

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**ANDOVER GIRLS SOFTBALL LEAGUE, INC.**

Andover Girls Softball League, Inc. (the “League”) has been formed as a nonprofit corporation existing under the laws of the Commonwealth of Massachusetts pursuant to Chapter 180 of the Massachusetts General Laws.

**ARTICLE I**  
**Name, Purposes and Powers**

The name and purposes of the League shall be as set forth in its Articles of Organization. The powers of the League and of its directors and officers, and all matters concerning the conduct and regulation of the affairs of the League, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization. In the event of any inconsistency between the Articles of Organization and these By-laws, the Articles of Organization shall be controlling. All references in these By-laws to the Articles of Organization shall be construed to mean the Articles of Organization as from time to time amended.

**ARTICLE II**  
**Statutory Members**

The League shall not have any members. Any action or vote required or permitted by law to be taken by members of the League shall be taken by action or vote of the same percentage of Directors.

**ARTICLE III**  
**Directors**

Section 1. Powers. The business and affairs of the League shall be managed by or under the direction of its Board of Directors (sometimes hereinafter the “Board”), and the individual members of the Board shall be known as Directors. The Directors may exercise all of the powers of the League in accordance with the purposes of the League as set forth in the Articles of Organization and these By-laws. All powers not specifically delegated to others or that are prohibited from being delegated by applicable law shall be retained by the Board of Directors.

Section 2. Number, Election and Term. The initial Directors shall be those individuals named as directors in the Articles of Organization. Thereafter, the Directors shall be elected at an annual meeting of the Board by the affirmative vote of at least a majority of the Directors then in office. The actual number of Directors each year will be determined by the number of individuals elected to serve in the following positions:

- President
- Vice President
- Treasurer

- Secretary/Clerk
- Registrar/Communications Director
- Travel League Coordinator
- In-Town Coordinator
- In-Town Senior Division Coordinator
- In-Town Major Division Coordinator
- In-Town Junior Division Coordinator
- In-Town Minor Division/Tee Ball Coordinator
- Equipment Coordinator
- League Advisor
- At-Large Coordinator(s)

Any individual who wishes to serve on the Board should notify the President and Secretary/Clerk of the position he/she is seeking. One individual may serve in more than one position, but such individual shall only have one (1) vote to cast as a member of the Board of Directors.

Unless otherwise set forth in the vote electing them, each term shall commence on the date of election and each Director shall hold office for a term of one (1) year and until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal.

In any year, the Board of Directors may eliminate or increase the number of Directors. Should a vacancy occur or should the Board fail to select as many Directors as it could at an annual meeting, the Board may fill the vacancy at any regular meeting.

Section 3. Resignation and Removal. Any Director may resign by delivering a written resignation to the President or the Secretary/Clerk or to the League at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office with or without cause by the affirmative vote of at least a majority of the Directors then in office.

Section 4. Vacancies. Continuing members of the Board of Directors may act despite a vacancy or vacancies on the Board of Directors and shall for this purpose be deemed to constitute the full Board of Directors. Any vacancy on the Board of Directors, however occurring, may be filled by a majority of the Directors present at any meeting where a quorum of Directors is present. Vacancies, if filled, shall be filled for the balance of the term of the vacant Director.

Section 5. Meetings of the Board. Regular meetings of the Directors may be held at such places and times as the Directors may determine from time to time. One such regular meeting in each year, as determined by the Board of Directors, shall constitute the annual meeting of the Board, at which annual meeting the Board of Directors shall elect the Directors, elect officers, and consider any other business which may come before the Board.

Section 6. Special Meetings. Special meetings of the Directors may be held at any time and place designated when called by the President or at least three (3) Directors then in office. Notice of any special meeting shall be given as provided in Section 7 of this Article.

Section 7. Notice of Meetings. Notice of all meetings of the Directors shall be given to each Director by the Secretary/Clerk, or, in case of the death, absence, incapacity or refusal of the Secretary/Clerk, by the officer or Directors calling the meeting. Such notice shall be given to each Director in person or by telephone, telegram, facsimile transmission, e-mail or other electronic means sent to such Director's business or home address at least 48 hours in advance of the meeting, or by mail addressed to such business or home address and sent at least five (5) days in advance of the meeting. Except as required by law, notice of any meeting of Directors need not be given: (i) to any Director who, either before or after the meeting, delivers a written waiver of notice, executed by the Director, which is filed with the records of the meeting; or (ii) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any regular or special meeting unless otherwise required by law, the Articles of Organization or these By-laws.

Section 8. Action at Meetings. No less than a majority of the Directors then in office shall constitute a quorum at any meeting of the Board, but in the absence of a quorum a lesser number may, without further notice, adjourn the meeting to any other time. At any meeting of Directors at which a quorum is present, the vote of at least a majority of those Directors present shall decide any matter unless the Articles of Organization, these By-laws or any applicable law requires a different vote.

Section 9. Meetings by Telephone Conference. Directors may hold meetings by means of a conference telephone or other communication technology by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 10. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if all members of the Board of Directors then in office consent thereto in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 11. Voting by Interested Directors. Consistent with the League's Conflict of Interest Policy as referred to in Article VII of these By-laws and notwithstanding any other provision of this Article, a Director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the League contemplates contracting or transacting business shall disclose his or her relationship or interest to the other

Directors acting upon or in reference to such contract or transaction. No Director so interested shall vote on such contract or transaction, but he or she may be counted for purposes of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the League may enter into such contract or transaction. In case the League enters into a contract or transacts business with any firm, corporation or association of which one or more of its Directors is a member, stockholder, trustee, director, officer or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interests therein that are or might be adverse to the interests of the League. No Director or Directors having disclosed such adverse interest in accordance with the Conflict of Interest Policy shall be liable to the League or to any creditor of the League or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits to be realized thereon.

Section 12. Compensation. Directors shall not receive any compensation for their services as members of the Board of Directors. However, Directors may, if authorized by the Board of Directors, be reimbursed for necessary expenses, including travel expenses, reasonably incurred by them in the performance of their duties as Directors.

#### **ARTICLE IV Committees of the Board**

The Board of Directors, by vote of at least a majority of the Directors then in office, may elect such committees as the Directors may from time to time determine necessary or advisable. Each committee shall be comprised of two or more Directors of the League and the Board of Directors may delegate, to the extent permitted by law, the Articles of Organization or these By-laws, such powers or duties thereto as the Board of Directors may deem advisable. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. Any committee may, subject to the approval of the Board of Directors, make further rules for the conduct of its business. However, unless otherwise provided by vote of the Board of Directors or by rules established by the Board of Directors, the business of any committee shall be conducted as nearly as possible in the same manner, including without limitation, the power to act by unanimous written consent and to conduct meetings by telephone conference or other electronic means, as is provided in these By-laws for the Board of Directors. The members of any committee shall remain in office at the pleasure of the Directors.

#### **ARTICLE V Officers**

Section 1. Officers. The officers of the League shall consist of a President, a Treasurer, a Secretary/Clerk and such other officers as the Directors may from time to time determine. An officer may, but need not be, a Director. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The President, Treasurer, and Secretary/Clerk shall be elected annually by the Directors. Any other officers determined necessary or desirable by the Directors may be elected by the Directors. Except as otherwise provided by law, the Articles of Organization or these By-laws, all officers shall hold office until the next annual

meeting of Directors or special meeting in lieu thereof, and thereafter until their respective successors are duly elected and qualified, unless a shorter term is specified in the vote electing or appointing them. The Directors shall elect a successor if the office of the President, Treasurer or Secretary/Clerk becomes vacant. The Directors may elect a successor if any other office becomes vacant.

Section 3. Resignation and Removal. Any officer may resign by delivering a written resignation to the President or Secretary/Clerk or to the League at its principal office and such resignation shall be effective upon receipt, unless it is specified to be effective at some later time. The Directors may remove any officer, with or without cause, by a vote of at least a majority of the Directors then in office.

Section 4. President. The President shall, subject to the direction and control of the Board of Directors, carry on the general affairs of the League, preside when present at all meetings of the Directors unless the Board of Directors has by resolution designated another person to preside at any such meeting, and perform such other additional duties as the Board of Directors may, from time to time, assign him or her.

Section 5. Vice President. The Vice-President shall, in the absence of, or during the incapacity of the President, as determined by the Board of Directors, perform all duties and assume all responsibilities of the President until the Board of Directors shall revoke such authority, and perform such other additional duties as the Board of Directors may, from time to time, assign him or her.

Section 6. Treasurer. The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the League, and shall keep full and accurate books of account. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the Directors. Without limiting the foregoing, the Treasurer shall:

- Receive all monies due or paid to the League and shall disburse such sums as are necessary to meet lawful indebtedness incurred and authorized by vote of the members of the Board of Directors.
- Have custody on behalf of the League of all funds and securities of any type and shall deposit the same in the name of the League in such bank or banks as the Board of Directors may direct.
- Prepare and submit an annual budget (under the direction of the President).
- Be responsible for the accurate completion, submission and filing of all records as directed by the Commonwealth of Massachusetts and/or the United States government or any subdivision thereof.
- Manage the Massachusetts Criminal Offender Record Information (CORI) process for League coaches and volunteers (unless otherwise determined by the Board).

Section 7. Secretary/Clerk. The Secretary/Clerk shall record and maintain records of all proceedings of the Directors in a book or series of books kept for that purpose, which book or books shall be kept at the principal office of the League or at the office of its Secretary/Clerk or of its resident agent and shall be open at all reasonable times to inspection by any Director or officer. Such book or books shall also contain records of all meetings of the sole incorporator and the original, or attested copies, of the Articles of Organization and By-laws and names of all Directors and the address of each. The Secretary/Clerk also shall give such notices of meetings of Directors as are required by these By-laws. The Secretary/Clerk shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the Directors. In the absence of the Secretary/Clerk from any meeting of Directors, an assistant Secretary/Clerk, or if there is none or he or she is absent, a temporary Secretary/Clerk designated by the person presiding at the meeting shall perform the duties of the Secretary/Clerk.

Section 8. Registrar/Communications Director. The Registrar/Communications Director shall:

- Coordinate all registration activities.
- Maintain an up-to-date list of all registrants to include the status of all fee payments, and shall notify the Board of any delinquent status greater than thirty (30) days.
- Maintain an up-to-date email list of active and non-active players for purpose of communication, as directed by the Board.
- Keep all information, both public and proprietary, current for the League's website (URL: [www.andovergirlssoftball.org](http://www.andovergirlssoftball.org)).
- Maintain and ensure links with outside organizations as determined by the Board for the benefit of the League.
- Manage the League's social media channels
- Perform such other additional duties as the Board of Directors may, from time to time, assign him or her.

Section 9. Travel League Coordinator. The Travel League Coordinator shall:

- Annually select the Head Coaches for the teams in their respective divisions, without exception, giving special consideration to coaches of the previous year.
- Coordinate the annual Spring/Summer "tryouts".
- Annually register Travel teams with USA Softball of Massachusetts
- Advise Head Coaches with regard to tournaments entries.

- Communicate all schedules, schedule changes, and all other necessary information in a timely fashion to the coaches
- Be responsible for the distribution and collection of all applicable forms as required by the League
- Facilitate the communication between coaches, players, and parents within the given program.
- Perform such other additional duties as the Board of Directors may, from time to time, assign him or her.

Section 10. In-Town Coordinator. The In-Town Coordinator shall:

- Oversee and serve as an adviser to the In-Town Division Coordinators.
- Support the In-Town Division Coordinators in the selection of Head Coaches, scheduling of games and evaluations, and composition of team rosters.
- Perform such other additional duties as the Board of Directors may, from time to time, assign him or her.

Section 11. In-Town Division Coordinator. Each of the In-Town Division Coordinators (Minor/Tee Ball, Junior, Major, and Senior) shall:

- Annually select the Head Coaches for the teams in their respective divisions.
- Communicate all schedules, schedule changes, and all other necessary information in a timely fashion to the coaches.
- Be responsible for the distribution and collection of all applicable forms as required by the League.
- Facilitate the communication between coaches, players, and parents within the given program.
- Perform such other additional duties as the Board of Directors may, from time to time, assign him or her.

Section 12. Equipment Coordinator. The Equipment Coordinator shall:

- Be responsible for the maintenance and distribution of all equipment to all teams formed within the in-town and travel leagues. Maintain a storage facility to hold such equipment.
- Be responsible for the maintenance and scheduling of the Miliotis Batting Cage located at Andover High School (AHS).

- Be responsible for the purchase of any and all new and replacement equipment; provided, however, that all purchases in excess of those set forth in the budget approved by the Board of Directors must first be authorized by the Board.
- Perform such other additional duties as the Board of Directors may, from time to time, assign him or her.

Section 13. League Advisor. The League Advisor shall:

- Use his or her experience from prior service with the League to provide historical knowledge and guidance to the Board of Directors and the League in general.
- Perform such other additional duties as the Board of Directors may, from time to time, assign him or her.

Section 14. Other Officers. Other officers shall have such duties and powers as may be designated from time to time by the Board.

## **ARTICLE VI Supporters of the League**

The Board may designate certain persons or groups of persons as one or more categories of sponsors, benefactors, contributors, advisors, friends or other supporters of the League or designated by such other title as the Board deems appropriate (collectively, “Supporters”). Such Supporters shall serve in an honorary capacity for such term as the Board may determine. In the absence of any such determination, such a Supporter shall serve until the next annual meeting of the Board of Directors or special meeting in lieu thereof. Such Supporters shall not be Directors of the League and shall not exercise any of the powers of the Board of Directors and, except as the Board may otherwise designate, shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities in their capacity as Supporters. The League may require a Supporter to sign a Confidentiality Agreement before the Supporter may commence service to the League as a Supporter.

## **ARTICLE VII Conflict of Interest Policy**

The Board of Directors shall adopt a Conflict of Interest Policy covering transactions and arrangements between the League and its “Covered Persons” as shall be specified in the Policy.

## **ARTICLE VIII Miscellaneous Provisions**

Section 1. Contractual Authority. The Board of Directors may authorize any officer or officers, agent or agents of the League, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the League, and such authority may be general or confined by specific instances. Any contracts, deeds, leases, bonds, notes, checks and other instruments of an amount or value up to and including **\$500** that are authorized to be executed by an officer of the League on its behalf shall be signed by the president or the treasurer, and any contracts, deeds, leases, bonds, notes, checks

and other instruments of an amount or value over **\$500** that are authorized to be executed by an officer of the League on its behalf shall be signed by the president and the treasurer, except as the Board may generally or in particular cases otherwise determine.

Section 2. Location. The location of the principal office of the League shall be determined by the President and approved by the Board of Directors. The Board of Directors may change the location of the principal office and establish other offices and places of business.

Section 3. Fiscal Year. Except as from time to time otherwise determined by the Directors of the League, the fiscal year of the League shall end on the last day of December in each year.

## **ARTICLE IX Indemnification**

To the extent legally permissible, including to the extent that the status of the League as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") is not affected thereby, the League shall indemnify each person who may serve or who has served at any time as a director or officer of the League, or who at the request of the League may serve or at any time has served as a director or officer of, or in a similar capacity with, another organization, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her serving or having served as a director or officer (other than (i) a proceeding voluntarily initiated by such person unless he or she is successful on the merits, (ii) a proceeding authorized by at least a majority of the full Board of Directors, or (iii) a proceeding that seeks a declaratory judgment regarding his or her own conduct); provided, that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action or omission was in the best interests of the League. Such indemnification may, to the extent authorized by the League, include payment by the League of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization, including an employee benefit plan, shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the League if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she has a fiduciary duty.

The payment of any indemnification shall be conclusively deemed authorized by the League under this Article, if:

- a) the payment has been approved or ratified (i) by at least a majority vote of a quorum of the disinterested Directors or (ii) by at least a majority vote of a committee of two or more disinterested Directors who are selected for this purpose by the full Board of Directors (in which selection interested Directors who are parties may participate); or
- b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the League) appointed for the purpose by vote of the Directors or in the manner specified in clauses (i) or (ii) of subparagraph (a); or
- c) the Directors have otherwise acted in accordance with the standard of conduct applied under Chapter 180 of the Massachusetts General Laws.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. As used in this Article, an “interested” director or officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which such director or officer or other persons may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which League employees or agents other than directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

If and for so long as the League is deemed to be a private foundation within the meaning of Section 509(a) of the Code, no payment shall be made under this Article if such payment would constitute an act of “self-dealing” or a “taxable expenditure” (as such terms are defined in Sections 4941(d) and 4945(d) of the Code, respectively).

## **ARTICLE X**

### **Amendments**

The Directors may adopt, amend, restate or repeal these By-laws in whole or in part at any time by an affirmative vote of at least two-thirds of the Directors of the League entitled to vote thereon; provided, however, that no adoption, amendment, restatement or repeal of the By-laws shall in any way authorize or permit the League to be operated other than exclusively for charitable, educational or scientific purposes or for any purpose or in any manner that would deprive it of its status as an organization described in Section 501(c)(3) of the Code.

Amended and Restated on: November 3, 2021