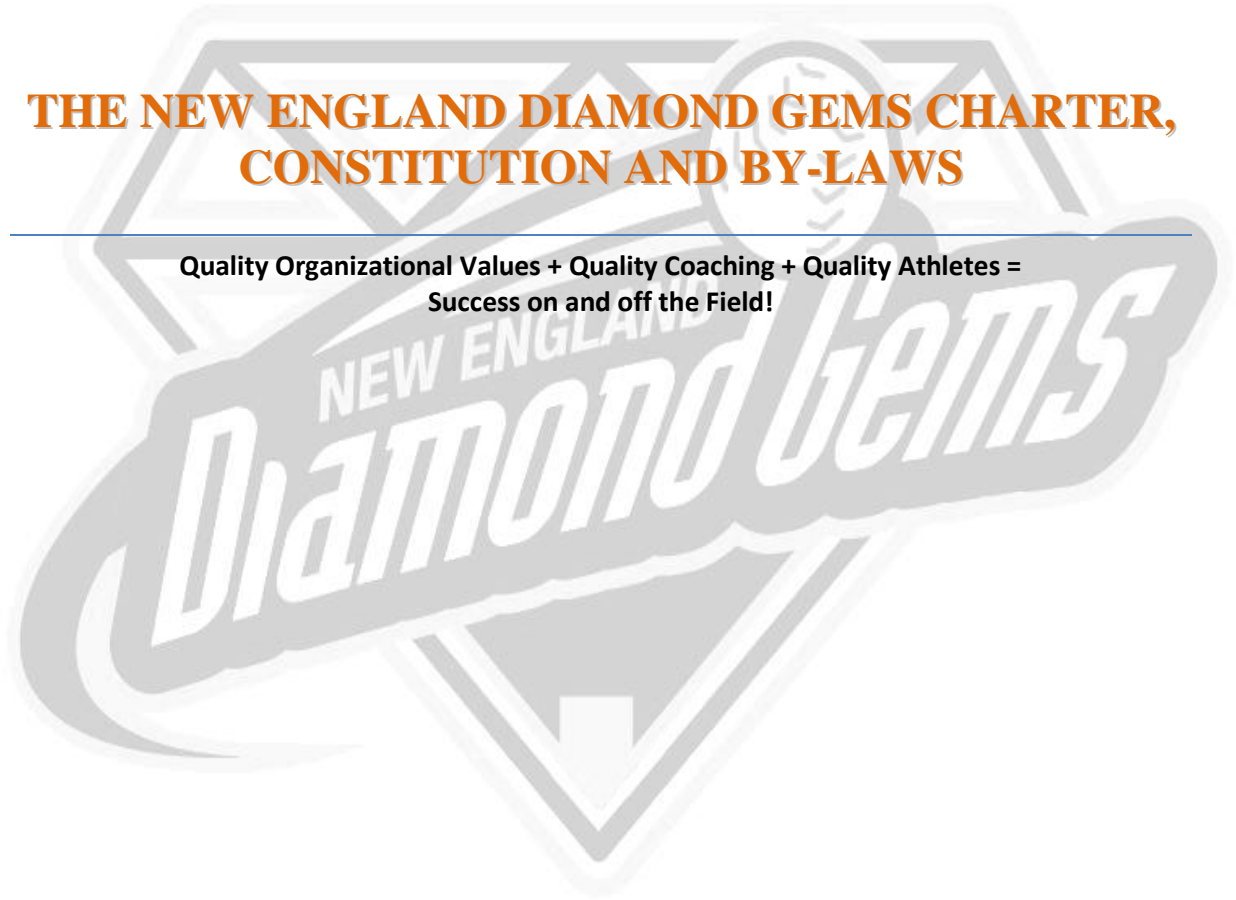


# **THE NEW ENGLAND DIAMOND GEMS CHARTER, CONSTITUTION AND BY-LAWS**

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**September 3, 2013**



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## THE NEW ENGLAND DIAMOND GEMS CHARTER, CONSTITUTION AND BY-LAWS

### ARTICLE I – NAME, LEGAL MAILING ADDRESS AND AFFILIATION

This organization shall be known as: “*New England Diamond Gems*”.

The legal mailing address is: **P.O. Box 486, Londonderry, NH 03053**

The primary reason for this address policy is to ensure smooth outgoing and incoming board transitions. This policy should be honored at all times, no exceptions.

#### **Statement of Affiliation:**

Each New England Diamond Gems Team shall be affiliated with ASA, NSA, PGF, PONY and USSSA, and shall be governed by, and shall comply with the principles, rules and regulations enunciated and decreed by ASA, NSA, PGF, PONY and USSSA.

### ARTICLE II – PURPOSE

#### **Section 1.**

The Purpose of the *New England Diamond Gems* is to provide the athletes the best possible softball experience and play at an elite level of softball competition and at the same time be given the opportunity to learn the game of softball and firmly implant the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy adults.

#### **Section 2.**

To achieve this purpose the *New England Diamond Gems* will provide a supervised program under the Rules and Regulations of ASA, NSA, PGF, PONY and USSSA.

All Board of Directors, Parents and Athletes shall bear in mind that the attainment of exceptional athletic skill or the winning of games is important, however, the molding of future citizens is the organization’s primary goal.

In accordance with Section 501-©-(3) of the Federal Internal Revenue Code, the *New England Diamond Gems* shall operate exclusively as a non-profit educational



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organization providing a supervised program of elite competitive softball.

No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

## ARTICLE III - MEMBERSHIP

### Section 1. Eligibility;

Any person sincerely interested in active participation to further the objective of the *New England Diamond Gems* may apply or tryout to become a member within the appropriate class of membership.

### Section 2. Classes;

There shall be the following classes of members:

#### (a) **Playing Members**

Any player meeting the requirements age requirements of ASA, NSA, PGF, PONY and USSSA shall be eligible for membership. Player members shall have no right, duties or obligations in the management or in the property of the organization.

#### (b) **Regular Members**

Regular members shall be made up of the Board of Directors, Head Coaches and three designated coaches per team plus any person who is making a contribution to the organization, excluding those who are paid for their services.

Regular members, including elected and appointed officers, must be active and in good standing.

Regular members are invited and urged to attend all the General and Special Meetings of the *New England Diamond Gems* and express their views pertaining to the organization affairs for subsequent consideration and action by their representatives on the Board of Directors.

When a regular member defaults on this ruling then the regular member, whether a Head Coach or coach, is hereby dismissed from any Head Coach or coaching consideration for the following year.



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No conflicts with the other Organization or organization will be allowed or negotiated.

Any special considerations must be in writing and submitted to the Board of Directors for approval of any exceptions to this rule.

The *New England Diamond Gems* has first rights.

This statement should be on every Head Coach or coach application and initialed as acknowledged and agreed upon.

(c) **Honorary Members** (Optional)

Any person may be elected as Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors but shall have no rights, duties or obligations in the management or in the property of the *New England Diamond Gems*.

(d) **Sustaining Members** (Optional)

Any person who is not a regular member who makes financial or other contribution to the organization may by majority vote of the Board of Directors become a Sustaining Member, but shall have no rights, duties or obligations in the management or in the property of the *New England Diamond Gems*.

(e) As used hereinafter the word “Member” shall mean a Regular Member unless otherwise stated.

**Section 3. Suspension/Termination:**

Membership may be terminated by resignation or action of the Board of Directors.

(a) The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class, including Head Coaches and coaches, when the conduct of such person is considered detrimental to the best interest of the *New England Diamond Gems* or acts in opposition to the rules, regulations and bylaws established by either organization.

The Member involved shall be notified in advance of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

Immediately following, the Board of Directors can sanction suspension, termination or disciplinary action by 2/3 vote of the Board of Directors of those present at any duly constituted meeting (quorum is required) and must notify member within a 24 hour period.



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(b) The Board of Directors shall, in case of a Playing Member, give notice to the Head Coach of the team for which the player is a Playing member.

Said Head Coach shall appear, in the capacity of an adviser, with the player before the Board of Directors or a duly appointed committee of the Board of Directors.

The player's parent(s) or legal guardian(s) may also be present.

The Board of Directors or a duly appointed committee of the Board of Directors shall have full power to suspend or revoke such player's right to future participation by 2/3 vote of those present at any duly constituted meeting (quorum is required.)

(c) Immediate suspension is only at the President's discretion until the Board of Directors sanctions suspension, termination or disciplinary action by 2/3 vote of the Board of Directors of those present at any duly constituted meeting (quorum is required).

The Member or Player will have an opportunity to meet within one weeks' time of suspension to answer the charge in front of the Board of Directors prior to vote.

To appeal immediate suspension the Member or Player representative must go through any Board Member who will meet with the President on the Player or Member's behalf; only the President can overturn immediate suspension.

#### **ARTICLE IV – PARTICIPATION FEES**

A reasonable participation fee may be assessed as a parent's obligation to assure the operational continuity of the *New England Diamond Gems*.

##### **Tryouts:**

Each applicant must present an acceptable proof of age at registration time.

When and if such proof is not presented, a parent or guardian of the candidate must supply satisfactory evidence to the Organization President prior to player selection.

##### **Fees:**

The fee for participation for the *New England Diamond Gems* will be as defined by the Board of Directors on an annual basis.

This fee will be re-visited each year based on proposed experiences may increase or decrease depending on the financial situation of the organizations.



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## ARTICLE V – MEETINGS

### GENERAL MEMBERSHIP MEETINGS (No Voting To Take Place – Informational Meeting Only)

A General Membership Meeting is any meeting of the entire membership of the Organization. A minimum of one per year is required.

### THE ANNUAL MEETING (REGULAR MEMBERS ONLY)

Regular Members of the *New England Diamond Gems* shall be held at the discretion of the Board of Directors **but no later than August 30** each year for the purpose of electing new Members, electing the Board of Directors, receiving reports, reviewing the Constitution, appointing committees, and for the transaction of such business as may properly come before the meeting.

(a) The Membership shall receive at the Annual Meeting of the Members of the organization a report, verified by the President and Executive Treasurer or by a majority of the Directors, showing:

The condition of the organization, to be presented by the President or his/her designate;

A general summary of funds received and expended by the organization for the previous year, the amount of funds currently in possession of the organization, and the name of the financial institution in which such funds are maintained;

The whole amount of real and personal property owned by the organization, where located, and where and how invested;

For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made;

The names of the persons who have been admitted to regular membership in the organization during such year.

This report shall be filed with the records of the organization and entered in the minutes of the proceedings of the Annual Meeting.

(a) A copy of such report shall be forwarded to ASA, NSA, PGF, PONY and USSSA Organization Headquarters if requested.

(b) At the Annual Meeting, the Regular Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of



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Directors. The number of Directors elected shall be not less than seven (7).

- (c) After the Board of Directors is elected, the Board shall meet to elect the Officers.
- (d) After the election, the Board of Directors shall assume the performance of its duties on the first Saturday after Labor Day.
- (e) The Board's term of office shall continue until its successors are elected and qualified under this section.
- (f) The Officers of the Board of Directors shall include, at a minimum, the President, one Vice Presidents, Treasurer and Secretary.

#### **NOTICE OF MEETING:**

Notice of each General Membership Meeting shall be delivered personally, electronically, posted or by mail to each Member at the last recorded address at least ten (10) days in advance of the meeting, setting forth the place, time and purpose of the meeting.

In lieu of the above methods, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened General Membership Meeting.

#### **VOTING:**

Only Regular Members shall be entitled to make motions and vote at the Annual Membership Meeting.

However, the Board of Directors may invite, admit and recognize guests for presentations or comments during the Annual Membership Meeting.

#### **ABSENTEE BALLOT:**

For the expressed purpose of accommodating a Regular Member in good standing who cannot be in attendance at the Annual Meeting, or any Annual Membership Meeting at which new Board members will be elected, may request an absentee ballot from the Executive Secretary of the organization.

The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Executive Secretary prior to the date of the election.

The Executive Secretary shall present all absentee ballots to the Election Chairman (appointed at the meeting) on the date of the meeting, prior to the voting portion of the election process.



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**RULES OF ORDER:** The order of business for the Annual and Special meetings may include (guideline only):

1. Call to order and roll call.
2. Reading and approval of minutes of previous meeting. (optional)
3. Reports of Board and Standing Committees.
4. Reports of Special Committees.
5. Special Orders.
6. Unfinished Business and General Orders.
7. New business.
8. Adjournment.

**QUORUM:**

A majority of the elected and appointed members present at regular meetings will rule and be considered a quorum if at least 2/3 of the elected members appear.

**ARTICLE VI – BOARD OF DIRECTORS/TRUSTEES**

**NEW ENGLAND DIAMOND GEMS BOARD OF DIRECTORS**

The Board of Directors is a non-profit body corporate called "the New England Diamond Gems Board of Directors," with all the powers of a body corporate under the laws of the State of New Hampshire. The Board of Directors shall be hereinafter referred to as the "The Board of Directors."

**COMPOSITION**

The Board is composed of Seven (7) Trustees (President, Executive Vice President, Executive Treasurer, Executive Secretary, Director of Business Development, Vice President Softball and Vice President of Baseball) of whom shall be appointed by the membership or the Board of Directors. The appointed members shall be appointed for five year terms.





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## **POWERS AND DUTIES OF THE BOARD**

The Board of Directors shall serve as the official financial governing body of the New England Diamond Gems. It shall select the Director of Operations to serve at the pleasure of the Board of Directors and shall hold the Board of Directors responsible for the operation and management, performance, its fiscal accountability, and its compliance with federal and state laws and rules of the Board of Directors.

The Board of Directors shall have the authority to carry out all lawful functions permitted by the Bylaws, its Operating Procedures, or by law. The specific statutory powers and duties of the Board are enumerated in the State of New Hampshire Statutes.

The Board of Directors may adopt rules and policies consistent with the New England Diamond Gems mission/vision, with law, and with the rules of the Board of Directors, in order to effectively fulfill its obligations under the law.

## **CORPORATE SEAL**

The corporate seal shall be used only in connection with the transaction of business of the Board of Directors and the New England Diamond Gems. The Executive Secretary may affix the seal on any document signed on behalf of the New England Diamond Gems. Permission may be granted by the Board of Directors for the use of the seal in the decoration of any building or in other special circumstances. The corporate seal of the Board of Directors shall be consistent with the following form and design:



## **FUNCTION OF THE BOARD OF DIRECTORS**

Establish maintain and implement the New England Diamond Gems mission/Vision statements.

Act as trustee for the assets (including its investments) of the New England Diamond Gems

Select/hire and advise the New England Diamond Gems Director of Operations and evaluate the Director of Operation's performance by pre-established job description criteria.

Plan and establish the New England Diamond Gems Director of Operations compensation.



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Identify the present and future financial, physical and human resource needs of the New England Diamond Gems and establish the New England Diamond Gems Board of Directors role in meeting those needs.

Review and approve all the New England Diamond Gems programs to ensure quality throughout the entire organization.

Insure that quality coaching and training is provided through all New Diamond Gems activities and events.

Keep the New England Diamond Gems Board of Directors and its members informed of important activities/trends occurring throughout the entire organization.

Establish an appropriate orientation program for new Board of Directors members.

Prepare for and attend Board of Director meetings and Organizational events/meetings.

Participate in all Board of Director discussions and decisions.

Maintain confidentiality regarding Hospital and player injury information.

Maintain confidentiality regarding all player athlete HERPLA information.

Advise the Director of Operations.

Develop working knowledge of New England Diamond Gems organizational operations.

#### **BOARD OF DIRECTORS:**

The officers of the *New England Diamond Gems* shall consist of a President, Executive Vice President, Executive Treasurer, Executive Secretary, Director of Business Development, Vice President Softball and Vice President of Baseball all of whom shall hold office for the ensuing year or until their successors will be duly elected.

The Executive Board of Directors may appoint such other Officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office.

#### **AUTHORITY:**

The management of the property and the day to day operations of the *New England Diamond Gems* shall be vested in the Director of Operations through the delegation of the Executive Board of Directors.

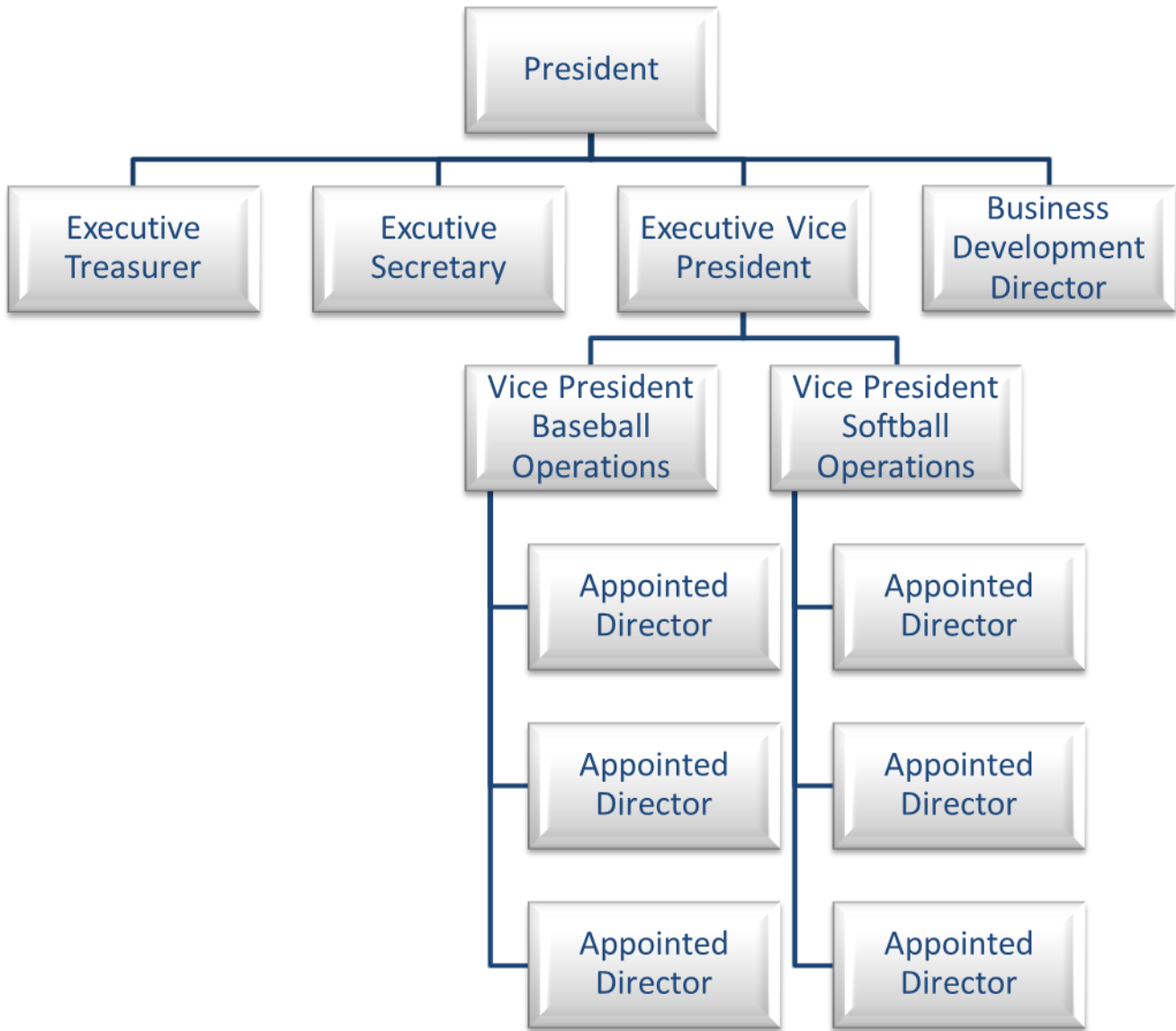


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The Directors shall upon election immediately enter upon the performance of their duties and shall continue in office until their successors have been duly elected.

**NEW ENGLAND DIAMOND GEMS ORGANIZATIONAL CHART**



**VACANCIES:**

If any vacancy occurs in the Executive Board of Directors by resignation, death, or otherwise, it may be filled by a majority vote of the remaining Directors at any regular meeting or at any special meeting called for that purpose.



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## **MEETINGS, NOTICE AND QUORUM:**

Regular meetings of the Board of Directors shall be held immediately following the annual election and on such days thereafter as shall be determined by the Board.

The President or the Executive Secretary may, whenever any of them deems it advisable, and the Executive Secretary shall, at the request of any member of the Board of Directors, issue a call for a special meeting of the Board of Directors.

Notice of each meeting shall be given by the Secretary to each Director either by mail, email or telephone at least three (3) days before the time appointed for the meeting.

Two Thirds (2/3) of the Board of Directors shall constitute a quorum for the transaction of business.

If meeting attendance falls below ½ of Board membership for two (2) consecutive meetings, a notice goes out to the Board that if attendance does not improve at the following meeting, then the President reserves the right to hold all meetings, and conduct majority vote that will be binding for decisions for participating members.

**Voting through email will not be accepted under any circumstance. If needed, special meetings will be called.**

Robert's Rules of Order shall serve as a guide to govern the proceedings of all Board of Directors Meetings, except where same conflicts with this Constitution of the *New England Diamond Gems*.

The order of business for the Board of Director shall include **(guideline only)**:

1. Call to order and roll call.
2. Reading and approval of minutes of previous meeting. **(optional)**
3. Reports of Board and Standing Committees.
4. Reports of Special Committees.
5. Special Orders.
6. Unfinished Business and General Orders.
7. New business.
8. Adjournment.



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## **RULES OF ORDER FOR BOARD OF DIRECTOR/TRUSTEE MEETINGS**

Robert's Rules of Order shall guide the proceedings of all Board of Director Meetings, except where same conflicts with this Constitution of the *New England Diamond Gems*.

### **ARTICLE VII - DUTIES AND POWERS**

The Executive Board of Directors shall have the power to appoint such standing committees as it shall determine and to delegate such powers to them as The Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meeting and the management of the *New England Diamond Gems* as it may deem proper and is consistent with rules and regulations of ASA, NSA, PGF, PONY and USSA.

The Board shall have the power by a two-thirds (2/3) vote of those present at any regular or special meeting to discipline, suspend or remove any Director or Officer or Committee Member of the *New England Diamond Gems* in accordance with the procedure set forth in Article III Section 4 (a, b).

The Board shall receive at the annual meeting of the Members of the *New England Diamond Gems*:

1. A report verified by the President and Executive Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding, the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made;
2. A report that identifies the names and places of residence of the persons who have been admitted to membership in the *New England Diamond Gems* during such year.
3. A report of all team rosters.
4. Financial Balance Sheet, Financial Profit and Loss (P&L) statement which follow General and Accepted Accounting Practices formats.
5. Accounting of all hard copy reports and pertinent organizational information created from the prior year, an accounting of all reports and pertinent organizational information archived from previous years
6. An electronic archive of all reports and pertinent organizational information created from prior year.



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Which reports shall be filed with the records of the *New Hampshire Diamond Gems* and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

A copy of such report shall be forwarded to ASA, NSA, PGF, PONY and USSSA if requested.

#### **Appointments:**

The Board of Directors may appoint such other officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each.

Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.

#### **Monetary Expenditures:**

Expenditure of any sum up to \$1000.00 for normal operating expenses can be approved by the President or Executive Treasurer. Any amount over \$5000.00 must be approved by the Board of Directors majority vote.

#### **PRESIDENT;** The President shall:

- (a) Conduct the affairs of the organization and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of the Organization at the annual meeting.
- (c) Communicate to the Board of Directors, such matters as deem appropriate, and make such suggestions as may tend to promote the welfare of the *New England Diamond Gems*.
- (d) Be responsible for the conduct of the *New England Diamond Gems* in strict conformity to the policies and principles, Rules and Regulations of the ASA, NSA, PGF, PONY and USSSA Organizations, as agreed to under the conditions of charter issued to by that organization.
- (e) Designate in writing, other officers if necessary, to have power to make and execute for/and in the name of the *New England Diamond Gems* such contracts and leases as may have received.
- (g) Investigate complaints, irregularities and conditions detrimental to the *New England Diamond Gems* and report thereon to the Board as circumstances warrant.
- (h) Prepare and submit an annual budget to the Board of Directors and be responsible



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for the proper execution thereof.

(h) Examine the application and support proof-of-age documents of every player candidate and certify to age eligibility before the player may be accepted for selection.

**EXECUTIVE VICE PRESIDENT;** The Executive Vice President shall:

(a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Executive Vice President shall have all the powers of that office.

(b) Perform such duties as from time to time may be assigned by the Board of Directors or by the President.

(c) Oversee the operations of the *New England Diamond Gems* Softball operation.

**EXECUTIVE SECRETARY;** The Executive Secretary shall:

(a) Be responsible for recording the activities of the Organization and maintain appropriate files, mailing lists and necessary records.

(b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.

(c) Maintain a list of all Regular, Sustaining and Honorary Members, Directors and committee members and give notice of all meetings of the Organization, the Board of Directors and Committees.

(d) Keep the minutes of the meetings of the Members, the Board of Directors and the Executive Committee, and cause them to be recorded in a book kept for that purpose.

(e) Conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.

(f) Notify Members, Directors, Officers and committee members of their election or appointment.

(g) Have responsibility for all electronically created information, maintaining the availability, proper archiving, and the security of such information



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**EXECUTIVE TREASURER;** The Executive Treasurer shall:

- (a) Perform such duties as we herein specifically set forth and such other duties as are customary, incident to the Office of Treasurer or may be assigned by the Board of Directors.
- (b) Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all monies and securities of the *New England Diamond Gems*.
- (d) Approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements by checks must have dual signatures.
- (e) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the annual meeting.
- (f) Prepare a monthly and an annual financial report, under the direction of the President, for submission to the Board of Directors and at the annual meeting.
- (g) Responsible for getting books audited and taxes complete by December 31 each year.

**DIRECTOR OF BUSINESS DEVELOPMENT:** Director of Business Development Shall:

Plan, organize, staff, and directs the organizational development, communications and community relations activities to enhance the sustainability and expansion of the New England Diamond Gems programs and services.

Be responsible for fostering corporate partnerships that result in programs, initiatives, cause marketing campaigns and donations for the New England Diamond Gems organization.

**VICE PRESIDENT SOFTBALL OPERATIONS:** The Vice President Softball Operations Director Shall:

- (a) Provide leadership and management at the appropriate age levels;
- (b) Implement the Director of Operations strategies and directives at the appropriate age levels
- (c) Assist in the process of the selection of team players at the appropriate age levels





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- (d) Assist in the process of the selection of team coaches at the appropriate age levels
- (f) Investigate all conflicts and complaints, provide a written report of findings to the Director of Operations and the Board of Directors
- (g) Serve as primary contact person for the player athletes and their families at the appropriate age levels
- (h) Assist in the implementation of the overall player development activities at the appropriate age levels
- (i) Mediate all player/parent or team conflict at the appropriate age levels

**VICE PRESIDENT BASEBALL OPERATIONS:** The Vice President Baseball Operations Director Shall:

- (a) Provide leadership and management at the appropriate age levels;
- (b) Implement the President and the Board of Directors strategies and directives at the appropriate age levels
- (c) Assist in the process of the selection of team players at the appropriate age levels
- (d) Assist in the process of the selection of team coaches at the appropriate age levels
- (f) Investigate all conflicts and complaints, provide a written report of findings to the President and the Board of Directors
- (g) Serve as primary contact person for the player athletes and their families at the appropriate age levels
- (h) Assist in the implementation of the overall player development activities at the appropriate age levels
- (i) Mediate all player/parent or team conflict at the appropriate age levels

## **ARTICLE VIII – COMMITTEES**

### **TOURNAMENT COMMITTEE;**

The Board of Directors may appoint a Tournament Committee which shall consist of 3-4 Organizational Directors or Board Members to work with the Tournament Director for the annual *New England Diamond Gems* Softball Tournaments.



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## **SPONSORS COMMITTEE:**

Sponsor committee will include 3-4 volunteers to manage the details of sponsors. Contact local businesses by mail and phone to secure sponsorships for all teams.

## **ARTICLE IX - HEAD COACHES, COACHES AND HEAD COACH PROCESS**

A. Candidates for Head Coach's positions should submit an application and summary of qualifications in writing to the President who has the sole authority to accept and approve head coaching positions.

B. All Head Coach positions are renewable annually, based on ability to work with young children, personal conduct, and/or softball knowledge, as well as participation in the Organization. (Note: all Board members should never disclose voting results)

## **ARTICLE X - AFFILIATION**

### **CHARTER:**

The *New England Diamond Gems* shall annually apply for a membership from ASA, NSA, PGF, PONY and USSA. The organization shall do all that is necessary to obtain and maintain such membership.

### **RULES AND REGULATIONS:**

The Official Playing Rules and Regulations as published by ASA, NSA, PGF, PONY and USSA shall be binding on the *New England Diamond Gems*.

## **ARTICLE XI - FINANCIAL AND ACCOUNTING**

### **Authority**

The Board of Directors shall decide all matters pertaining to the finances of the Organization and it shall place all income including Auxiliary funds, in a common Organization treasury, directing the expenditure of same in such a manner as will give no individual or team an advantage over those in competition with such individual team.

### **Contributions**

The Board of Directors will permit the contribution of funds or property to individual teams but shall solicit some for the common Executive Treasurer of the *New England Diamond Gems*, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the *New England Diamond Gems*.



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### **Solicitations**

The Board of Trustees shall not permit the solicitation of funds in the name of ASA, NSA, PGF, PONY or USSSA unless all of the funds so raised be placed in the *New England Diamond Gems* treasury.

### **Disbursement of Funds**

The Board of Directors shall not permit the disbursement of funds for other than the conduct of *New England Diamond Gems* activities in accordance with the rules and policies of ASA, NSA, PGF, PONY and USSSA.

All disbursements shall be made by check.

All checks shall be signed by the *New England Diamond Gems* Executive Treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

### **Compensation**

No Director, Trustee, Officer or Member of the Organization shall receive, directly or indirectly any salary compensation or emolument from the *New England Diamond Gems* for services rendered as Director, Trustee, Officer or regular member.

Head Coaches or other coaching staff maybe compensated for their services once their contracts have been signed and approved. After all contract provisions have been successfully met compensation shall be received in full.

Compensation will be agreed upon between the coach and the Director of Operations or President before a formal contract has been offered.

### **Deposits**

All monies received, including Auxiliary Funds, shall be deposited to the credit of the *New England Diamond Gems* in a bank (s) or financial institution(s) as elected by the Board of Directors and all disbursement shall be made by check.

All checks shall be signed by the *New England Diamond Gems* Treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

### **Fiscal Year**

The fiscal year shall begin on the first day of September and shall end on the last day of August.



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## **Distribution of Property upon Dissolution**

Upon dissolution of the *New England Diamond Gems* and after all outstanding debts and claims have been satisfied, the Members shall distribute the property of the *New England Diamond Gems* to such other organization or organizations maintaining an objective similar to that set forth herein, which are or may be entitled to exemption under Section 501©(3) of the Internal Revenue Code or any future corresponding provision.

## **ARTICLE XII**

### **Conflict of Interest**

Each Director, prior to taking his position on the Board of Directors, Board of Trustees and all present Directors/Trustees shall submit in writing to the President or his/her designee, a list of all businesses or other organizations of which he is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the New England Diamond Gems has, or might reasonably in the future enter into, a relationship or a transaction in which the Director/Trustee would have conflicting interests. The President or his/her designee shall become familiar with the statements of all Directors/Trustees in order to guide his conduct should a conflict arise.

At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director/Trustee shall make known the potential conflict, whether disclosed by his written statement or not, and after answering any questions that might be asked him, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected Director/Trustee nor any other Director/Trustee with a pecuniary benefit transaction with the New England Diamond Gems shall vote on it.

The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirements of a two-thirds vote where the financial benefit to the director or trustee is between \$500 and \$5,000 in a fiscal year, and to the requirement of a two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this conflict policy.

## **ARTICLE XIII - AMENDMENTS**

This Constitution and By-Laws may be amended, repealed or altered in whole or in part by a majority vote.

Amendments should always be  $\frac{3}{4}$  vote at any duly organized meeting of the Executive Board of Directors provided notice of the proposed change is included in the notice of such meeting. (Quorum required).



Quality Organizational Values + Quality Coaching + Quality Athletes =  
Success on and off the Field!



**Amendment Process:**

Any amendment to the by-laws must be well documented and dated.

- Document Issue
- Document Options to Eliminate Issue
- Document Consensus Opinion of Board
- Document Voting
- Add to the Amendment Listing on Last Page of this Document

.....  
This Constitution and By-Laws was approved by the *New England Diamond Gems*  
Board of Directors on this day 2nd of the Month September in the year 2013.

**BOARD OF DIRECTORS**

President’s Name (Print) \_\_\_\_\_

President’s Name Signature: \_\_\_\_\_

Executive Vice President Name (Print) \_\_\_\_\_

Executive Vice President Signature: \_\_\_\_\_

Director of Business Development’s Name (Print) \_\_\_\_\_

Director of Business Development’s Signature \_\_\_\_\_

Executive Secretary’s Name (Print) \_\_\_\_\_

Executive Secretary’s Signature \_\_\_\_\_

Executive Treasurer’s Name (Print) \_\_\_\_\_

Executive Treasurer’s Signature \_\_\_\_\_

Director of Softball Operation’s Name (Print) \_\_\_\_\_

Director of Softball Operation’s Name Signature: \_\_\_\_\_



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Success on and off the Field!



Director of Baseball Operation's Name (Print) \_\_\_\_\_

Director of Baseball Operation's Name Signature: \_\_\_\_\_

The *New England Diamond Gems*, does not limit participation in its activities on the basis of disability, race, creed, color, national origin, gender, sexual preference or religious preference.