

BY-LAWS
OF
THE DARTMOUTH GIRL'S ATHLETIC LEAGUE, INC.

ARTICLE I

NAME

The name of this organization shall be:
Dartmouth Girl's Athletic League, Inc.

Legal Name shall be:
Dartmouth Girl's Little League, Inc.

ARTICLE II

The purpose of this organization shall be to offer a program of organized sports to the girls of Dartmouth who in the following grades:

Field Hockey Grades K through 8

Softball Grades K through 11

Basketball Grades 1 through 8

Depending on availability, programs will be open to girls from surrounding Towns.

ARTICLE III

MEMBERSHIP AND VOTING

There shall be a Board of Directors consisting of not less than eight (8) or more than fourteen (14) voting members. The number shall be established, from year to year, at the regular July meeting or in lieu thereof at a special meeting call for that purpose. Nominations shall be made at the July meeting for elections to be held at the September meeting. Special meeting may be called for this purpose if not accomplished at the regular meeting.

New members shall be elected by a majority vote of the Board of Directors to fill an existing vacancy on the Board. Members may remain on the Board for as long as they wish to participate actively or until they are voted out of office by a unanimous vote of the Board (other than the offending member) for an offense serious enough to warrant censure.

Managers and/or coaches shall be elected yearly by the Board.

Voting on League (operational) business shall be by the Board members. Anything to the contrary notwithstanding, all policy decisions shall be subject to final approval by the Board.

Three unexcused absences shall constitute grounds for dismissal from the Board of Directors and manager or coach positions.

ARTICLE IV

MEETINGS

Board meetings shall be held monthly, January through July and September through December on the first (1) Monday of every month at 7:00PM. If the first (1) Monday is a holiday, it will then be the second Monday. One-half plus one of the total number of the Board members shall constitute a quorum.

Special meetings may be called on three (3) day telephone notice by the President at the request of three (3) Board members.

ARTICLE V

OFFICERS

Basketball Commissioner: One Year
Softball Commissioner: One Year
Field Hockey Commissioner: One Year
President: One Year
Treasurer: One Year
Secretary/Clerk: One Year

ARTICLE VI

DUTIES OF OFFICERS

Commissioner:

Commissioner shall have jurisdiction in all areas pertaining to the softball, basketball and field hockey programs and shall be responsible for reporting to the Board on the progress and maintenance of the fields, the teams and the games. In the absence of the Commissioner, the President will assume the responsibilities of the commissioner and that office until the Commissioner resumes his/her duties or a new Commissioner is elected.

President:

The President shall work jointly with the Commissioner(s). In the absence of the President, the Commissioner shall assume the responsibilities of that office until the President resumes his/her duties or a new President is elected. The President will also be in charge of chairing monthly and supplemental meetings.

Secretary/Clerk:

The Secretary's duties shall include encompassing those secretarial responsibilities as may be directed. She/he will report the minutes of each meeting and transmit them in writing for safekeeping. She/he shall keep a register of the membership of the Board. She/he will notify Board members of any supplementary meetings.

Treasurer:

The Treasurer shall have custody of the funds of the Board. She/he shall keep a true accounting of all money received and disbursed, and shall pay all bills approved by the Board. She/he shall present a statement of accounts at all monthly meetings of the Board. There shall be a second person to review expenditures at the conclusion of the fiscal year, the person's name appearing on the bank account in conjunction with that of the Treasurer.

ARTICLE VII

COMMITTEES

There shall be such committees as the Commissioner shall deem necessary to carry out the work of the Board. The Commissioner shall appoint the chairperson of all committees. The committees shall, at the request of the commissioner, submit a report to the members of the Board. The policies of the committee shall be subject to Board approval.

ARTICLE VIII

RIGHT TO INDEMNIFICATION

a.) Power to Indemnify – Third Party Actions

The corporation shall have power to indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the corporation) by reason of the fact that he/she is or was a Director, officer, employee or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe its conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

b.) Power to Indemnify – Action Brought in the Right of the Corporation

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was 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 another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

c.) Right to Indemnification

To the extent that a Director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in clauses a.) and b.) or in defense of any claim. Issue or manner therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

d.) Determination of Entitlement to Indemnification

Any indemnification under clauses a.) and b.) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in clauses a.) and b.) Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs by independent legal counsel in a written opinion, of three (3) by the shareholders.

e.) Advancement of Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in clause d.) upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

f.) Savings Clause

The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under and by-law, agreement vote of shareholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators or such a person.

g.) Insurance

The corporation shall have power to purchase and maintain insurance on behalf of any person, who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture trust or to other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this section.

h.) For purposes of this section, a Board Member shall be considered a Director.

ARTICLE IX

GENDER

As used in these bylaws, the masculine shall include feminine and the feminine shall include the masculine.

ARTICLE X

AMENDMENTS

These bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds vote of the membership present and voting.

The corporation shall be working under Roberts' Rules of Parliamentary Procedure.