

BEVERLY LITTLE LEAGUE INC.
AMENDED AND RESTATED BY-LAWS

ARTICLE 1 (Organization)

Section 1. The organization operating under these By-Laws shall be known as Beverly Little League, Inc. (the “League” or the “Corporation”). The League is a privately funded, non-profit organization founded in 1950 and organized as a corporation in 1957 under the laws of the Commonwealth of Massachusetts.

Section 2. Purpose and object of the League is to provide recreation and training to all children residing within the City of Beverly who meet the eligibility requirements for participation. The League shall implement a program of organized baseball competition under approved adult volunteer supervision. Primary goals are to instill the benefits of teamwork, fair play, respect for authority, physical fitness, and to help each participant develop athletic and social skills. The goal of winning ball games or championships shall be secondary. The League is committed to equal access and opportunity. The Corporation does not discriminate in the operation of its program with respect to children or families who participate in League activities or adult volunteers based upon race, religion, national origin, gender, sexual orientation, gender identity, disability, military status, or any other class protected by federal or state law.

Section 3. The League shall be chartered annually by Little League Baseball, Inc. of Williamsport, Pennsylvania.

Section 4. The fiscal year of the Corporation shall end on December 31. The League at all times shall be operated as a non-profit entity subject to Section 501(c)(3) of the Internal Revenue Code, with federal identification number 23-7100532.

ARTICLE 2 (Meetings)

Section 1. The annual meeting of the Corporation shall be held on the third Monday of September at 7:00 PM, unless an alternate day and time is set by the Executive Board. Current volunteers in good standing of the League, members in good standing of the League, and prospective members of the League shall constitute Regular Members under the Constitution, and shall be permitted to attend with the right to vote at the annual meeting. Any proposed changes to the Constitution shall be presented to the Members and voted at the annual meeting.

Section 2. The first regular meeting of the Executive Board after the annual meeting of the Corporation shall, if reasonably possible, be held immediately following the election of the Executive Board at the annual meeting of the Corporation, but in no event more than three (3) weeks following the annual meeting. Dates for subsequent meetings shall be set by the Executive Board.

Section 3. The Secretary shall notify the Executive Board of the date, time, place, and purpose of meetings of the Executive Board by written notice mailed or sent by email at least fourteen (14)

days prior to the date of the meeting. In the absence of the Secretary, notice may be given by the Executive President, a Vice President, or the Treasurer.

Section 4. Members of the Executive Board may participate in a meeting of the Executive Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 5. A special meeting of the Executive Board may be called and noticed at any time by the President on his own authority or within five (5) days after receipt of a written request signed by at least three (3) members of the Executive Board. No business except that stated in the notice shall be conducted at any special meeting.

Section 6. The agenda for every regular meeting of the Executive Board shall include: 1. Report of the Secretary; 2. Report of the Treasurer; 3. Report of the President; 4. Report of other standing or special committees as necessary and requested; 5. new business; and, 6. establishment of the date of the next meeting. The order of this agenda may be varied at the discretion of the President. An agenda for a special meeting of the Executive Board shall not be required.

Section 7. A meeting of volunteer personnel of the organization may be called at any time by the President or upon the request of at least three (3) members of the Executive Board for the purpose of communicating information and discussing matters of general interest. No votes shall be taken at such meetings (other than the annual meeting) except on matters specifically determined by the Executive Board.

ARTICLE 3 (Officers)

Section 1. The elected officers of the corporation, who shall also constitute the voting members of the Executive Board, shall consist of the President, Two (2) Vice Presidents, a Secretary, a Treasurer, a Player Agent, a Safety Officer, a Coaching Coordinator, and an Information Officer. The President and each Vice President shall not be an active manager or a coach in the League.

Officers shall be elected in accordance with the Constitution by simple majority vote following election to the Executive Board at the annual meeting. The terms of service of all elected members of the Executive Board shall be limited to two (2) consecutive terms.

Incumbents may seek re-election subject to the term limitations outlined above. Any former member of the Executive Board whose term has expired due to a term limitation may seek election but only after a waiting period of two (2) years following the expiration of the last term in office.

Section 2. If any office becomes vacant for any reason, the Executive Board, at any legal meeting of the remaining members of the Executive Board, shall by majority vote appoint another then-current member of the Executive Board as successor to the office to complete the unexpired term.

Section 3. No one shall be eligible to serve as an officer of the Corporation until and unless that individual has completed at least two (2) full seasons of recognized volunteer service within

the League. The Executive Board shall be the sole judge of whether a candidate meets the requirements for election as an officer of the Corporation.

Section 4. Candidates for any open officer position upon expiration of a term shall be nominated by a nominating committee. The President shall appoint the Chair of the nominating committee. The Chair shall appoint no fewer than two (2) additional members of the nominating committee in consultation with the President. The nominating committee shall solicit interest from eligible Regular Members to run as candidates for election in advance of the annual meeting of the Corporation. The nominating committee shall prepare and publish a slate of eligible candidates for election for each open officer position at least five (5) days prior to the annual meeting of the Corporation.

Section 5. The open officer positions shall be filled from the slate of eligible candidates prepared by the nominating committee upon a vote at the annual meeting of the Corporation in accordance with the Constitution. A vote may be taken on each individual candidate or on the entire slate of candidates presented. A simple majority vote shall prevail. Elections shall be conducted by a voice vote of those eligible and in attendance at the annual meeting plus any absentee ballots cast, unless no election by a simple majority shall be conclusively determined by voice vote and absentee ballots, in which case the election shall proceed by written ballots cast by those eligible to vote and in attendance.

ARTICLE 4 (Executive Board)

Section 1. The management and administration of the League shall be entrusted to an Executive Board. The Executive Board shall consist of the elected officers of the Corporation designated in Article 3, Section 1, plus any other directors who shall be elected in accordance with the Constitution. All elected members of the Executive Board shall be voting members.

Section 2. The members of the Executive Board shall be nominated and elected upon a vote at the annual meeting of the Corporation, and will then elect the officers of the Corporation pursuant to the Constitution. Any elected member of the Executive Board may be removed prior to the expiration of the term in accordance with the Constitution.

Section 3. The President shall appoint for a one (1) year term a Commissioner for the League. The President may reappoint the same individual serving Commissioner each year without term limitations. The Commissioner shall be a non-voting, ex officio member of the Executive Board. The Commissioner may express or voice opinions on matters under discussion, and shall provide reports to the Executive Board as mandated by these By-laws or as otherwise required from time to time.

Section 4. A majority of the voting members of the Executive Board then in office shall constitute a quorum for the transaction of business, but a smaller number may adjourn any meeting from time to time to a specific time and place and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the members of the Executive Board entitled to vote shall decide any question brought before such meeting. If the question is one upon which by express provision of law or of

a further provision of these By-laws a different vote is required, such express provision shall govern.

Section 5. Any action required or permitted to be taken at any meeting of the Executive Board may be taken without a meeting if all the voting members of the Executive Board consent to the action in writing, and the written consents are filed with the records of the meetings of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6. The Executive Board shall retain the sole power and authority to suspend, dismiss or otherwise discipline any member of the organization for any reason set forth in the Constitution, including for conduct detrimental to the League. The person accused shall be entitled to a hearing before the Executive Committee. The Executive Committee shall make findings and recommendations to the Executive Board concerning any disciplinary matter. Refusal of such person to participate in the hearing shall not prevent the Executive Committee from making findings and/or recommending disciplinary action. The Executive Board shall vote to determine any disciplinary action. The President shall communicate the disciplinary decision of the Executive Board to the individual subject to disciplinary action. The decision of the Executive Board concerning any disciplinary matter shall be final and not subject to appeal or further review.

Section 7. When an executive session is necessary to discuss a disciplinary matter or other sensitive topic, the voting members of the Executive Board shall be the sole members of the executive session and shall otherwise be closed any other participants unless otherwise permitted to attend in the discretion of the President.

Section 8. The voting members of the Executive Board shall vote to confirm or reject appointments of team managers and coaches as submitted by the Player Agent.

Section 9. The Executive Board shall have the authority to approve payment of bills of the Corporation. All checks must be signed by the Treasurer. All checks in the amount exceeding \$5,000 shall be signed by both the Treasurer and the President.

Section 10. The Executive Board shall be required to keep and maintain the financial books and records of the Corporation. The financial books of the Corporation shall be audited annually by an independent, qualified auditor or accountant chosen by the Executive Board to the extent required by applicable law. The auditor or accountant if so retained may not be affiliated with any member of the Executive Board.

ARTICLE 5 (Duties and Responsibilities of League Officials)

Section 1. The President shall serve as the chief executive officer of the Corporation, and shall engage in all duties and responsibilities typically associated with the president of a little league organization. The President shall preside at all meetings of the Executive Board and the annual meeting of the Corporation. The President shall make appointments as set forth in these By-laws. The President shall interact with the District and Little League International. The President shall keep the Executive Board reasonably informed of matters concerning the League. The President shall require that all personnel understand the rules and regulations under which

Little League Baseball operates, and that acceptable standards of sportsmanship be maintained at all times.

Section 2. Each Vice President shall serve as chief assistant to the President. Each shall perform all duties delegated to them by the President or the Executive Board. A Vice President shall be appointed to preside at meetings in the absence of the President.

Section 3. The Secretary shall keep minutes of the meetings of the Executive Board and the annual meeting of the Corporation, and shall report at the subsequent meeting. The Secretary shall file annual reports of the Corporation, maintain orderly written records, and conduct other correspondence as required.

Section 4. The Treasurer shall have responsibility to receive, deposit and disburse all funds of the Corporation, pay all approved bills, and shall keep proper accounts of League funds or other assets. The Treasurer shall give a financial report at each meeting. The office shall be bonded in the sum of not less than twenty five thousand dollars (\$25,000).

Section 5. The Player Agent shall serve as the primary supervisor of all divisions of play, in consultation with and subject to the directives of the Executive Board. The duties and responsibilities of the Player Agent shall include the following:

- appoint managers of teams in each division in accordance with the By-Laws
- appoint coordinators for each division
- supervise practice and game schedules
- supervise player registration applications
- secure and verify birth certificates where necessary
- supervise the annual try-outs
- preside at the annual draft meetings for each division
- maintain rosters for each team in each division
- keep a file of any injury insurance reports given to him by the Safety Officer
- approve any change in roster before such change takes place
- mediate and resolve any protests at each division
- mediate and resolve any disputes arising in each division, and refer any unresolved disputes to the President
- bring forward to the President any complaints about conduct

Section 6. The Information Officer shall serve as the primary external contact and communications person for the League, in consultation with and subject to the directives of the Executive Board. The Information Officer shall manage the Beverly Little League's official home page on a web site, manage any online registration process and ensure that league rosters are maintained on the site, assign administrative rights to league volunteers and teams, ensure that league news and scores are updated on a regular basis, collect, post, and distribute important information on League activities including direct dissemination of fund raising and sponsor activities to Little League Baseball, district, public, league members and media, when appropriate. The Information Officer shall prepare fliers and other materials needed to publicize the annual player registration to the maximum extent possible. The Information Officer shall

coordinate all media coverage of League activities, and shall serve as liaison for the organization with the news media and the public.

Section 7. The Safety Officer shall serve as the primary supervisor of League and player safety, in consultation with and subject to the directives of the Executive Board. The Safety Officer shall periodically inspect all playing fields for damage or unsafe conditions, and to ensure that managers are following proper safety procedures. The Safety Officer shall assist in field maintenance where appropriate, and shall coordinate any field openings in the spring and closures in the fall. The Safety Officer shall also coordinate reports of injuries or accident insurance claims in consultation with the President.

Section 8. The Coaching Coordinator shall serve as the primary supervisor of all managers and coaches in all divisions of play during regular season competition, in consultation with and subject to the directives of the Executive Board. The duties and responsibilities of the Coaching Coordinator shall include the following:

- recommend to the Executive Board qualifications for managers and coaches
- identify qualified candidates for managers and coaches
- review prospective qualified manager and coach candidates together with the Player Agent
- make recommendations to the Player Agent for the appointment of managers and coaches
- develop procedures for training of managers and coaches in coaching skills, player development skills, fair competition, and overall sportsmanship
- develop and supervise league-wide training programs for managers and coaches
- develop and present to the Executive Board a budget for clinics, training programs, and training materials
- distribute training materials to managers, players, families, and players
- coordinate clinics for managers, coaches, and players
- supervise managers and coaches during the season
- provide feedback to managers and coaches during the season as needed
- complete performance reviews of managers and coaches at the end of the season to assist in evaluating returning candidates for successive years
- bring forward to the Executive Board any concerns raised by managers or coaches
- represent the managers and coaches in the league at the Executive Board

Section 9. The Commissioner shall be a long-time League volunteer with valued experience and expertise who shall serve as advisor and consultant to the Executive Board. The Commissioner shall serve at the direction of the Executive Board. The Commissioner may be delegated to be chairman of special projects, such as tournaments being hosted by the League, research activities, proposed expansion or reorganization of divisions, etc. The Commissioner may also designate an Associate Commissioner to assist with special projects, subject to approval by the President.

ARTICLE 6 (Standing Committees of the Executive Board)

Section 1. The Executive Committee of the Board shall consist of the officers of the Corporation. The President shall serve as the chair of the Executive Committee, and shall be responsible for convening all meetings of the Executive Committee. The Executive Committee

shall meet and report on matters of importance to the League to be voted on by the full Executive Board, including any disciplinary matter. Attendance at meetings of the Executive Committee shall be limited to members of the Executive Committee, unless the President decides otherwise.

Section 2. The Equipment Committee shall be appointed annually by the President from among the volunteer membership and shall consist of not less than three (3) persons to include the Safety Officer, who shall serve as the Chair of the Equipment Committee. The Equipment Committee shall compile an annual inventory and determine the condition and suitability of all equipment and uniforms owned by the League, make provisions for the collection and off-season storage of equipment and uniforms, and arrange for necessary repairs to equipment, and issue uniforms and equipment to managers and coaches at specified times. The Safety Officer (or a designated member of the Equipment Committee) shall report to the Executive Board, and shall provide reports at meetings from time to time as requested by the President.

Section 3. The Budget Committee shall be appointed annually by the President from among the volunteer membership and shall consist of not less than three (3) persons to include the Treasurer, who shall serve as the Chair of the Budget Committee. The Budget Committee shall prepare an annual budget for the League for approval by the Executive Board before the expiration of the fiscal year.

Section 4. The Safety Committee shall be appointed annually by the President from among the volunteer membership and shall consist of not less than three (3) persons to include the Safety Officer, who shall serve as the Chair of the Safety Committee. The Safety Committee shall assist the Safety Officer with the duties and responsibilities.

Section 5. The Sponsor Committee shall be appointed annually by the President from among the volunteer membership and shall consist of not less than three (3) persons to include the Treasurer, who shall serve as the Chair of the Sponsor Committee. The Sponsor Committee shall maintain an up to date list of team sponsors, recruit new sponsors to fill vacancies, send out the annual sponsor letters and bills and provide for appropriate recognition of sponsor contributions.

ARTICLE 7 (Indemnification and Insurance)

Section 1. In accordance with Massachusetts General Laws, Chapter 180, the Corporation shall, to the fullest extent legally permissible and so long as the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its officers, Executive Board members, and such other employees and agents as the Executive Board from time to time may determine, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees and costs, reasonably incurred in connection with the pursuit, defense, or disposition of any action, suit or other proceeding, whether civil or criminal, in which the officers, members of the Executive Board, and such other employees and agents may be involved, or be threatened, while in office or thereafter, by reason of being or having been such an officer, Executive Board member, employee or agent, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation. Expenses, including counsel fees and costs, reasonably incurred by any such

officer, Executive Board member, employee, or agent in connection with the pursuit, defense, or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, Executive Board member, employee, or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms “officer”, “Executive Board member”, “employee”, and “agent” include their respective heirs, executors and administrators.

Section 2. The Corporation shall have power to purchase and maintain insurance on behalf of any person who shall be, or who shall at any time have been, an officer, Executive Board member, employee, or other agent of the Corporation against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

ARTICLE 8 (Conflicts of Interest)

Section 1. An officer or member of the Executive Board shall be considered to have a conflict of interest (a) if such person has existing or potential financial or other interests which impair or might reasonably appear to impair such person’s independent, unbiased judgment in the discharge of his or her responsibilities to the Corporation; (b) if such person is aware that an immediate family member or any other relative or any organization in which the officer or member of the Executive Board (or member of his or her family) is an officer, direct employee, member, partner, trustee or controlling stockholder, has such existing or potential financial or other interests; or, (c) as otherwise set forth in the Constitution. Each officer or member of the Executive Board shall disclose to the Executive Board any possible conflict of interest at the earliest practicable time. No officer or member of the Executive Board shall vote on any matter under consideration at an Executive Board or committee meeting in which such person has a conflict of interest. Any officer or member of the Executive Board who is uncertain whether a conflict of interest may exist in any matter may request the Executive Board or committee to resolve the question by majority vote.

Section 2. Notwithstanding the foregoing, no contract or transaction between the Corporation and one or more of its officers or members of the Executive Board or between the Corporation and any other corporation, partnership, association, trust, or other organization in which one or more of its officers or members of the Executive Board are directors, officers, stockholders, trustees, or members, or have a financial interest, shall be void or voidable solely for this reason, or solely because the officer or member of the Executive Board is present at or participates in the meeting of the Executive Board or any committee thereof which authorizes the contract or transaction, or solely because his or her votes are counted for such purposes, if:

A. The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Executive Board, and the Executive Board or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of a disinterested members of the Executive Board, even though the disinterested members of the Executive Board be less than a quorum; and

B. The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Executive Board.

Section 3. On an annual basis, each officer and member of the Executive Board shall disclose to the Executive Board any contract or transaction as referred to in Section 2, or any actual or potential conflict of interest hereunder.

ARTICLE 9 (MISCELLANEOUS)

Section 1. Governing Law. These By-laws shall be subject to such provisions of the statutory and common law of the Commonwealth of Massachusetts as may be applicable to corporations organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts. References herein to provisions of law shall be deemed to be references to the aforesaid provisions of law. All references in these By-laws to such provisions of law shall be construed to refer to such provisions as from time to time amended.

Section 2. Certificate of Organization. These By-laws shall be subject to the Articles of Organization of the Corporation and the Constitution. All references in these By-laws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as from time to time amended or restated. All references in these By-laws to the Constitution shall mean the then-current Constitution of Beverly Little League on file with Little League International, Inc. as may be amended or restated from time to time. In the event of any conflict between these By-laws and the Constitution, the Constitution shall govern.

Section 3. Ratification. Any transaction questioned on the ground of lack of authority, defective or irregular execution, adverse interest of an officer or member of the Executive Board, non-disclosure, mis-computation, or the application of improper principles or practices of accounting, or on any other grounds, may be ratified before or after judgment by the Executive Board; and, if so ratified, shall have the same force and effect as if the questioned transaction had been originally duly authorized, and such ratification shall be binding upon the Corporation and shall constitute a bar to any claim or execution of any judgment in respect of such questioned transaction.

Section 4. Reliance on Books and Records. In performing his or her duties, an officer or member of the Executive Board shall be entitled to rely on information, opinions, reports, or records, including financial statements, books of account, and other financial records, in each case presented by or prepared by or under the supervision of (1) one or more officers or employees of the Corporation whom the officer or member of the Executive Board reasonably believes to be reliable and competent in the matters presented, (2) counsel, public accountants, or other persons as to matters which the officer or member of the Executive Board reasonably believes to be within such person's professional or expert competence, or (3) a duly constituted committee of the Executive Board upon which he or she has not served, as to matters within its delegated authority, which committee the person reasonably believes to merit confidence, but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The fact that an officer or member of the Executive Board so performed his or her duties shall be a complete defense to any claim asserted against him or her under any provision of law or otherwise, except as

expressly by statute, by reason of his or her being or having been an officer or member of the Executive Board.

Section 5. Corporate Records. The original or attested copies of the Articles of Organization, these By-laws, and records of all meetings maintained by the Secretary of the Corporation, shall be kept in Massachusetts at the principal office of the Corporation or at the office of the Secretary or the resident agent of the Corporation. Such copies and records need not all be kept in the same office.

Section 6. Execution of Documents: Except as otherwise provided herein or as otherwise provided by law or in the Articles of Organization or as the Executive Board may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts, and other documents or instruments to be executed on behalf of the Corporation may be signed by the Executive President and by the Treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the President and the other of whom is the Treasurer or Secretary, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, these By-laws, or resolutions or votes of the Corporation.

ARTICLE 10 (Amendments)

Section 1. Amendments to these By-Laws may be made by the Executive Board at any legal meeting, provided such proposed amendments have been presented in writing to the Executive Board at least seven (7) days prior to the meeting.

Approved as Revised: September 9, 2020