

**BY LAWS
OF
HAVERHILL GIRLS SOFTBALL LEAGUE, INC.**

**A NOT-FOR-PROFIT CORPORATION
INCORPORATED UNDER THE LAWS OF
THE STATE OF MASSACHUSETTS**



BY - LAWS

Of

HAVERHILL GIRLS SOFTBALL LEAGUE, INC.

ARTICLE I - OFFICES

The principal office of the corporation shall be in the City of Haverhill in the County of Essex in the State of Massachusetts

The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may so require.

ARTICLE II - PURPOSES

The purposes for which this corporation has been organized are as stated in the Certificate of Incorporation which may be amended as required.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Haverhill Girls Softball League, Inc.'s purpose is to establish organized softball with the ultimate objectives of social, physical, mental, and moral development of girls aged 5 to 18 years. This is a program of friendly competition with the goal of educating players about the ideals of good sportsmanship, teamwork, honesty, courtesy, courage, integrity, and reverence so they may be finer, stronger, and happier girls who will grow to be good, clean, healthy adults. All adults will exemplify examples of these ideals, whether involved in our activities, as coaches or as a spectator.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE III - DIRECTORS

1. MANAGEMENT OF THE CORPORATION.

The corporation shall be managed by the board of directors which shall consist of at least three directors. Each director shall be at least eighteen years of age.

Board of Directors Amendment

The Board of Directors shall serve without pay and consist of 11 voting members.

President (in the event of a tie vote)

Vice President

Treasurer

Secretary

Major Commissioner

Minor Commissioner

Little Ladies Commissioner

Equipment Manager

Field Maintenance Manger

Player Agent

Sponsor/Donation/Concession Stand Coordinator/Fundraiser

2. ELECTION AND TERM OF DIRECTORS.

At each annual meeting of members the membership shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of directors may be increased or decreased by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of the majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the other directors. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

5. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by action of the board. Directors may be removed due to nonfulfillment of duties required by board, misconduct, theft or misrepresentation of our organization all by majority vote of the board members.

6. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or any specified item of business.

8. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

9. PLACE AND TIME OF BOARD MEETINGS.

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

10. REGULAR ANNUAL MEETING.

A regular annual meeting of the board shall be held.

Board of Directors Meetings Amendment

Regular meetings will be held once a month for 10 meetings per calendar year.

Special meetings may be held at any time when called for by the President, Vice President or the majority of Board members. The meeting should be in writing and communicated to all board

members.

Meeting agendas shall be provided at least 1 day in advance. Meeting minutes must be provided to all board members no later than one week after BOD meetings.

Voting Amendment

A majority of board members constitutes a quorum. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Passage of a motion requires a simple majority of voting members.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days notice to each director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. CHAIRMAN.

At all meetings of the board the president, or in his absence, a chairman chosen by the board shall preside.

13. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

ARTICLE IV - OFFICERS

1. OFFICES, ELECTION, TERM.

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

Board of Directors Elections Amendment

Board of Directors Elections will be held annually. All board members should disclose their intentions to the board for the coming election. If a board member wishes to continue in a given position, they should state this one month prior to the nominations. The board will then

vote on whether or not said current board member will be allowed to return or vacate that position. In the event that a current board member decides to change board positions, then they must be nominated at the nomination meeting. If any position is not filled or vacated one month prior to nominations then this position will be open to the public for the nominations meeting. All open positions will be disclosed to the public one month prior to the Board elections during the nominations meeting.

2. REMOVAL OR RESIGNATION.

Any officer elected or appointed by the board may be removed by the board with a majority vote. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary.

Eligibility Amendment

President, Vice President and Treasurer Board Members must have a minimum 2 years experience on the Board of Directors and have attended at least 75% of the Board meetings of the current administration. If no Board members vying for these positions meet this criteria for a certain position, eligibility shall mandate 1 year experience on the Board of Directors, and having attended at least 75% of the Board meetings of the current administration.

All other Board Positions are open to candidates with no prior Board experience.

3. PRESIDENT

The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and of the board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

4. VICE-PRESIDENT

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

5. TREASURER

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; he shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the board, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

6. SECRETARY

The secretary shall keep the minutes of the board of directors and also the minutes of the members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office.

Additional Positions Amendments

7. Sponsor/Donation/Concession Stand Coordinator

This position shall entail recruitment of Sponsors for league teams. This position is the liaison between all teams' Sponsors and the Board of Directors. Duties include: contacting all current and future sponsors, collecting sponsor forms and submitting sponsor fees to the Treasurer, coordinating sponsor/team assignments as requested and creating and maintaining all other sponsor/league correspondence. Other duties include but not limited to: solicitation of other league fundraising donations and coordination and implementation of the concession stand during the spring season.

8. Player Agent

This position's duties include collection of all player registrations and submission of registration fees to the Treasurer, compiling player information and assignment to teams based on the criteria standards for each level in the league. This position is the liaison between all players/parents and the Board of Directors in regards to team/coach requests in accordance with the league rules at all three league levels. Player Agent will compile all player information relevant to the coaches needs and present this information to the coaches, in the form of a roster, no later than 2 weeks prior to the start of the spring season. Player Agent will help coordinate player tryouts and draft procedures with the Majors / *minors* Commissioner.

9. Equipment Manager

This position is responsible for all equipment required for the league. Duties include: preseason and postseason equipment inventory, preparation of equipment bags for each team of the league, distribution of equipment bags to coaches, submission of purchase requests to the Treasurer for replacement of broken or obsolete equipment and notification of the board of any and all safety issues.

10. Field Maintenance Manager

This position coordinates all field maintenance during the spring season. Duties include: recruitment and supervision of all volunteers to prepare the fields for all games, submitting purchase requests to the Treasurer for all materials needed and notifying the board of any and all safety issues. This position will be the liaison between the Haverhill Recreation Department and the Board of Directors in terms of making sure that all field maintenance is done and the fields are clean and safe for league play.

11. Majors Commissioner

This position is the liaison between all Majors coaches and the Board of Directors. This position will coordinate all steps in the resolution and any and all player/parent/coach conflicts that arise at this level. The Majors Commissioner will ensure that all coaches at this level have completed all required coaches training and that the coaches understand all league rules that apply to the Majors level. Other duties include: collection and compilation of Majors game statistics, coordination of Majors make-up games with the coaches and Head Umpire and creation of a Majors playoff schedule. Majors Commissioner supervises the coaches at this level to ensure that proper coaching conduct is followed and that the coaches abide by all rules set by the league.

12. Minors Commissioner

This position is the liaison between all Minors coaches and the Board of Directors. This position will coordinate all steps in the resolution and any and all player/parent/coach conflicts that arise at this level. The Minors Commissioner will ensure that all coaches at this level have completed all required coaches training and that the coaches understand all league rules that apply to the Minors level. Other duties include: collection and compilation of Minors game statistics, coordination of Minors make-up games with the coaches and Head Umpire and creation of a Minors playoff schedule. Minors Commissioner supervises the coaches at this level to ensure that proper coaching conduct is followed and that the coaches abide by all rules set by the league.

13. Little Ladies Commissioner

This position is the liaison between all Little Ladies instructional coaches and the Board of Directors. This position will coordinate all steps in the resolution and any and all player/parent/coach conflicts that arise at this level. The Little Ladies Commissioner will ensure that all coaches at this level have completed all required coaches training and that the coaches understand all league rules that apply to the Little Ladies level. This Commissioner will coordinate the Little Ladies make-up games with the coaches. The Little Ladies Commissioner supervises the coaches at this level to ensure that proper coaching conduct and instruction is followed and that the coaches abide by all rules set by the league.

14. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

Fiscal Policies Amendment

The fiscal year of the board shall be January 1st to December 31st.

ARTICLE V - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VI - AMENDMENTS

The by-laws may be adopted, amended or repealed by the board at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended or repealed by the board of directors but any by-law adopted, amended or repealed by the board may be amended by the board members entitled to vote thereon as herein before provided.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of all board members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

Amendment

These bylaws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.

ARTICLE VII - CONDUCT

Because of its strong beliefs in high moral standards based on traditional values, the organization reserves the right to expect from all of its officers and directors to maintain high moral standards and social values that do not conflict with traditional spiritual morals.

Conflict of Interest Amendment

Any member of the board who has a financial, personal or official interest in or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will refrain from discussion and voting on said item.

ARTICLE VIII- INDEMNITY

The Corporation shall indemnify its directors, officers, and employees as follows:

Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation

as a director, officer, employee, or agent of the Corporation, whether or not he is a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties. The Corporation shall provide any person who is an officer, director, employee, or agent of the Corporation or was serving at the request of a director, officer, employee, or agent of the Corporation the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law.

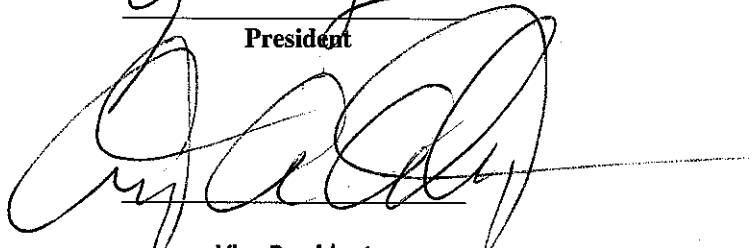
The foregoing By-Laws were adopted by the directors of:

Haverhill Girls Softball League, Inc.

On the 6th day of April 2014



President



Vice President