

BYLAWS OF
MANCHESTER GIRLS SOFTBALL LEAGUE

ARTICLE I

ARTICLES OF INCORPORATION

The name and purposes of this corporation (hereinafter, the “League”) shall be as set forth in the League’s Articles of Incorporation (“Constitution”). These Bylaws, the powers of the League and of its Board of Directors (the “Board”), Directors, Member and Officers and all matters concerning the conduct and regulation of the affairs of the League shall be subject to the League’s Articles of Incorporation and applicable laws as are now in effect and as amended from time to time.

ARTICLE II

ORIGINS AND MISSION

Section 1. Origins

The League was formed in March of 1983 under the non-profit corporation laws of the State of New Hampshire.

Section 2. Mission

The League’s Mission is as stated in its Articles of Incorporation.

ARTICLE II-A

Members

The nature of membership and criteria for membership are described below:

Section 2(a).1 Identification of Members

The League’s members shall consist solely of Directors, managers, coaches, commissioners, all parents or legal guardians of a team player and persons in appointed positions of the League provided that they satisfy the criteria for membership set forth in Section 2(a).2 below (a “Member” or “Members”). The classes of membership (and relative rights) are as set forth in the League’s Articles of Incorporation.

Section 2(a).2 Criteria for Membership

To be eligible for membership, and to remain a Member, in the League, eligible Members, shall comply with all of the following criteria:

- i. the League's mission statement(s); purpose(s) and code of conduct;
- ii. the Member shall comply with the League's Code of Ethics and Conduct;
- iii. shall pay dues according to the then current League dues schedule, if any.

2(a).4 Annual Meeting

An annual meeting of the Members shall be held at such time and place as the Directors shall determine. Notice of the annual meeting shall be (i) published at the general office of the League; (ii) published on the League's website, and; (iii) mailed and/or e-mailed or to each Member at his/her/its address on file with the League not less than thirty (30) days before the date of the meeting, and; (iv) published in the local daily or weekly newspaper. An agenda for said meeting shall be included with said notice.

2(a).5 Other Meetings

Meetings of the Members other than the annual meeting may be held at such time and place as may be determined by the Board of Directors or in accordance with a request for such a meeting requested by at least twenty percent (20%) of the eligible voting Members and directed to the President of the Board and Secretary of the League, with the latter being deemed a "special meeting". Notice of special meetings shall be published as set forth in Article 2(a).4 above no later than five days prior to the date of such meeting and shall state the purpose of such meeting. Special meetings shall be held within thirty (30) days of the date the request for a special meeting is made as set forth herein.

2(a).6 Quorum

Not less than two-thirds of the Directors who are Members in good standing shall constitute a quorum for the transaction of business at any meeting of the Members. For the purposes of this quorum requirement, the presence of Members either in person or by absentee ballot shall count toward this quorum. The percentage present shall be determined by dividing the number of Members present either by absentee ballot or in person by the number of Members in good standing according to the League's records.

2(a).7 Voting Rights

Each Voting Class Member shall be entitled to one vote at all meetings at which it is present through a duly authorized agent. For the purposes of voting, a Voting Class Member that is not a natural person (e.g., a corporation or association) shall only have one vote, just as if such a Member was a natural person.

2(a).8 Vote Required for Action

The act of a simple majority of the Members present in person or by absentee ballot at a meeting shall be the act of the Members, unless a different vote is expressly required by New Hampshire law or the Articles of Incorporation.

2(a).9 Action by Written Ballot

Except as otherwise expressly prohibited by the Articles of Incorporation, these Bylaws, or any provisions of New Hampshire law, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the League distributes a written ballot to each Member entitled to vote on the matter. Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

2(a).10 Termination of Membership

The membership of a Member shall terminate upon the occurrence of any of the following events:

- i. Upon a Member's written notice of such termination actually received by the League by mail, fax, or e-mail, or such other means as may provide the League with actual written notice of the Member's intent to terminate membership.
- ii. If the League requires any Member to pay dues, upon a Member's failure to renew his/her/its membership by paying dues on or before their annual due date, such termination shall automatically be effective thirty (30) days after the date on which dues are payable without further notice from the League. The League may, but need not, provide written notification of delinquency to any delinquent Member at its last physical or e-mail address on record with the League. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification of delinquency.
- iii. After providing the Member with reasonable written notice, upon a determination by the Board of Directors that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the League.
- iv. Upon a Member's failure to comply, and to provide written proof of compliance to the League, with the ongoing requirements of Membership within thirty (30) days after the League gives the Member written notice of its non-compliance with any part of Section 2(a).2.
- v. All rights of a member to participate in the affairs of the League shall cease on termination of membership as provided in this section.
- vi. In addition, the Board reserves the right to terminate the membership of any Member with, or without, cause.

2(a).11 Dispute Resolution Between Initial Voting Class Members

Any dispute arising between the Initial Voting Class Members under these

Bylaws shall be referred, in the first instance, to a neutral third party for evaluation and mediation. In the event that the parties cannot agree to a neutral third party, or if the initial Voting Class Members are unable to reach an agreement with the assistance of said third party within forty-five (45) days after submission, then each party shall be free to pursue any legal remedy available to it.

ARTICLE II(B)

Dues and Assessments

The Board of Directors may establish such dues and assessments, and shall assess the same against the League's Members, in such amounts and with such frequency as the Board of Directors shall deem necessary for the proper operation of the League, subject to the following:

- i. Dues shall be established annually by the Board of Directors as determined at the meeting immediately preceding the annual meeting, subject to the approval of two-thirds (2/3) of the Members present at the League's annual meeting.
- ii. Members shall complete dues payments no later than ninety (90) days after the start of the League's calendar year (September 30th).

ARTICLE II(C)

Application of Funds

The Board of Directors shall apply funds of the League received via: (i) donations to the League; (ii) revenues from the League's activities; (iii) Member contribution, and/or; (iv) the dues and assessments collected pursuant to Article II(B) above in such amounts as the Board of Directors shall, in its discretion, deem appropriate for proper discharge of the League's mission and purposes.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers; Responsibilities; Accountability

(a) The business and affairs of the League shall be managed by the Board who shall have and may exercise all the powers to which the League may be entitled pursuant to applicable law, its Articles of Incorporation and these Bylaws.

(b) The Board shall have ultimate responsibility for the affairs of the League. The Board's role is one of strategic leadership in defining and implementing the vision, mission and core values of the League. It shall adopt policies to ensure the effective stewardship and management of the League's human and financial resources

and shall also oversee the adherence to these policies.

(c) The Board shall be fully accountable to both the League and the community at large for its stewardship of the League and for the accomplishment of the League's charitable mission and purposes.

Section 2. Directors

The Board of Directors of the League shall consist of not less than nine (9) and not more than twenty-one (21) persons; and the precise number shall be fixed by the Board of Directors itself. Members of the Board of Directors shall be elected by the Voting Class Members.

Section 3. Compensation for Services

Except as provided in Article VIII, Directors shall be precluded from rendering services for compensation to the League in any capacity. However, Directors may be reimbursed for reasonable expenses associated with carrying out their duties as members of the Board in accordance with such policies as may be established by the Board from time to time.

Section 4. Powers

The business and affairs of the League shall be managed by the Directors who shall have and may exercise all the powers to which the League may be entitled pursuant to applicable law, the Articles of Incorporation and/or the Bylaws of the League.

Section 5. Removal

A Director may be removed with or without cause by a vote of a majority of the Directors present and voting at any annual or special meeting (whether present in person or duly represented), provided that the notice for such a meeting of the Directors expressly states that one of the purposes of the meeting is removal of a Director.

Section 6. Resignation

A Director may resign at any time by delivering written notice of resignation to the President, to a meeting of the Board of Directors, or to the League upon delivery of such written notice to the Secretary. Such resignation shall be effective upon receipt of such written notice (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless such notice so states.

Section 7. Regular, Annual and Special Meetings

(a) Unless the Board of Directors shall determine otherwise, the annual meeting of the Board of Directors shall be held on the first Tuesday of October in each year, or if that date is a legal holiday at the place where the meeting is to be held, then on the next succeeding day not a legal holiday, at such place and time as may be determined by the Board of Directors. If an annual meeting is not held as herein provided, a special meeting may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these Bylaws to the annual meeting shall be deemed to refer to such special meeting.

(b) Regular meetings of the Board of Directors may be held at such times as the Board of Directors may determine.

(c) Special meetings of the Board of Directors may be held at any time when called by the President of the Board of Directors or by at least one third (1/3) of the Board of Directors.

Section 8. Notice of Meeting

(a) All meetings of the Board of Directors shall be held at the principal office of the League or at such other place as shall be specified in the notice of the meeting. Reasonable notice of the time and place of all meetings shall be given by the President of the Board of Directors or the Secretary. Notice of a regular meeting need not specify the purpose of the meeting, unless otherwise required by law, the Articles of Incorporation of the League, or these Bylaws. However, the purposes for which a special meeting is being called shall be set forth in the notice of that special meeting.

(b) Except as otherwise expressly provided herein or required by law, it shall be reasonable and sufficient notice to a Director to send written notice by (a) first class U.S. mail at least five (5) days prior to the meeting, (b) overnight private courier at least forty-eight (48) hours prior to the meeting, (c) facsimile transmission at least forty-eight (48) hours before the meeting, (d) or electronic mail at least forty-eight (48) hours before the meeting, addressed to such Director at his or her usual or last known business, residence address, or electronic mail address or facsimile number.

(c) Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purpose of the meeting unless such purpose is required to be specified in the notice of

Section 9. Quorum

At any meeting of the Board of Directors, a majority of the Directors, present in person or via other acceptable means as specified in Section 12 below, then in office shall constitute a quorum. Any meeting may be adjourned to a later date or dates by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 10. Action by Vote

Each Director shall have one (1) vote. When a quorum is present at any meeting, a majority of the votes properly cast by Directors shall decide any questions, unless otherwise provided by law, the Articles of Incorporation or the Bylaws of the League.

Section 11. Action by Writing

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the entire Board of Directors consent to the action in writing and each of the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 12. Presence through Other Acceptable Means

Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another at the same time and participation by such means shall constitute presence in person at a meeting.

Section 13. Proxies

Directors may vote either in person or by written proxy, which proxies shall be filed, before being voted, with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

Section 14. Standard of Care

(a) A Director shall perform the duties of a Director, including as a member of any Board committee on which the Director may serve, in good faith, in a

manner such Director believes to be in the best interest of the League and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances.

(b) The Board shall avoid speculation in connection with the investment, reinvestment, purchase, acquisition, exchange, sale and management of the League's investments, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the League's assets. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the League. The Board may adopt a spending policy consistent with the provisions of RSA 292-B, as amended. For purposes of this section, the fair market value of the assets of the League's endowment fund (if applicable) shall be determined in accordance with the provisions of RSA 292-B, the Board shall comply with RSA 292-B for all endowment funds it holds.

Section 15. Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of the League.

ARTICLE IV

QUALIFICATIONS OF MEMBERS OF THE BOARD

Section 1. Qualifications

(a) To ensure the membership of the Board is broadly representative of and reflects the depth and diversity of the community it serves, the following principles, qualities and skills shall be taken into consideration in connection with the nomination, election and appointment of candidates for Board membership.

(b) The Board as a whole should be seen by the community it serves, the government, and the broader community as capable, experienced and well able to lead the League.

(c) The membership of the Board should be selected so as to encompass both generic qualities in all Directors and the range of skills, expertise and perspectives needed by the Board to meet its responsibilities.

(d) The generic qualities in all members of the Board should include: understanding of the distinction between the strategic and policy role of the Board; capability to provide leadership in connection with the development of the League; commitment to the vision, mission and core values of the League; ability to work as a member of a team; respect for the views of others; recognition of the time commitment needed and willingness to devote the time and energy necessary to perform the role of

The membership of the Board should be comprised of individuals with a demonstrated interest in, and understanding of, the community and/or individuals intended to benefit from the League's activities. The range of skills, expertise and perspectives which should ideally be reflected among members of the Board include: prior experience in governance as a board member; understanding of fiscal, financial and legal matters; communications and information technology; marketing experience; government and public relations; community involvement; managing recreational youth activities or sports; and/or such other additional qualifications as the Board deems necessary or desirable.

ARTICLE V

Committees

Section 1. Committees of the Board

The Board may, by resolution adopted by a majority of the Directors then in office, create any committee (standing, special, or ad hoc), appoint persons to serve as members thereof, and change the composition of the committees. Unless otherwise provided by these Bylaws or restricted by law, each committee shall have members who are Directors (but may include non-directors as well); and a majority of any committee shall constitute a quorum. Unless the Board otherwise designates, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Board.

Section 2. Executive Committee

The Board may appoint an Executive Committee. In its discretion, and only by prior written authorization, the Board may grant to the Executive Committee the powers and authority of the Board itself during periods between Board meetings; provided, however, that the Executive Committee may exercise only the powers and authority specifically granted in such written authorization, subject to any and all conditions, limitations or restrictions provided therein; and provided further that in no event shall the Executive Committee be granted powers or authority in contravention of any of the provisions these Bylaws, including without limitation, Article V, Section 3 hereof or any of the provisions of the League's Articles of Incorporation, or applicable law.

Section 3. Powers and Authority of Committees of the Board

Board committees may be given all the authority of the Board, except for the powers to:

- (a) Elect directors or remove Directors without cause;
- (b) Fill vacancies on the Board or on any Board committee;
- (c) Amend or appeal these Bylaws or adopt new Bylaws;

- (d) Adopt amendments to the Articles of Incorporation of the League;
- (e) Create any other Board committees or appoint the members of any Board committee; or
- (f) Approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the League.

ARTICLE VI **Officers and Agents**

Section 1. Officers

The Officers of the League shall be a President of the Board, one or more Vice-Presidents of the Board, a Treasurer, a Secretary and such other Officers, if any, as the Board of Directors may determine, including an Assistant Secretary and Assistant Treasurer. The League may also have such agents, if any, as the Board of Directors may appoint. A person may hold more than one office at the same time

Section 2. Election

The Officers of the League shall be elected annually by the Board of Directors at its annual meeting. Each such Officer shall hold office until the next annual meeting of the Board or Directors and until his or her successor is elected and qualified, or until he or she sooner dies, resigns, or is removed. If the election of Officers shall not be held at such meeting, such elections shall be held as soon thereafter as may be convenient. If the office of any Officer becomes vacant, the Board of Directors may elect a successor to serve the unexpired term. New officers may be created and filled at any meeting of the Board of Directors. Each Officer shall retain his or her authority at the pleasure of the Board of Directors.

Section 3. President of the Board of Directors

The President of the Board of Directors shall preside at all meetings of the Board of Directors, except as the Board shall otherwise determine and shall have such other powers and duties as may be determined by the Board of Directors.

Section 4. Vice President of the Board of Directors

The Board may elect a Vice President who, in the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President.

Section 5. Treasurer

The Treasurer shall be the chief financial officer of the League. The Treasurer shall be in charge of the League's financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The Treasurer shall make at least quarterly reports to the Board of Directors, one of which shall be an annual report which shall include an accounting of the funds of the League. The Board of Directors may appoint a firm of independent certified public accountants to examine and audit the League's accounts from time to time. Reports of audits shall be submitted by the League to the Attorney General's Office, Charitable Trust Unit, and to other governmental entities as are required by law. The Treasurer shall have such other duties and powers as designated by the Board of Directors.

Section 6. Secretary

The Secretary shall record and maintain records of all proceedings of the Board of Directors in a book or series of books kept for that purpose, which book or books shall be kept within the State of New Hampshire at the principal office of the League and shall be open at all reasonable times to the inspection of any Director. Such book or books shall also contain the original, or certified copies, of the Articles of Incorporation and Bylaws and names and addresses of all Directors. If the Secretary is absent from any meeting of the Board of Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

Section 7. Removal

An Officer may be removed with or without cause by a vote of a majority of Directors present and voting at any meeting.

Section 8. Resignation

An Officer may resign by delivering a written resignation to the President of the Board, Treasurer, or Secretary of the League, or to a meeting of the Board of Directors. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

ARTICLE VII

General Provisions

Section 1. Principal Office

The principal office of the League shall initially be at Padden Field, Robinson St, Manchester, NH 03104.

Section 2. Fiscal Year

The fiscal year of the League shall end on September 30th of each year.

Section 3. Execution of Papers

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted, or endorsed by the League shall be signed by the President of the Board, Vice President or Treasurer.

Section 4. Indemnification of Officers and Directors

(a) The League shall indemnify any person who was or is a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director or Officer of the League, against expense (including attorney fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, but only if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the League and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Subject to the foregoing and to the provisions of Section 4(c) hereof, the League may indemnify any such person in such circumstances to the fullest extent permitted by law. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person (a) did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the League and/or, (b) with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was lawful.

(b) Notwithstanding anything in this Section to the contrary, the League shall not indemnify any Director or Officer in connection with a proceeding by or in the right of the League; or in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

(c) To the extent that a Director or Officer of the League has been wholly successful on the merits in defense of any action, suit, or proceeding referred to in this Section, he or she shall be indemnified against expenses (including attorney fees) actually

and reasonably incurred by him or her in connection therewith to the fullest extent permitted by law.

(d) Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the League in advance of the final disposition of such action, suit, or proceeding as authorized in this Section if:

- (i) the Director or Officer furnishes to the League a written affirmation of his or her good faith belief that he or she has met the standard of conduct required herein;
- (ii) the Director or Officer furnishes to the League a written undertaking, executed personally or on his or her behalf, repay the advance if it is ultimately determined that he or she did not meet the standard of conduct required herein; and
- (iii) a determination in accordance with the terms of RSA 293-A:8.50-58 is made that the facts then known to those making the determination would not preclude indemnification.

The undertakings required by this Section must be an unlimited general obligation of the director or officer, but need not be secured, and may be accepted without reference to financial ability to pay.

(e) The indemnification provided by this Section 7.6 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, or vote of disinterested Directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity (held at the express request of the League) while holding such office, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of heirs, executors, and administrators of such a person.

(f) The League shall purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the League against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the League would have the power to indemnify him or her against such liability under provisions of this Section.

(g) All references herein to (i) the Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, (ii) the RSA shall be deemed to refer to said statutes as now in force or hereafter amended, and (iii) particular sections of the Code or the RSA shall be deemed to refer to similar or successor provisions hereafter adopted.

Section 5. Nondiscrimination Policy

The policy of the League prohibits discrimination on the basis of age, sex, religion, race, color, creed, sexual orientation, physical or mental disability, national or ethnic origin, or marital or parental status in the recruitment and employment of employees, in the awarding and acceptance of distributions, grants and funds, and in the operation of all programs and services.

ARTICLE VIII

Prohibited Transactions; Conflict of Interest

Section 1. Loans

The League shall not make any loan of money or property to, or guarantee the obligation of, any Director, Officer or agent.

Section 2. Sale of Real Estate

The League shall not sell, lease, purchase, or convey any real estate or interest in real estate to or from a Director, or Officer of the League without the prior approval of the probate court; provided, however, that this section shall not prohibit the League from accepting a bona fide gift of an interest in real estate by a Director or Officer.

Section 3. Pecuniary Benefit Transactions

Except as provided in Section 4 hereof and as allowed by law, the Board shall not approve, or permit the League to engage in, any pecuniary benefit transaction. A pecuniary benefit transaction is a transaction to which the League is a party and in which one or more of its Directors has a direct or indirect financial interest in excess of \$5,000 on an annual aggregate basis. A Director shall be deemed to have an indirect interest in any pecuniary benefit transaction involving a person or entity of which a Director, or a member of the immediate family of a Director, is a proprietor, partner, employee, or officer. The following shall not be considered pecuniary benefit transactions:

- (a) Reasonable compensation for expenses incurred in connection with official duties of a Director or Officer;
- (b) A benefit provided to a Director, Officer or member of the immediate family thereof if: (1) the benefits are provided or paid as part of programs, benefits, or payments to members of the general public; (2) the League has adopted written eligibility criteria for such benefit in accordance with its bylaws and applicable laws; and (3) the Director, Officer or family member meets all of the eligibility criteria for receiving such benefits, and;
- (c) A continuing transaction entered into by the League, merely because a person with a financial interest therein subsequently becomes a Director or Officer of the League.

Section 4. Approval of Pecuniary Benefit Transactions

The League may engage in a pecuniary benefit transaction only if the requirements of RSA 7:19-a, II are satisfied, namely the following conditions are met:

- (a) The transaction is in the best interest of the League.
- (b) The transaction is for goods or services purchased or benefits provided in the ordinary course of the business of the League, for the actual or reasonable value of the goods or services or for a discounted value, and the transaction is fair to the League.
- (c) The transaction receives affirmative votes from at least a two-thirds majority of all the disinterested members of the Board, which majority shall also equal or exceed any quorum requirement specified in these Bylaws after full and fair disclosure of the material facts of the transaction to the Board and after notice and full discussion of the transaction by the Board; without participation, voting, or presence of any Director or Officer with a financial interest in the transaction or who has had a pecuniary benefit transaction with the charitable trust in the same fiscal year, except as the Board may require to answer questions regarding the transaction; and a record of the action on the matter is made and recorded in the minutes of the Board.
- (d) The League maintains a list disclosing each and every pecuniary benefit transaction, including the names of those to whom the benefit accrued and the amount of the benefit, and keeps such list available for inspection by members of the Board. The list shall also be reported to the Director of Charitable Trusts each year as part of the League's annual report required under RSA 7:28.
- (e) If the transaction, or the aggregate of transactions with the same Director or Officer within one fiscal year, is in the amount of \$5,000 or more, the League publishes notice thereof in a newspaper of general circulation and gives written notice to the Director of Charitable Trusts, before consummating the transaction. At a minimum, such notice shall state that it is given in compliance with RSA 7:19-a and shall include the name of the League, the name of any Director or Officer receiving pecuniary benefit from the transaction, the nature of the transaction, and the specific dollar amount of the transaction.

Section 5. General Conflict of Interest Provisions

A conflict of interest or an appearance of a conflict of interest may arise when a Director has a direct or indirect interest in another entity that enters into a transaction with the League, including, but not limited to, applications for grant or loan support. Direct or indirect interest includes any legal, equitable or fiduciary interest or position in an entity by a Director or a member of a Director's family. Any such interest shall be disclosed and made a matter of record at the time of election to the Board and maintained through an annual procedure and when the interest becomes a matter of Board action. No Director having a conflict of interest in any matter shall be counted in determining the

quorum for the meeting, nor present when the matter is discussed or voted on. Meeting minutes shall reflect that the disclosure was made, that the Director abstained and was not present during the discussion or vote, and that a quorum existed not counting such Director. The conflict-of-interest provisions of this Section shall be in addition to and not in lieu of the applicable provisions of New Hampshire law regarding conflicts of interest.

ARTICLE IX

Distributions, Contributions and Reports

Section 1. Purpose of Distributions

The League shall have the power to make distributions and contributions and to render other financial assistance for the purposes expressed in the League's Articles of Incorporation.

Section 2. Contribution

The League shall retain complete control and discretion over the use of all contributions it receives.

Section 3. Reports

The Board shall provide a report to the Attorney General annually, as required by RSA 7:28. The annual report shall be prepared by the Treasurer and set forth at a minimum a list of assets held and expenditures made by the League, describe the fundraising activities of the League during the period, and identify the beneficiary(ies) of the League's distributions. The League shall use reasonable efforts to publicize the availability of the report, which shall be made available to any member of the public requesting a copy from the League.

ARTICLE X

Amendments to the Bylaws

Unless otherwise provided, these Bylaws may be amended or repealed, and new Bylaws may be adopted in whole or in part, by the affirmative vote of a majority of the Directors of the League then in office; provided, however, that the Bylaws of the League may not be amended in a manner inconsistent with the League's Articles of Incorporation, applicable New Hampshire law or the requirements for maintaining the League's qualification as a tax-exempt organization for federal income tax purposes. Notwithstanding anything to the contrary herein, (a) any amendment to a provision of these Bylaws which contemplates or requires the approval of a specified percentage of the entire Board which is greater than a majority shall require approval of two-thirds (2/3) of the entire Board; and (b) any amendment to a provision of these Bylaws which

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contemplates or requires the approval of the Director of Charitable Trusts and/or the Probate Court shall require the approval of the Director of Charitable Trusts and/or the Probate Court as the case may be.

Approved: March 11, 2014

Attest:

Date: _____

Tallie Service

Secretary