

# THE NEWBURYPORT PIONEER LEAGUE, INC.

## By-laws

Amended and Restated: [DATE]

### Article I: Name

The legal name of the organization is the Newburyport Pioneer League, Inc. (hereinafter referred to as "NPL").

### Article II: Non-Profit Statement

NPL is a not for profit, tax exempt Massachusetts corporation established pursuant to the provisions of M.G.L.A. chapter 180 and Section 501(c)(3) of the Internal Revenue Code. Our fiscal year ends December 31, of each year and, shortly thereafter, required annual filings are made with the Internal Revenue Service, Massachusetts Secretary of State's Office, and the Attorney General's Division of Public Charities.

### Article III: Purpose

NPL has been established to teach the sport of baseball and softball to children between the ages of ages 5-15 (as of April 3th). Our mission is to develop each child's skills on the playing field while adhering to the following core values of the organization:

- Sportsmanship,
- Respect for the individual,
- Integrity,
- Pursuit of excellence at the individual, team and organizational level,
- Enjoyment,
- Loyalty, and
- Teamwork.

### Article IV: Government

The NPL is governed by a Board of Directors. Each member is elected by the membership for a two-year term. Elections for the Board of Directors are conducted at the NPL's Annual meeting. The Board of Directors meets once a month throughout the year. The Board of Directors elects annually the officers of the organization, which consists of a President, Treasurer and Clerk.

## Article V: Membership

The NPL runs an instructional youth softball and baseball program. NPL members are residents of the City of Newburyport (geographic location) or attend Newburyport Public Schools. The NPL does not recruit members from other geographic areas.

The "Members" of NPL shall be the parents or adult guardians of each child selected to participate as a member of any team entered into any league competition by NPL, each family being deemed to be one member and having the potential right of one vote. Managers, Coaches or qualified program volunteers that do not have a child in the program may be considered a member as determined by the Board of Directors as long as the members with voting powers comprise not less than 20% of the members who have children actively participating in the program.

The Board of Directors shall have the authority to suspend or revoke the membership of any member, whose conduct is considered detrimental to the objectives of the NPL. Such dismissal shall be by a two-thirds vote of the Board of Directors, at a duly constituted meeting. Members may appeal the decision of the Board of Directors to a general membership meeting who, on a two-thirds vote, may order reinstatement.

Upon receipt of substantial evidence of the misconduct of any youth, the Board of Directors shall, at the earliest opportunity, notify the Manager of the team of which the youth is a member of. The Manager, coach, assistant coach(es), legal guardian(s) or parents acting as witnesses, shall appear before the Board of Directors, which shall have the authority to take appropriate actions.

It is the responsibility of the Board to provide the right for parents, adult guardians, managers and other volunteers to vote and become eligible for nomination and election to the Board of Directors. In order to vote for Directors, a member must attend the Annual Meeting. No proxy votes shall be allowed when voting on any matters of the NPL.

## Article VI: Meetings

All meetings of the members shall be held in a location in Newburyport, MA.

The Annual Meeting of the members shall be held each spring at a date, time and place to be designated by the Board. Members shall be notified of a meeting by mail or by other available means (website, cable television, personal notice, or newspaper). Notice to the members shall precede the meeting by no less than two (2) weeks. The order of business at the Annual Meeting will include, but not be limited to, roll call and proof of notice, a review of the minutes from the previous meeting, the Treasurer's report (a written financial report for the most recent year ending shall be presented to the members at the Annual Meeting), reports on the year's business, unfinished business and the election and seating of new Directors. Such meetings will be conducted in accordance with generally accepted Robert's Rules of Order.

Special meetings of the members may be called by the President or by the Board of Directors or upon written application of one or more members who are entitled to vote at the meeting, notice of special meetings shall be provided to members by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer. Written notice of special meetings shall be provided to the members at least three (3) days previously thereto. Such meetings will be conducted in accordance with generally accepted Robert's Rules of Order.

Two percent of all eligible voting members (current Board Members excluded) shall constitute a quorum for all Special and Regular meetings of the members.

## Article VII: Board of Directors

The affairs of the NPL shall be managed by the Board of Directors. The Board shall have all the powers necessary or desirable to manage the business and affairs of the NPL and the Board will conduct its business and affairs in accordance with generally accepted Robert's Rules of Order. The powers and duties of the Board shall include, but not be limited to, the power to promulgate rules and regulations, adopt policies and procedures, and establish fees, dues and assessments necessary for the management of the affairs of the NPL. Accordingly, the Board will make copies of the Bylaws, Rules and Regulations, including methods of becoming an Officer or Director, the method of selecting managers, coaches, the definition of membership and voting rights and a list of current Officers and Directors available to all parents, managers, coaches, players and other members of the association. The Board shall have the final decision regarding player placements and managing and coaching assignments. In the event of a vacancy in the Board, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board of Directors until the vacancy is filled.

The number of Directors that shall constitute the whole Board of the Directors shall be determined by the vote of the eligible members at a meeting of the members. Each eligible member will have the right to one vote. The Board of Directors shall consist of not less than seven and not more than eleven members. This shall be the structure until such time as the structure is changed at a meeting of the members. The Board of Directors shall be elected at the Annual Meeting of the members. Only eligible members may be elected as Directors.

Directors shall be elected for a two-year term. There will be a staggered process wherein half of the directors' terms will expire each calendar year. Each odd year a minimum of three (3) Directors shall be elected and each even year a minimum of four (4) Directors will be elected. The Board of Directors will take nominations from the general membership for open seats on the Board at the appropriate time during the Annual meeting. The election procedure will be posted by the Board before the vote is taken, and the Clerk will expedite the process, with the assistance of other Board Members not listed on the ballot. The members receiving the most votes will become part of the Board. In the event of a tie, a run-off election will be performed.

Each Director shall hold office until the annual meeting of the members two years following the election to the Board and until his/her successor is elected and qualified, or until his/her death, resignation or removal.

Any vacancy on the Board, however occurring, may be filled by vote of a majority of the remaining Directors. Each such successor shall hold office for the unexpired term and until his successor is chosen and qualified.

Any Director may resign by delivering a written resignation to the President or Clerk. Such resignation shall be effective upon receipt unless said letter specifies otherwise.

A Director may be removed from office for cause by either a vote of a majority of the members entitled to vote in the election of Directors or a majority of Directors then in office. For the purposes of this provision, cause may be deemed to be the material noncompliance by exhibiting a failure to perform the duties of an elected or appointed office by a Director, failure to attend the number of meetings required to maintain eligibility as a Director, failure to comply with or act in a manner consistent with the NPL's Bylaws or any other conduct or misfeasance deemed inappropriate in the discharge of that member's duties as a Director. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him/her. A Director that misses three consecutive Board of Directors meetings is thereby automatically removed from the Board unless a valid reason for the absences has been previously provided to the President.

Directors as such shall not be entitled to or receive any compensation for their services as a Director.

Regular meetings of the Directors will be held the first Tuesday of every month. Such meetings will be conducted in accordance with generally accepted Robert's Rules of Order.

One half of all Directors shall constitute a quorum. A Quorum is required for all Board of Directors meetings.

When a quorum is present at any meeting, a majority shall decide any matter to be voted on by the Directors.

## Article VIII: Officers

The officers of the NPL shall be a President, Treasurer and Clerk.

The officers of the NPL shall be Directors and shall be elected annually by the Board of Directors at their first meeting following the annual meeting of the members. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and qualified, or until he sooner dies, resigns or is removed. The procedure for election of the three officers will follow normal and/or agreed upon Robert's Rules of Order.

Any officer may resign by delivering his/her written resignation to the President, Treasurer or Clerk. Such resignation shall be effective upon receipt unless the letter specifies otherwise. Any officer may be removed at any time, with or without cause, by vote of a majority of the entire number of directors then in office. An officer may be removed for cause only after reasonable

notice and opportunity to be heard by the Board of Directors prior to action thereon.

The President shall be the chief executive officer of the NPL and shall have general charge and supervision of the affairs of the NPL. The President shall preside at all meetings of the members and the President shall serve Ex Officio as Commissioner and shall preside at all meetings of the Directors. It shall be his/her function, among others, to recommend to the Directors appointment of all managers, coaches, to coordinate the team formation as determined by the Directors, and shall be responsible to coordinate and arrange all league and related matters. The President will be empowered to rule on questions and issues not provided for in the Bylaws until the next meeting of the Board of Directors. In the event that a member disagrees with a decision of the President, the member may appeal the decision to the Board of Directors. It is recommended that the President serve a maximum of two consecutive terms.

The Treasurer shall be the Chief Financial Officer of the NPL. The Treasurer shall be in charge of its financial affairs, funds, securities, and valuable papers and shall keep full and accurate records thereof. He/she shall have such other duties and powers as designated by the Directors or the President. He/she shall be in charge of its accounting policies, procedures and internal controls. The Treasurer shall prepare and submit to the Board members a financial update report for presentation at each Board of Directors meeting. The report shall itemize all revenues and disbursements. It is recommended that the Treasurer serve a maximum of two consecutive terms.

The Clerk shall be the recording secretary of the NPL. The Clerk shall maintain records of all proceedings of the members and Directors in a book or books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts at the principal office of the NPL or at the office of the Clerk or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain minutes of all meetings of incorporators and the original or attested copies; of the articles of organization and bylaws and names of all members and Directors and the address of each. The Clerk will verify the eligibility of voting members present at any meeting and whether a quorum is present. It is recommended that the Treasurer serve a maximum of two consecutive terms.

## Article IX: Contracts, Checks, Deposits and Funds

The Board of Directors may authorize any officer or officers, agent or agents of NPL, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NPL and such authority may be general or confined to specific instances. Any contract that commits the organization to make payments in excess of \$3,000.00 shall require a formal vote of approval before any officer or officers, agent or agents of the NPL, enter into such an arrangement.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of NPL, shall be signed by such officers, agent or agents of the NPL and in such manner as shall from time to time be determined by resolution of the Board of Directors. Disbursements in excess of \$5,000.00 shall require two authorized signatures.

All funds of NPL shall be deposited to the credit of the NPL in such banks, trust companies or other depositories as the Board of Directors may select.

The Board of Directors may accept on behalf of the NPL any grant, contribution, gift, bequest or devise for the general purposes or any special purpose of NPL.

## Article X: Books and Records

The NPL shall keep complete books and records of accounts and shall also keep minutes of the proceedings of its members and Board of Directors, and shall maintain on its website a record giving the names and addresses of the members. All books and records of the NPL may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

## Article XI - Fiscal Year

The fiscal year of the NPL shall end on December 31st of each year.

## Article XII: Communication

The Board of Directors makes every effort to keep its members informed of on-going activities and issues. The usual ways this is accomplished is through the NPL's web site at [www.thenewburyportpioneerleague.com](http://www.thenewburyportpioneerleague.com), email and communication through the managers and coaches.

Once registered with the NPL, members may be solicited with information on various camps, clinics and the like. Members will also receive various communications from the NPL. The NPL does not make its members' list available for solicitation purposes, and members may opt-out of receiving email communication.

Any written communication to the NPL should be sent to: P.O. Box 232, Newburyport, MA 01950

## Article XIII: Registration Fees

Registration Fees are payable at the time of registration for the respective season. For proper credit, the payment must be either paid at the time of registration on the NPL's secure website or mailed to the NPL post office box (managers, coaches and Board members are not responsible for collecting registration fees). Failure to pay will prohibit the member from obtaining a team assignment.

Members who have outstanding balances from the prior year will not be allowed to register until all prior balances have been paid in full. Further, members who do not comply with the required payment schedule for the current season may be suspended and/or denied the opportunity to participate in the program.

Members who cannot meet the required payment schedule must speak with the President or

Treasurer about other arrangements. However, any plan accepted by the NPL may be revoked upon the member's failure to comply with the terms of any agreed upon plan or scholarship.

Members who would like to make donations to support members who may have difficulty paying the required fees should also contact the Treasurer to discuss such arrangements.

## Article XIV: Managing and Coaching

Managers are responsible to prepare their teams for competitive play, to maintain order and discipline, to work with the designated member of the Board of Directors ("Coordinator") on all relevant issues, and to ensure proper care and availability of equipment provided by the organization.

The Board of Directors, in selecting all managers, shall formulate their own standards of character and leadership qualities, said standards being in keeping with the objectives of the NPL.

The Board of Directors shall annually select managers whose conduct in the management of their teams shall be at all times under the direct supervision of the Directors.

All persons interested in a managing or coach position for NPL are required to notify the Board of Directors in writing.

Any manager or coach who is accused of violating the standards and objectives of the NPL, per Article III, shall be called before the Board of Directors, in a private session, to explain any such accusation and after due consideration of the charges shall be subject to dismissal by a two-thirds vote of the total membership of the Board of Directors. Written notice of a meeting for the purpose herein stated shall be presented to the manager or coach five (5) days prior to the meeting. The coach may not appeal the decision of the Board.

Managers shall make every effort to see that each player receives equal playing time, and exposure to different positions on the field. Safety will be a consideration, and should a player's skill set not be suitable as a pitcher, catcher or first baseman for instance, this would be a consideration for a player not having equal exposure to a particular playing position.

Managers, coaches and all volunteers must agree to have their criminal history checked under the Criminal Offender Record Information ("CORI"). This is a Massachusetts requirement that cannot be waived by the NPL.

## Article XV: Grievance Procedure

The NPL does everything in its power to prevent conflicts among members, parents, managers, coaches, umpires and spectators. However, issues arise which must be resolved. Any member aggrieved by the actions or conduct of any officer, Director, manager, coach, assistant coach, fellow member, volunteer, umpire or player may request, in writing, a hearing before the Board of

Directors. The following must be stated in the letter:

- Offender's Name
- Team
- Date of Incident
- Member's Name
- Detail of Complaint
- Parent/Guardian Name

The Board of Directors will take the actions it deems appropriate. The Board of Directors will defer to the judgment of its managers on issues of playing time and the like unless it is clear a manager is acting in an arbitrary and capricious manner. Any member challenging a decision must write the Board of Directors and state clearly in the letter the above information.

All information will be held confidential and the Complainant will be contacted immediately. The Board takes complaints seriously and will take steps to investigate and resolve the situation expeditiously.

#### Article XVI: Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a three-fourths vote of the eligible voting members in attendance who are entitled to vote at any Regular, Special or Annual meeting of the members if notice of the substance of the proposed amendment is stated in the notice of such meeting. At least thirty days written notice must be given of any intention to alter, amend or repeal or to adopt new bylaws at such meeting.

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