hearing, if said member, after having been previously suspended for conduct described in Article III, Section 18D(2)(a)-(d) above, engages in conduct described in said provisions

F. Procedure for disciplinary proceedings

(1) *initiation of complaint*-- A disciplinary proceeding against a Player Member shall be initiated, when the Executive Vice-President receives a written complaint on such form as may be approved by the Board of Directors from time to time. A complaint against a Player Member must be signed by a manager or coach of a team in the Corporation's baseball program or by a member of the Corporation. A complaint against a Regular Member or Honorary Member must be signed by a member of the Corporation.

(2) *scheduling of hearing*-- Upon receiving the complaint, the Executive Vice-President shall forthwith schedule it to be heard and determined by Disciplinary Committee at the earliest time and date convenient to a majority of the members of that committee.

(3) *notice of hearing*-- Not less than 24 hours prior to said hearing, the Executive Vice-President shall notify the complainant and the accused member of the time, place and purpose of said hearing and shall, in addition, provide the accused member with a copy of the aforesaid written complaint. If the accused member agrees, notice of less than twenty-four (24) hours shall be sufficient. If the accused member is a Player Member, all notices shall be given to a parent or legal guardian of the Player Member.

(4) *persons authorized to attend hearing*-- The accused member, the parents or legal guardian of the accused member (only if the accused member is a Player Member), the complainant and the witnesses, if any, called by either the complainant or the accused member may attend the hearing. The term "witnesses" shall be limited to

those persons who have personal knowledge of the acts or conduct of the accused member described in the complaint.

(5) *conduct of the hearing*-- The Executive Vice-President shall preside at and conduct the hearing. The hearing shall proceed as follows:

- (a) The Executive Vice-President shall present the complaint to the members of the committee;
- (b) The complainant shall then be given a fair opportunity to state the pertinent facts known to him;
- (c) The accused member and the parents or legal guardian of the accused member (only if the accused member is a Player Member) shall then be given a fair opportunity to state the pertinent facts known to them;
- (d) Each witness called by the accused member or by the complainant shall then be given a fair opportunity to state the pertinent facts known to such witness;
- (e) At any time during the course of the hearing, the Executive Vice-President shall make, or permit to be made, such inquiries of those present as he deems necessary or advisable.

(6) *deliberations of the committee*-- After each party and each witness in attendance has had a fair opportunity to present pertinent facts known to him, the Executive Vice-President shall suspend the hearing and the committee will, in closed session, deliberate to decide what, if any, disciplinary action is warranted by the evidence presented. Only committee members shall be present during such deliberations.

(7) *decision of the committee*-- The Disciplinary Committee shall, by majority vote, determine whether to (a) dismiss the complaint, (a) suspend the accused member for a fixed period of time, (c) suspend the accused member for a number of future games to be played by the team to which he is assigned (if the accused member is a Player Member) or (d) terminate the membership of the accused member. Each member of the Disciplinary Committee who attended the hearing shall be entitled to one vote. After the Disciplinary Committee has reached its decision, the Executive Vice-President shall reconvene the hearing and announce the decision of the Disciplinary Committee. Thereafter, the Executive Vice-President shall record the decision of the Disciplinary Committee on the complaint and deliver to the President and to the accused member (or the accused member's parent or legal guardian, if he is a Player Member) a copy of the complaint so endorsed.

(8) *appeal of decision*—

(a) If the Disciplinary Committee suspends the membership of a Player Member, pursuant to the provisions of Article III, Section 18D(2) above, within the seven (7) calendar day period immediately following the date of the decision of the Disciplinary Committee, the parent or legal guardian of the Player Member may appeal the decision of the Disciplinary Committee to the President, by delivering to the Executive Vice-President a written Notice of Appeal stating the reasons for such appeal.

(i) Upon receiving such a notice of appeal, the Executive Vice-President shall prepare forthwith a written Summary of the related hearing and deliver the same to the President, together with the Notice of Appeal.

(ii) As soon as practicable thereafter, the President shall meet with the Executive Vice-President, the accused Player Member and the parent(s) or the legal guardian of said Player Member and shall determine what, if any, action to take on such appeal.

(iii) The President, at his discretion, may (I) affirm the decision of the Disciplinary Committee, (ii) vacate the decision of the Disciplinary Committee or (iii) modify the decision of the Disciplinary Committee in any manner.

(iv) The President shall record his decision on the Notice of Appeal and forthwith provide a copy thereof to the parent(s) or legal guardian of the accused Player Member, the Executive Vice-President and the Vice President for Player Affairs.

(b) If the Disciplinary Committee suspends or terminates the membership of a Regular Member or an Honorary Member pursuant to the provisions of Article III, Section 18D or Section 18E above or terminates the membership of a Player Member pursuant to the provisions of Article III, Section 18E above, within the seven (7) calendar day period immediately following the date of the decision of the Disciplinary Committee, the accused member (or his parent or legal guardian, if the accused member is a Player Member) may appeal the decision of the Disciplinary Committee to the Board of Directors by delivering to the Executive Vice-President a written Notice of Appeal stating the reasons for such appeal.

(i) Upon receiving such a notice of appeal, the Executive Vice-President shall prepare forthwith a written Summary of the related hearing and deliver the same to the President, together with the Notice of Appeal.

(ii) As soon as practicable thereafter, the President shall call a special meeting of the Board of Directors for the exclusive purpose of hearing and deciding such appeal. Not less than three (3) calendar days prior to said special meeting, the President shall notify the appealing member (or the parent or legal guardian of the appealing member, if the appealing member is a Player Member) of the time, place and purpose of said hearing. If the appealing member agrees, a notice given less than three (3) days before the special meeting shall be sufficient.

(iii) The Executive Vice-President shall present the complaint to the Board, summarize what transpired at the Disciplinary Committee hearing and explain the reason(s) for the Board's decision. The appealing member (or his parent or legal guardian, if he is a Player Member) shall present the basis for the appeal. The Board of Directors may, by vote taken, permit other persons to speak in favor of or against the decision of the Disciplinary Committee.

(iv) The Board of Directors shall, by majority vote, (I) affirm the decision of the Disciplinary Committee, (ii) vacate the decision of the Disciplinary Committee or (iii) modify the decision of the Disciplinary Committee in any manner.

(v) The President shall record the Board's decision on the Notice of Appeal.

Section 19: Informal Discipline of Player Members

The benching a Player Member for part of a game while such game is in progress shall not render the Player Member suspended and shall not require the filing of a disciplinary complaint by the manager or coach of the Player Member's team. However, no manager or coach shall bench a Player Member for any portion of a game that is not already in progress, inasmuch as such action would constitute a suspension.

ARTICLE IV. --- DIRECTORS

Section 1. Powers of Directors

The business of the Corporation shall be managed by a Board of Directors who shall have and may exercise all the powers of the Corporation, except as otherwise reserved to the members by law, by the Articles of Organization, or by these Bylaws.

Section 2. Qualification of Directors

A Director must be a Regular Member in good standing.

Section 3. Number, Election, and Term of Office of Directors

The Board of Directors shall consist of not less than seven (7), nor more that thirteen (13), Regular Members. The directors shall be chosen at the annual meeting of the members by majority vote of the Regular Members personally in attendance or present by way of absentee ballot who have the right to vote thereat. Upon election, a Director shall immediately commence the performance of his duties and shall continue to hold office, until the next annual election of Directors and until his successor is chosen and qualified or until he sooner dies, resigns, is removed, or becomes disqualified. The precise number of Directors shall be fixed, from time to time, by two-thirds (2/3) vote of the Regular Members.

Section 4. Regular Meetings of Directors

A. The first meeting of the Board of Directors following the annual meeting of the members shall be held, without notice, immediately after and at the same place as the annual meeting of the members or the special meeting of the members held in lieu thereof. If in any year a meeting of the Board of Directors is not held at such time and place, any action to be taken may be taken at any later meeting of the Board of Directors with the same force and effect as if held or transacted at such meeting.

B. Regular monthly meetings of the Board of Directors shall be held at such times and places, within or without the Commonwealth of Massachusetts, as the Board of Directors may fix from time to time. When they are so fixed, no notice thereof need be given, provided that any Director who is absent when such times and places are so fixed shall be given written notice of the fixing of such times and places.

Section 5. Special Meetings of Directors

Special meetings of the Directors may be held at any time and at any place designated in the call of the meeting, when called by the President or by any four or more Directors, reasonable notice thereof being given to each Director by the Secretary or by the officer or one of the Directors calling the meeting. In the absence of the President, the Executive Vice President shall preside at said meetings. In the event that both the President and the Executive Vice President are absent from such meeting, the officer or one of the Directors calling the meeting shall preside thereat, by agreement.

Section 6. Notice of Meetings of Directors

It shall be reasonable and sufficient notice to a Director to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him at his usual or last known business address or residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting. Notice of a meeting need not be given to any Director, if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting, without protesting before or at its commencement, the lack of notice to him. Neither notice of a meeting nor a waiver of notice need specify the purposes of the meeting.

Section 7. Quorum for Meetings of Directors

At any meeting of the Directors a quorum for any election or for the consideration of any question shall consist of sixty per cent (60%) of the Directors then in office. Whether or not a quorum is present, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of the Directors present shall be requisite and sufficient for election to any office and shall decide any question brought before the meeting, except in any case where a larger vote is required by law, by the Articles of Organization, or by these Bylaws.

Section 8. Order of Business at Meetings of Directors

A. The following order of business shall be observed at all annual or special meetings of the Directors:

- (1) Calling of the roll;
- (2) Reading, correcting and approving the minutes of the previous meeting;
- (3) Reports of officers, if any;
- (4) Reports of Directors' committees, if any;
- (5) Election/appointment of officers and/or directors, if timely;
- (6) Appointment of members to committees, if timely;
- (7) Unfinished business;
- (8) New business

B. The Directors may, by majority vote of the Directors present, deviate from the aforesaid order, as they deem advisable.

Section 9. Action by Consent of Directors

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting, if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Each such consent shall be treated for all purposes as a vote of the consenting Director at such meeting.

ARTICLE V. --- RULES OF ORDER

Roberts' Rules of Order shall govern the proceedings at all meetings of members and/or directors of the Corporation, except where the same conflicts with the Articles of Organization of the Corporation or these Bylaws.

ARTICLE VI. --- OFFICERS

Section 1. Enumeration and Qualification of Officers

A. The officers of the Corporation shall be the President, the Executive Vice President, the Treasurer, the Secretary, the Vice President for Player Affairs (otherwise known as the: Player Agent"), the Vice President for Scheduling, the Vice President for Fund Raising, the Vice President for Materiel, the Vice President for Public Affairs, the Vice President for the Senior Division, the Vice President for the Major Division, the Vice President for the Prep Division, the Snack Bar Coordinator and, if appointed, an Assistant Treasurer and an Assistant Secretary.

B. All officers must be Regular Members of the Corporation in good standing.

C. The Secretary must be a resident of the Commonwealth of Massachusetts.

D. Any two or more offices may be held by the same person; however, a person holding more than one office nevertheless receives only one vote as a Director.

Section 2. Powers of Officers

Subject to law, to the Articles of Organization, and to the other provisions of these by-laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office and such duties and powers as the Directors may from time to time designate.

Section 3. Election and Appointment of Officers

The President, Treasurer and Secretary shall be elected annually by a majority vote of the membership at the annual meeting of the members of the Corporation. An Assistant Treasurer and an Assistant Secretary may be appointed by the Board of Directors from time to time. All other officers and agents of the Corporation shall be appointed by the President.

Section 4. Terms of Officers

Except as otherwise provided by law, by the Articles of Organization, or by these by-laws, every officer shall hold office until the next annual meeting of the members and until his respective successor is chosen and qualified, unless he sooner dies, resigns, is removed, or becomes disqualified.

Section 5. President

A. The President shall be the chief executive officer of the Corporation and shall, subject to the direction of the Board of Directors, have general supervision and control of its business, baseball program and activities. The President shall preside, when present, at all meetings of members and at all meetings of the Board of Directors and shall be an *ex-officio* member of all committees established by the Board of Directors.

B. The President shall:

- (1) conduct the affairs of the Corporation and execute the policies established by the Board of Directors;
- (2) present a written report of the condition of the Corporation at the annual meeting of members;
- (3) communicate to the members and directors such matters as deemed appropriate and shall make such suggestions to the members and directors as he deems necessary or advisable to promote the welfare of the Corporation and the success of its baseball program and activities;
- (4) be responsible for ensuring that the conduct of the Corporation strictly conforms to these bylaws and to such policies as may be established hereafter by the Board of Directors;
- (5) designate in writing other officers, if necessary, to have power to make and execute for and in the name of the Corporation such contracts and leases as may be received which enjoy the prior approval of the Board;
- (6) investigate complaints, irregularities and conditions detrimental to the Corporation and report thereon to the Board of Directors as circumstances warrant;
- (7) prepare and submit in writing an annual budget to the Board of Directors for its approval and be responsible for the proper execution thereof and adherence thereto;
- (8) build the membership of the Corporation;
- (9) with the assistance of the Vice President for Player Affairs, examine the application and the supporting proof-of qualification of every candidate who wishes to become a Player Member in the Corporation's baseball program and, if he finds such candidate to be eligible, certify said candidate's residence and eligibility, before the said candidate may be accepted as a Player Member;
- (10) with the assistance of the Vice President for Fund Raising, plan and conduct such fund raising activities as may be approved from time to time by the Board of Directors;
- (11) preside at all drafts and,
- (12) with the assistance of the Vice-President for Player Affairs, organize and conduct all tryouts and/or evaluations of Player Members.

Section 6. Treasurer

A. The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause accurate books of account to be kept. The Treasurer shall have custody of all funds and securities of the Corporation.

B. The Treasurer shall:

- (1) perform such duties as are herein set forth and such other duties as are customarily incident to the office of Treasurer or may be assigned by the Board of Directors;
- (2) receive all monies and securities belonging to the Corporation and deposit the same in a depository approved by the Board of Directors;
- (3) keep records for the receipt and disbursement of all monies and securities of the Corporation, approve all payments from allotted funds and draw checks therefor in agreement with policies established in advance of such actions by the Board of Directors;
- (4) prepare an annual budget, under the direction of the President, for submission to the Board of Directors at its annual meeting;
- (5) reconcile and balance the Corporation's checking account every month;
- (6) ensure that no funds of the Corporation are disbursed to satisfy a debt of the Corporation, before he has received either a detailed written invoice to the Corporation or other suitable documentation evidencing such debt;
- (7) prepare an annual report to the membership of the financial condition of the Corporation and submit the same to the Corporation at its annual meeting;
- (8) prepare and submit to each special meeting of the directors and/or members of the Corporation a written report showing the then current financial condition of the Corporation;
- (9) ensure that each and every payment of an expense of the Corporation be made by a check drawn on a bank account of the Corporation;

- (10) cooperate with the Auditing Committee and make the financial records of the Corporation available for its review and
- (11) oversee the performance of any Assistant Treasurer appointed by the Board of Directors.

C. The Treasurer shall perform such other and further duties as the Board of Directors may direct, from time to time.

Section 7. Secretary

A. The Secretary shall:

- (1) perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors;
- (2) maintain the official records of the Corporation and cause all minutes to be recorded in a separate book kept for that purpose;
- (3) keep written minutes of all meetings of the membership and all meetings of the Board of Directors;
- (4) be responsible for recording the activities of the Corporation and maintaining appropriate files, mailing lists and necessary records;
- (5) maintain and keep a current Roll of Regular and Honorary Members of the Corporation and make the same available for inspection at every members' meeting and at every directors' meeting;
- (6) give notice of all meetings of the Corporation and of the Board of Directors, except as otherwise provided in the Bylaws;
- (7) conduct all correspondence, not otherwise specifically delegated, in connection with meeting;
- (8) receive a copy of all official correspondence authored or received by other corporate officers and
- (9) provide written notice to each director and officer of his election and,
- (10) oversee the performance of any Assistant Secretary appointed by the Board of Directors.

B. The Secretary shall perform such other and further duties as the Board of Directors may direct, from time to time.

C. In the absence of the Secretary or the Assistant Secretary from any such meeting, a Temporary Secretary shall be appointed by the person presiding at the meeting, shall perform the duties of the Secretary thereat for the duration of such meeting and, upon the conclusion of such meeting, shall forthwith transmit the said meeting's minutes to the Secretary for inclusion in the official records of the Corporation.

Section 8. Executive Vice-President

A. The Executive Vice President shall, in case of the absence or disability of the President, perform the duties of the President and, when so acting, shall have all of the powers of the President's office.

B. The Executive Vice President shall be the Chairman of the Disciplinary Committee and shall preside at its meetings.

C. The Executive Vice President shall have such other, special powers and duties as defined in these bylaws and also shall have such other powers and shall perform such other duties as the President may designate from time to time.

D. The Executive Vice President shall report directly to the President.

Section 9. Vice President for Player Affairs ("Player Agent")

A. The Vice –President for Player Affairs (otherwise known as the "Player Agent") shall assist the President in attracting eligible candidates to participate in the baseball program of the Corporation and shall be responsible for registering such candidates as Player Members.

B. The Vice President for Player Affairs shall:

- (1) receive and review the application of each candidate who wishes to become a Player Member and verify the residence and other eligibility requirement of such candidate;
- (2) be present at all drafts and tournament team selections and ensure that such drafts and selections are conducted in compliance with the directives of the Board of Directors.
- (3) prepare and maintain a Player Member Roster listing each Player Member and a also a Master Team Roster reflecting the team to which each such Player Member is assigned;
- (4) prepare for the President's signature and submission to Babe Ruth Baseball, Inc. or any subdivision thereof with which the Corporation's baseball program is subsequently affiliated, team rosters in the form required by such league or organization;
- (5) maintain and update the aforescribed rosters and submit the same to the President and to the vice presidents of the playing divisions from time to time;
- (6) determine whether to approve or to disapprove the request of any Player Member to be reassigned to a different team during an ongoing season and promptly notify the President of any such reassignment which is approved;
- (7) promptly notify the President of the resignation of any Player Member;
- (8) maintain, during the regular season, a running list of those Prep Division players who are "called up" to play a game for a Major Division team, because of the inability of said team to field 9 players in that game, and ensure that no Prep Division player is called up more than once per season;

C. The Vice President for Player Affairs shall perform such other and further duties as the President may direct, from time to time.

D. The Vice President for Player Affairs shall report directly to the President:

Section 10. Vice President for Scheduling

A. The Vice President for Scheduling shall:

- (1) assign a unique designation to each game being played officially in baseball program of the Corporation;
- (2) schedule the regular season games in the Corporation's baseball program;
- (3) schedule the playoff games, if any, in the Corporation's baseball program;
- (4) coordinate and schedule the use of playing fields by teams in the Corporation's baseball program for the conduct of regular season games, playoff games and practices;
- (5) schedule umpires to officiate at all regular season games and playoff games in the Corporation's baseball program;
- (6) act as a liaison between the President and the umpires engaged to officiate the games played in the Corporation's baseball program;
- (7) at the end of each week during the playing season, certify to the Treasurer the payments to be made to individual umpires for services rendered.

B. The Vice President for Scheduling shall perform such other and further duties as the President may direct, from time to time.

C. The Vice President for Scheduling shall report directly to the President.

Section 11. Vice President for Fund Raising

A. The Vice President for Fund Raising shall plan, oversee and conduct all fund-raising activities of the Corporation.

B. The Vice President for Fund Raising shall:

- (1) propose, in detail, to the President specific fund-raising activities that the Corporation can successfully carry out to provide adequate income for the Corporation to attain its financial objectives;

- (2) receive the approval of the President, prior to commencing any fund raising activity;
- (3) ensure that all funds raised are properly maintained and accounted for in compliance with the directives of the President and Treasurer;
- (4) promptly deliver all funds raised to the Treasurer or, in the alternative, promptly deposit said funds in a bank account of the Corporation, then provide forthwith to the Treasurer appropriate evidence of such deposit and
- (5) perform such other and further duties as the President may direct, from time to time.

C. The Vice President for Fund Raising shall be assisted by the Fund Raising Committee of which he shall be the Chairman.

D. The Vice President for Fund Raising shall report directly to the President.

Section 12. Vice President for Materiel

A. The Vice President for Materiel shall attend to, and be responsible for, purchasing, maintaining, distributing and collecting all uniforms, equipment and non-Snack Bar related supplies required for the proper operation of the Corporation and the successful conduct of its activities and baseball program.

B. The Vice President for Materiel shall:

- (1) keep detailed, written records of all purchases made or ordered and present suitable invoices therefor to the Treasurer for payment;
- (2) keep detailed, written records of the distribution and disposition of all uniforms, playing equipment and supplies pertaining to the baseball program of the Corporation;
- (3) oversee the collection from each team of all uniforms and equipment belonging to the Corporation at the completion of said team's last regular season game or playoff game, whichever event last occurs;
- (4) in each fiscal year, during the month of January, then again during the month of August conduct a detailed inventory of all uniforms, equipment and non-Snack bar supplies belonging to the Corporation;
- (5) on February 1 and again on September 1 in each year, present to the President a detailed, written inventory of the uniforms, equipment and supplies of the Corporation;
- (6) perform such other and further duties, as the President shall direct from time to time.

C. The Vice President for Materiel shall be assisted by the Materiel Committee of which he shall be the Chairman.

D. The Vice President for Materiel shall report directly to the President.

Section 13. Vice President for Public Affairs

A. The Vice-President for Public Affairs shall attend to and be responsible for obtaining favorable publicity in local media for all activities of the Corporation.

B. The Vice-President for Public Affairs shall perform such other duties as may be assigned to him from time to time by the President.

C. The Vice-President for Public Affairs shall be assisted by the Publicity Committee of which he shall be the Chairman.

D. The Vice-President for Public Affairs shall report directly to the President.

Section 14. Vice President for the Senior Division

- A. The Vice President for the Senior Division shall be in charge of and administer the Senior Division baseball program for Player Members who are either 16, 17 or 18 years old.
- B. The Vice President for the Senior Division shall manage a team in the Senior Division.
- C. The Vice President for the Senior Division shall:
- (1) recruit Player Members to participate in the Senior Division baseball program;
 - (2) investigate and recruit potential managers and coaches to staff the Senior Division team(s) and nominate such persons for appointment by the President;
 - (3) assist in the training and evaluation of all managers and coaches of Senior Division teams;
 - (4) assist the Vice President for Player Affairs in conducting such tryouts as are necessary or desirable for the purposes of drafting and utilizing Player Members in the Senior Division;
 - (5) act as the liaison between the President and the managers and coaches of the teams within the Senior Division and
 - (6) perform such other duties as may be assigned by the President from time to time.
- D. The Vice President for the Senior Division shall report directly to the President.

Section 15. Vice President for the Major Division

- A. The Vice President for the Major Division shall be in charge of and administer the Major Division baseball program for Player Members who are either 14 or 15 years old.
- B. The Vice President for the Major Division shall:
- (1) recruit Player Members for participation in the Major Division baseball program;
 - (2) investigate and recruit potential managers and coaches to staff the teams in the Major Division and nominate such persons for appointment by the President;
 - (3) assist in the training and evaluation of all managers and coaches of Major Division teams;
 - (4) assist the Vice President for Player Affairs in conducting such tryouts as are necessary or desirable for the purpose of drafting and utilizing Player Members in the Major Division;
 - (5) act as the liaison between the President and the managers and coaches of the teams within the Major Division and
 - (6) perform such other duties as may be assigned by the President from time to time.
- C. The Vice President for the Major Division shall report directly to the President.

Section 16. Vice President for the Prep Division

- A. The Vice President for the Prep Division shall be in charge of and administer the Prep Division baseball program for Player Members who are 13 years old.
- B. The Vice President for the Prep Division shall:
- (1) recruit Player Members for participation in the Prep Division baseball program;
 - (2) investigate and recruit potential managers and coaches to staff the teams in the Prep Division and nominate such persons for appointment by the President;
 - (3) assist in the training and evaluation of all managers and coaches of Prep Division teams;
 - (4) assist the Vice President for Player Affairs in conducting such tryouts as are necessary or desirable for the purpose of drafting and utilizing Player Members in the Prep Division;
 - (5) act as the liaison between the President and the managers and coaches of the teams within the Prep Division and
 - (6) perform such other duties as may be assigned by the President from time to time.
- C. The Vice President for the Prep Division shall report directly to the President.

Section 17. Snack Bar Coordinator

A. The Snack Bar Coordinator shall be responsible for coordinating volunteers to staff the Snack Bar at the Twi Field in Danvers, at those times, if any, when the Corporation is obliged or elects to provide such staffing to the Twi Baseball Commission, Inc., the operators of said Snack Bar.

B. The Snack Bar Coordinator shall:

- (1) recruit appropriate volunteers to staff said Snack Bar;
- (2) provide all such volunteers with appropriate instructions, written or oral, regarding the procedures for operating said Snack Bar;
- (3) maintain a master list of the aforesaid volunteers' names and telephone numbers;
- (4) schedule the services of an appropriate number of such volunteers to adequately staff the Snack Bar at all times that the Corporation determines to do so.
- (5) perform such other duties as may be assigned by the President from time to time.

C. The Snack Bar Coordinator shall report directly to the President.

Section 18. Assistant Treasurer

One or more Assistants Treasurer may be appointed by the Board of Directors, from time to time, and shall have such powers and perform such duties as described in the bylaws, together with such further duties as the Board of Directors may designate from time to time.

Section 19. Assistant Secretary

An Assistant Secretary may be appointed by the Board of Directors, from time to time, and shall have such powers and perform such duties as described in these bylaws, together with such further duties as the Board of Directors may designate from time to time.

ARTICLE VII. --- RESIGNATIONS, REMOVALS, AND VACANCIES

Section 1. Resignations of Officers and Directors

Any Director or officer may resign at any time by delivering his resignation in writing to the President or to the Secretary or to a meeting of the Directors. A resignation shall take effect at such time as is specified therein or, if no time is so specified, then upon delivery thereof.

Section 2. Removals of Officers and Directors

A. Directors, including Directors elected by the Directors to fill vacancies in the Board, may be removed, with or without assignment of cause, by vote of a majority of the members entitled to vote in the election of Directors. The Directors may, by vote of a majority of the Directors then in office, remove any Director for cause.

B. The Directors may remove any officer from office, with or without assignment of cause, by vote of a majority of the Directors then in office.

C. If cause is assigned for removal of any Director or officer, the Director or officer may be removed only after a reasonable notice and opportunity to be heard before the body proposing to remove him.

D. Except as the Directors may otherwise determine, no Director or officer who resigns or is removed shall have any right to damages on account of such removal.

Section 3. Vacancies in Officer and/or Director Positions

A. Any vacancy in the Board of Directors, including a vacancy resulting from an enlargement of the Board, may be filled by (1) a majority vote of the Directors then in office at any regular meeting of the directors or at any special

meeting of the directors called for that purpose or (2) at a special meeting of the members called for that purpose; provided, however, that any vacancy resulting from action by the members may be filled by the members at the same meeting at which such action was taken by them. Whenever a vacancy in the Board of Directors exists, the remaining Directors may exercise the powers of the full Board until the vacancy is filled, except as otherwise provided by law.

B. If an elected officer dies, resigns, is removed or become disqualified, the Directors may elect his successor by vote of a majority of the Directors present at any regular meeting of directors or at any special meeting called for that purpose. Every such successor shall hold office for the unexpired term of his predecessor and until his successor shall be elected or appointed and qualified, or until he sooner dies, resigns, is removed, or becomes disqualified.

Section 4. Order of Succession

In the event of the prolonged absence or incapacitation of the President, the Executive Vice-President shall manage the affairs of the Corporation. In the event of the prolonged absence or incapacitation of the President and the Executive Vice President, the Vice President for Player Affairs shall manage the affairs of the Corporation. In the event of the prolonged absence or incapacitation of the President, the Executive Vice President and the Vice President for Player Affairs, the Vice President for Scheduling shall manage the affairs of the Corporation.

ARTICLE VIII- COMMITTEES

Section 1. Standing Committees

The Corporation shall have the standing committees which are described below. All members of such committees shall hold be appointed by and hold office at the pleasure of the Board of Directors. The Board of Directors may abolish any such committee at any time. Any committee to which the Board of Directors delegates any of its powers or duties shall keep formal, written minutes of its meetings and shall, upon request, report its actions in writing to the Board of Directors. The Board of Directors shall have the power to rescind any action of any committee, but without retroactive effect.

A. Fund raising committee

The Board of Directors shall appoint a Fund Raising Committee consisting of not less than four (4) nor more than six (6) persons who may or may not be Regular Members. The Vice President for Fund Raising shall be an *ex-officio* member of the Fund Raising Committee and shall be the Chairman thereof. The Fund Raising Committee shall investigate ways and means of financing the Corporation's activities and baseball program, shall submit its recommendations to the full Board from time to time and shall be responsible for raising monies for the benefit of the Corporation. The Fund Raising Committee shall ensure that all funds so collected are maintained and accounted for in a manner satisfactory to the Treasurer and promptly delivered to the Treasurer.

B. Materiel committee

The Board of Directors shall appoint a Materiel Committee, consisting of not less than four (4) persons who may or may not be Regular Members. The Vice President for Materiel shall be an *ex-officio* member and Chairman of the Materiel Committee. The Materiel Committee shall assist the Vice President for Materiel in collecting, storing, repairing, taking inventory of and distributing all of the Corporation's uniforms and equipment (including playing equipment, such as helmets, shoulder pads and the like and equipment required to maintain playing fields) and, on or before February 1 and again on or before September 1 of each year, shall submit a detailed, written inventory of such uniforms and equipment to the President who shall summarize the same in writing to the Board of Directors. The Materiel Committee shall assist the Vice President for Materiel in securing bids on needed supplies, uniforms and equipment and shall make recommendations for the purchase of the same. The Materiel Committee shall assist the Vice President for Materiel in the proper issuance of all uniforms and playing equipment, before the start of the playing season in each calendar year, and in the repair, cleaning and storage thereof, as soon after the close of said playing season as practical. The Materiel Committee shall assist in duly accounting for all uniforms and playing equipment and in keeping detailed, written records of the disposition of such equipment.

C. Auditing committee

The Board of Directors shall appoint an Auditing Committee consisting of three (3) directors. Neither the Vice President for Fund Raising nor any person who is authorized to sign a check on behalf of the Corporation shall be eligible to serve on the Auditing Committee. The Auditing Committee shall review periodically the Corporation's financial books and records and, prior to the annual meeting of the members, shall attach a statement of its findings to the annual financial statement or report of the Treasurer. If ordered to do so by the President or by vote of the Board of Directors, the Auditing Committee shall secure the services of a Certified Public Accountant to assist it in reviewing the financial books and records of the Corporation and shall incorporate the opinion and findings of such Certified Public Accountant in its findings.

D. Disciplinary committee

(1) The Disciplinary Committee shall be comprised of the Executive Vice President, the Vice President for Player Affairs, the Vice President for the Senior Division, the Vice President for the Major Division, the Vice President for the Prep Division and such other Regular Members as the Board of Directors shall appoint, from time to time. The Executive Vice President shall be the Chairman of the Disciplinary Committee and shall preside at all meetings thereof. In the event of the prolonged absence or incapacitation of the Executive Vice-President, the Vice-President for Player Affairs shall act in his name and stead.

(2) The Disciplinary Committee shall hear all disciplinary complaints filed against members and shall be empowered to decide what action, if any, to take thereon.

(3) The Disciplinary Committee shall keep a record of all complaints received and the disposition of each.

(4) All records and proceedings of the Disciplinary Committee pertaining to an accused Player Member shall be kept confidential.

(5) A member of the Disciplinary Committee shall neither sit as a member of the committee during a hearing nor take part in the committee's deliberations regarding such hearing, if he (a) is the complainant, (b) is the accused member, (c) is the parent or legal guardian of the accused Player Member or (d) has agreed to speak as a witness on behalf of the complainant or the accused member in such proceeding.

(6) Only the Disciplinary Committee may suspend or terminate the membership of a member.

E. Publicity committee

The Board of Directors shall appoint a Publicity Committee consisting of not less than four (4) nor more than six (6) persons who may or may not be Regular Members. The Vice President for Public Affairs shall be an *ex-officio* member of the Publicity Committee and shall be the Chairman thereof. The Publicity Committee shall investigate ways and means of publicizing the Corporation's activities and baseball program, shall submit its recommendations to the full Board from time to time and shall be responsible for obtaining adequate, favorable publicity for such activities and program in each year.

Section 2. Other Committees

The Board of Directors may establish from time to time, at its sole discretion, such other committees, temporary or permanent, as it deems necessary or advisable to facilitate the operations of the corporation and to assist the officers and directors of the Corporation in accomplishing the corporate objective .

ARTICLE IX. --- ELIGIBILITY, APPOINTMENT AND RESPONSIBILITIES OF MANAGERS AND COACHES

Section 1. Eligibility of Managers and Coaches

- A. Only Regular Members in good standing may be appointed as managers of teams in the Major and Senior divisions.
- B. Only persons who have attended two or more meetings of the Corporation within the preceding six (6) months may be appointed as managers of teams in the Prep Division.
- C. Only Regular Members in good standing may be appointed as managers of the Corporation's tournament teams.
- D. No person shall be appointed as manager or coach of any team in the Corporation's baseball program, until he has satisfied such additional requirements as may be established hereafter by the Board of Directors from time to time.

Section 2. Appointment of Managers and Coaches

- A. of Regular season teams
 - (1) The President shall appoint the managers and coaches of all regular season teams in the Corporation's baseball program.
 - (2) All appointments of managers and coaches shall expire on September 1 of each year, unless sooner terminated by the President.
- B. of Tournament teams
 - (1) The manager and coaches of the Corporation's 13 Year Old Tournament team shall be nominated by a selection committee, which is comprised of the President, the Executive Vice-President, the Vice-President of the Prep Division and the managers of the teams in the Prep Division, and appointed by the President.
 - (2) The manager and coaches of the Corporation's 14 Year Old Tournament team and 14-15 Year Old Tournament Team shall be nominated by a selection committee, which is comprised of the President, the Executive Vice-President, the Vice-President of the Major Division and the managers of the teams in the Major Division, and appointed by the President.
 - (3) The manager and coaches of the Corporation's 16 Year Old Tournament team shall be nominated by a selection committee, which is comprised of the President, the Executive Vice-President, the Vice-President of the Senior Division and the managers of the teams in the Senior Division, and appointed by the President.
 - (4) During the nomination process, each member of a selection committee shall be entitled to one vote.

Section 3. Responsibilities of Managers and Coaches

- A. A team's manager shall be in charge of and responsible for the drafting, training and game play of the team.
- B. A team's manager shall be responsible for the conduct of its coaches and Player Members, during all games, practices and other activities in the Corporation's baseball program.
- C. A team's manager (or a coach, in the absence of the manager) shall report immediately to the Executive Vice President and to the Vice President for Player Affairs the name of any Player Member who is ejected from a game by the umpire in charge of such game.

ARTICLE X. --- AFFILIATION WITH BABE RUTH BASEBALL, INC.

Section 1. Adoption of Playing Rules and Regulations of League

The conduct of all games and the eligibility of the Corporation's Player Members to participate therein shall be governed by the rules and regulations promulgated by Babe Ruth Baseball, Inc.

Section 2. Local Playing Rules and Regulations

For non-league games, all teams in the Corporation's baseball program shall adhere to such playing rules as may hereafter be adopted by the Board of Directors from time to time.

ARTICLE XI. --- FINANCIAL AND ACCOUNTING

Section 1. General

The Board of Directors shall decide all matters pertaining to the finances of the Corporation and it shall cause all income of the Corporation to be placed in the treasury of the Corporation, directing the expenditure of same in such manner as will give no individual or team an advantage over any other individual or team fielded by the Corporation in the same division of the Corporation's program.

Section 2. No Contributions to be Made to Individual Teams

The Board of Directors shall not permit the contribution of funds or property to individual teams, but shall solicit the same for the common treasury of the Corporation in order to discourage favoritism among teams and to endeavor to equalize the benefits to all teams fielded by the Corporation.

Section 3. Limitation on Solicitation of Funds

The Board of Directors shall not permit the solicitation of funds in the name of the Corporation, unless all of the funds so raised are to be placed directly into the Corporation's treasury.

Section 4. Limitation on Disbursement of Corporation's Funds

The Board of Directors shall not permit the disbursement of the Corporation's funds for other than the conduct of the Corporation's baseball program and its other activities.

Section 5. No Salaries, Compensation or Emoluments

No Director, officer or member of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation for services rendered as Director, officer or member.

Section 6. Disbursement Only by Check

All monies received shall be deposited to the credit of the Corporation in such banking institution or institutions as may be selected by vote of the Board of Directors from time to time and all disbursements therefrom shall be made by check. All checks shall be signed by the President or by the Treasurer or by an Assistant Treasurer.

ARTICLE XII. --- CORPORATION TO MAINTAIN TAX EXEMPT STATUS

Section 1. Activity Limitations

A. The Corporation has been organized and will be operated exclusively for the purposes set forth in the Articles of Organization.

B. The Corporation will not, as a substantial part of its activities, engage in lobbying activities or carry on propaganda or otherwise attempt to influence legislation or participate in, or intervene in (including the publishing or distribution of statements) a political campaign for or against any candidate for public office.

Section 2. Other Limitations and Restrictions on Corporate Operations

A. No part of the Corporation's net earnings will inure to the benefit of, or be distributable to, any member, officer or director of the Corporation or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by other than Regular Members and to make payments and distributions in furtherance of the purposes set forth in the Articles of Organization.

B. The Corporation must distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

C. The Corporation must not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

D. The Corporation must not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

E. The Corporation must not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

F. The Corporation must not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

G. Notwithstanding any other provision contained in these Bylaws or in the Articles of Incorporation, the Corporation shall not carry on any other activities nor operate in any way not proper (a) for a Corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue law enacted) and (b) for a not for profit corporation within the meaning of Section 4 of Chapter 180 of Massachusetts General Laws, as amended, which is exempt from state income taxation under pertinent provisions of Massachusetts General Laws.

ARTICLE XIII. --- DISSOLUTION OF CORPORATION

Except as may be otherwise required or permitted by law, the Corporation may, at any time, authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts, pursuant to Section 11A of Chapter 180 of Massachusetts General Laws, by vote of a two-thirds majority of the directors of the Corporation then in office; provided, however, that, in the event of any liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the property and assets of the Corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed and set over outright to a federally incorporated entity(ies) which maintain(s) the same purposes and objective as set forth herein and to which contributions are deductible under Section 170(c) of the Internal Revenue Code. Further, such entities shall qualify as exempt from income tax under Section 501(c)(3) of the said Code as such sections may, from time to time, be amended or added to or under any successor sections thereto. The precise distribution and allocation of such assets and property of the Corporation shall be as determined by vote of a majority of the total number of the directors of the Corporation and in such proportions and in such manner as may be determined in such vote.

ARTICLE XIV. --- SELF-DEALING

Subject to the foregoing provisions of this Article and the provisions of the Articles of Organization, no contract or other transaction of this Corporation with any other person, corporation, association, or partnership shall be affected or invalidated by the fact that (i) any one or more of the officers, directors or members of this Corporation is an officer, director or partner of such other Corporation, association or partnership, or (ii) any officer, director or member of this Corporation, individually or jointly with others, is a party to or is interested in such contract or transaction, provided that disclosure of such interest is made in advance of such contract or transaction. Any director of this Corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing or ratifying

any such contract or transaction, and may vote thereon, with like force and effect as if he were not so interested or were not an officer, director or partner of such other Corporation, association or partnership.

ARTICLE XV. --- AMENDMENT OF BY-LAWS

These Bylaws may be amended repealed or altered, in whole or in part, by a two-thirds vote at any duly organized meeting of the membership, provided that notice of the proposed change is included in the notice of such meeting.

ARTICLE XVI. --- MISCELLANEOUS PROVISIONS

Section 1. Execution of Papers

All deeds, leases, transfers, contracts, bonds, notes, releases and other obligations authorized to be executed on behalf of the Corporation shall be signed by the President and the Treasurer, except as the Directors may generally or in particular cases otherwise determine.

Section 2. Corporate Seal

The seal of the Corporation shall be a circular die with the name of the Corporation, the word "Massachusetts" and the year of its incorporation cut or engraved thereon, or shall be in such other form as the Board of Directors may from time to time determine.

Section 3. Corporate Records

The original or attested copies of the Articles of Organization, the Bylaws, and records of all meetings of the Directors and members shall be kept in Massachusetts at the principal office of the Corporation. The Secretary shall maintain the corporate records in a manner approved by the President.

Section 4. Genders and Numbers

In these bylaws, the words "he", "his", and "him" are applied to all persons, regardless of the actual gender of such persons. Therefore, in construing these bylaws, feminine or neuter pronouns may be substituted for pronouns that are masculine in form wherever the factual context so requires.

William T. Harrod III
Secretary