

North Andover Youth Baseball Association, Inc.

Also Known As

North Andover Booster Club Little League (NABCLL)

Constitution and Bylaws

as revised by vote of members
October 17, 2002

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ARTICLE I - NAME, ORIGIN AND NON-PROFIT ORIENTATION

This organization shall be incorporated under the name North Andover Youth Baseball Association, Inc. and, shall also be known as North Andover Booster Club Little League, hereinafter also referred to as NABCLL.

NABCLL is an independent association that originates from an agreement between North Andover Booster Club, Inc. (NABC) and North Andover Little League, Inc. (NALL). By majority vote of the members of both those organizations, NALL withdraws its softball program, each organization discontinues its baseball program and all parents, stepparents, foster parents, and legal guardians ("parents"), as identified on NABC and NALL registration forms, of children registered to play baseball for their 2001 Spring seasons officially join and become the original Regular Members (as later herein described) of NABCLL and thereby adopt this Constitution and these Bylaws as provided and without amendment. In so doing, those parents, now also members of NABCLL within which they are subject to the rules and requirements of NABCLL, are entitled to enroll without added fee responsibility for the Spring

2001 season, as Player Members within NABCLL subject only to the rules and requirements of NABCLL and not those of NALL or NABC, the baseball players that they had enrolled in NALL or NABC. Similarly, without added fee obligation for the 2001 Spring softball season, parents of registered NALL softball players are entitled to enroll those players in the NABC softball program. Further, the original Regular Members direct the presidents and Boards of Directors of NALL and NABC to convey all baseball uniforms, equipment, tools, supplies, and any other property directly related to baseball and previously used or planned for use by teams with players no older than sixteen years of age, along with all player registration fees for the 2001 Spring season less any financial encumbrances attributable to the purchase of such new uniforms, equipment, tools, supplies and other property purchased for the 2001 Spring baseball season to NABCLL.

In accordance with Section 501-(c)-(3) of the Federal Internal Revenue Code, NABCLL shall operate exclusively as a non-profit educational organization providing a supervised program of training and practice and of competitive games. No part of net earnings shall inure to the benefit of any private shareholder or individual.

ARTICLE II - OBJECTIVES

SECTION 1.

Primary Objective. A primary objective of NABCLL is and shall be to implant firmly in the children of the Town of North Andover, Massachusetts (hereinafter also referred to as the "Town" or the "community") the principles and ideals of good sportsmanship, fairness, honesty, character, courage, loyalty, respect for themselves and others, and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, caring, healthy and trustworthy adults.

SECTION 2.

Program and Further Objective. To achieve this objective NABCLL will provide a supervised youth baseball program, and softball program should NABC and NABCLL Directors jointly determine at any time to include softball, of separate Spring and Summer seasons in accordance with this Constitution and Bylaws document and most importantly in accordance with the principles of fairness, equal treatment, and open participation as further stated in this Article.

All Directors, Officers, Commissioners, Coaches, Managers, Umpires and Members shall bear in mind that the modeling of, and adherence to, the ideals and objectives expressed herein and the molding of good and decent future adults are of prime importance. Development and steady improvement of program oriented athletic skills is also a significant goal. However, while instilling within children the desire to succeed and the desire to win is a worthwhile primary goal, the winning of games is secondary to the other goals and objectives expressed within this Article.

SECTION 3.

Opportunity for All Players. NABCLL will operate its programs so as to provide adequate opportunity for all participants to play at the highest skilled and most competitive levels during their periods of age eligibility.

SECTION 4.

Fair and Even Treatment. NABCLL will ensure that all player participants within the same age group will be treated fairly, equitably, and as equally as possible in terms of the allocation of and access to all league resources including, but not limited to, uniforms, equipment, games, umpiring, coaching, and playing fields for games and practices. The objective is to achieve this even treatment and fairness on a per player participant basis, as opposed to any per division or per bracket basis.

SECTION 5.

Principles, Objectives, and Requirements .The above principles and those further listed here as NABCLL Principles, Objectives, and Requirements including their elaboration and further clarification as detailed in Appendix A, herein incorporated, shall govern the actions of all NABCLL Directors, Officers,

Commissioners, managers, coaches, Volunteers, and Members. Strict adherence is required.

NABCLL Principles, Objectives, and Requirements:

1. All children within the same age group are to be treated in an exactly like manner no matter what their differences may be. Care will also be taken in ensuring that all players throughout the program are treated in a substantially similar manner.
2. A strong development program for younger players is to be established and preserved. That commitment to player skill development for all players is to be sustained as players get older. A strong program of development for coaching skills is also to be established and maintained.
3. If for certain age groups, players get assigned to different divisions based on skill or athletic ability,
 - a. Strict measures are to be taken to maximize objectivity in those assignments.
 - b. Strict measures are to be taken also to ensure that, as children get older, they enjoy substantial opportunity to qualify for selection or assignment into the higher skilled division(s).
 - c. No matter what, every player who registers within the publicly announced enrollment period is guaranteed that he or she will play on a team; and
 - d. A healthy, positive environment where children might normally aspire to play at the highest level is to be created and preserved. Children and families, however, are allowed the right to choose to play at a comfortable level, free from any requirement that they try out for a higher level.
 - e. In addition to assuring that the provisions of even treatment enumerated herein are complied with, all NABCLL Directors, Commissioners and Managers shall endeavor to assure as fully as possible that the games and practices are enjoyable to all at all levels within an age division and shall cooperate in investigating and remedying any dissatisfactions that may emerge.
4. Within all age groups and at all levels of play, substantially equal playing time (as equal as possible) is REQUIRED as is substantially equal opportunity to learn

and apply a wide range of skills. NABCLL, in fact, will make every reasonable effort, to ensure compliance with this substantially equal playing time and substantially equal opportunity provision at all levels including at the highest skill levels and the oldest ages.

5. Arbitrary and discriminatory measures that would determine playing time or access to any program resources are strictly prohibited.

6. In dealing with children and families the focus is on positive reinforcement and on rewarding positive behaviors. Caution and restraint are to be exercised at all times in applying punitive measures.

7. Everyone's help is welcome. All adults willing to contribute their time and energies are free to become constructively involved, subject only to background checks where applicable and to conformance with NABCLL standards, guidelines, principles, objectives, and requirements as described herein and as may later be expressed by vote of the membership or the organization's Directors. Every measure will be taken to ensure a positive, emotionally healthy climate, free of adult confrontation around children and where all volunteers, players, paid helpers, and fans consistently treat each other with dignity and respect.

8. Team managers and coaches are required to apply annually for one-year terms and are to be selected in an unbiased but careful fashion including criminal records background checks. Managers and coaches are required to conform to the organization's standards, guidelines, principles, objectives, and requirements as described herein and as may later be expressed by vote of the membership or the organization's Directors.

9. A facilities acquisition and improvement program is to be established and maintained in a sincere effort to ensure that all children of like age groups enjoy substantially the same safety and quality in facilities.

10. Accountability to parents of players is guaranteed and ensured via open elections and via democratic access to the NABCLL's decision-making bodies. The Board is required to annually solicit client input from parents, volunteers, and players as to NABCLL's performance and potential improvement and as to divisional bracketing and structures.

11. For the enjoyment of all families and players, the organization will take strict measures to ensure balanced competitive teams every season.

12. Adequate insurances to protect, players, volunteers and administrators will be provided including:

Players & Volunteers - Accident & General Liability Insurance

Officers & Directors - Legal Liability Insurance

13. Safety First: Safety is a Top Priority.

14. Notwithstanding any further provision for Constitution and Bylaws modification, the program requirements, attributes and objectives expressed in this Article, including those of this specific provision, may be revised, repealed, or amended only by a two-thirds (2/3) vote of the entire regular membership of NABCLL, not merely that segment of the membership that might attend or constitute a quorum for any particular meeting or that might choose to vote on such proposed modification. The provisions of this Article and the referenced Appendix may not be overridden or circumvented in any way, and no further amendment to this Constitution or bylaw that conflicts with any of the provisions of this Article shall be given effect except insofar as that amendment does not conflict with the provisions of this Article. Further, this Constitution and these Bylaws may not be replaced in their entirety without fully incorporating the objectives, requirements and language of this Article and the referenced Appendix within such replacement Constitution and Bylaws.

SECTION 6.

Partnership with NABC. NABCLL shall work with NABC in projects for the benefit of the community and in joint fundraising efforts to the benefit of the children and families enjoying the programs of both organizations.

ARTICLE III - TRANSITION PERIOD

SECTION 1.

General Rule. Notwithstanding further articles and provisions of this Constitution and Bylaws relating to the subject matter of this Article, the conduct and governance of NABCCLL shall be in accordance with this Article during a start-up transition period beginning with the adoption of this Constitution and Bylaws and ending at the point in time that a duly elected Board of Directors assumes office pursuant to elections to be held in the Fall of 2002 (the “transition period”). All rules, objectives, and requirements not specifically addressed in this Article are in force as addressed elsewhere in this Constitution.

SECTION 2.

Board of Directors. The Board of Directors (“the Board” or “the board”), which will serve through the duration of the Transition Period, is comprised of eleven members, five (5) Directors as elected or appointed by and from NABC and five (5) Directors as elected by and from the members of NALL subject to the agreement between NABC and NALL which has lead to the formation of NABCCLL. The eleventh member of the Board of Directors, an ex-officio member of the Board, is the Town’s Director of Youth Services. For purposes of conforming to the Term Limits as provided for elsewhere in this Constitution, each member of the Transition Period Board of Directors shall be considered to have served one term for any time spent as a member of the Board through September 2002.

SECTION 3.

Vacancy on Board. Should a vacancy occur on the Board of Directors within the transition period, whether through resignation, termination or otherwise, the vacancy will only be filled by election or appointment of the Directors of the organization, NABC or NALL, which originally placed the Director whose Board position is vacated. The replacement Director shall be chosen according to the stipulations and provisions of, and in keeping with the objectives of, the Agreement between NABC and NALL leading to the origin of NABCCLL.

SECTION 4.

Balance of Officers and Commissioners. Officer positions shall be shared as equally as possible among representatives from NALL and NABC. Where the President is chosen from one original organization, then two Vice-Presidents and

two of the remaining three Officers, including Secretary, must be chosen from among representatives of the second organization. The third Vice-President and remaining other Officer shall be chosen from among the representatives of the President's original organization. For the initial 2001 season, one half of the Divisional Commissioners shall be chosen from among the Commissioners already appointed by NABC and one half shall be chosen from among the Divisional Coordinators already appointed by NALL.

SECTION 5.

Incorporation. The Board of Directors and Officers shall act immediately to incorporate NABCLL under the laws of and within the Commonwealth of Massachusetts.

SECTION 6.

Affiliation. For each of the seasons played within the transition period, the NABCLL Board shall apply for a charter from Little League Baseball, Incorporated, Williamsport, Pennsylvania ("LLBI"), and shall do all things reasonably necessary to obtain and maintain such charter while retaining its right to operate certain of its programs and divisions independently of those chartered with LLBI. For 2001 and 2002, the LLBI Charter will be applied to all Divisions of baseball play consisting of players of League Age nine through sixteen years. In the Summers, players aged thirteen to fifteen will have non-Little-League-affiliated Suburban Pony League and Cape Ann League options. League Age is defined as a player's age on July 31 of the year within which regular season Spring and Summer play is conducted. In the event that this definition is altered by LLBI the newly adopted LLBI League Age definition will apply.

SECTION 7.

Transition Requirements Binding. There are no means or mechanism, including amendment to or replacement of any of these Bylaws, available to any Directors, members or any other person whereby any of the provisions of this Article III (Transition Period) including the above requirement that *NABCLL apply for a charter from Little League Baseball, Incorporated and do all things reasonably necessary to obtain and maintain such charter* may be waived, rescinded, or modified in any way during this transition period.

SECTION 8.

Rules and Regulations. The Regulations and Official Playing Rules as published by LLBI shall be binding on NABCLL only insofar as they apply to the Age Brackets and Programs to which the Little League Charter is applied and further only insofar as they are not in conflict with any of the regulations, requirements, principles, objectives, Bylaws or policies of NABCLL detailed in Article II above.

SECTION 9.

NABCLL Playing Rules. The local playing rules of NABCLL, not specifically incorporated into this Constitution, shall be adopted by the Board of Directors at a meeting to be held not less than one month prior to the first scheduled game of the season, but shall in no way, other than the establishment of minimum playing time greater than the LLB, Inc. minimum and the establishment of provisions for ensuring those higher minimums, conflict with the Playing Rules of LLBI with respect to Divisions to which the LLBI Charter applies.

SECTION 10.

First Affiliation Vote. In the Fall of 2002, Regular Members will have their first annual opportunity to choose regarding independence or affiliation with chartering associations like Little League, Babe Ruth and Pony or non-affiliation.

At that time, should any member or Director desire that a vote on affiliation be held for any age bracket(s), then pursuant to the provisions described within this Constitution and Bylaws for choosing program affiliation(s) via vote of all members, the NABC appointed Directors will provide the written argument as to an independent program for that age bracket and the NALL appointed Directors will provide the written argument as to Little League Charter for that bracket shall either or both (independence or L.L. Charter) be among the contest choices.

SECTION 11.

First Meeting of Members. A first meeting of the original Regular Members of NABCLL and the Regular Members who had joined since the adoption of this constitution will be held at such time and place as the Transition Directors determine, but no later than thirty days following adoption of this Constitution for the sole purposes of soliciting input and motions regarding amendments hereto and reporting merger progress to the members.

Due to the short time frame from adoption of this Constitution to that meeting deadline and also due to the level of startup activity that will be required for NABCLL, any requirement of written notice to this first meeting is waived. However, sufficient information shall be provided to local newspapers with enough lead-time to ensure the awareness of concerned members.

Provided a quorum for a Business Meeting as described elsewhere within these Bylaws is in attendance any member present may bring to the floor a motion or motions to amend this Constitution. Once such motion is formalized and seconded, it shall be voted upon in accordance with the Member Voting Procedures (that call for the mailing of ballots and written arguments followed by a Selection Meeting for counting votes and announcing results) and any other provisions contained herein as to amending this Constitution. Failing a quorum, such meeting will be concluded without action.

ARTICLE IV - MEMBERSHIP

SECTION 1.

Player Members. Any prospective player meeting the NABCLL age requirements as prescribed by the Board of Directors or by the Members and who resides or attends school within the legal geographical boundaries of the Town shall be eligible to participate and shall become a player member upon enrollment or registration by a parent but shall have no rights, duties or obligations in the management or in the property of NABCLL.

Prospective players not meeting those age and residence or school criteria are ineligible to participate.

SECTION 2.

Regular Members. There are only two ways of becoming a Regular Member. And only the affirmative two-thirds act of all of the Regular Members can ever provide that any person not fully qualified as described here, in subparagraph a or b, shall ever be eligible for Regular Membership in NABCLL.

(a) Any adult regularly and consistently volunteering his or her time to NABCLL who is sincerely and actively interested in effecting and furthering the objectives of NABCLL as described above and who in fact regularly and consistently does voluntarily and directly expend his or her time and energy to such benefit of NABCLL as a Team Manager, coach, umpire, Commissioner, concession stand worker, groundskeeper, or in substantially similarly valued service may apply for membership and will become a regular member for one year upon election by the Board of Directors.

(b) Every parent, stepparent, foster parent, and legal guardian (hereinafter referred to as “parent” or as “parents”) of players identified on a player registration or enrollment form automatically, without election, becomes a Regular Member for a period beginning on the date the form is completed and ending on the later of (i) twelve months from that date or (ii) the end of the following calendar year, the year within which the registered player is enrolled to participate, provided further however that such parent has not had his or her membership privileges terminated through due process but not reinstated by the Board of Directors as provided for elsewhere within this Article and Constitution.

As used hereinafter, the words “Member(s)” and “member(s)” shall mean Regular Members unless otherwise stated or used without ambiguity (like members of the Board).

The Secretary, with the cooperation of the Board of Directors and the Commissioners, shall maintain the roll of membership to qualify voting members. Only Regular Members in good standing are eligible to vote as provided for in accordance with these Bylaws.

All Officers, Directors, Commissioners, Committee Members, Managers, Coaches, Volunteer Umpires and other elected or appointed officials must be Regular Members and are required to remain in good standing as detailed within this Constitution and Bylaws.

Notwithstanding the further provisions of this Constitution affecting the replacement or amendment of these Bylaws, only the two-thirds (2/3) vote of all of the members, not merely that segment of the membership that might attend or constitute a quorum for any particular meeting or that might choose to vote on such proposed modification, can ever modify, amend, repeal, or replace any of the definitions, requirements or provisions, including this paragraph, of this section (Regular Members) of this Article (Membership). Further, this Constitution and these Bylaws may not be replaced in their entirety without fully incorporating and giving effect to the requirements and language of this Section within such replacement Constitution and Bylaws.

SECTION 3.

Other Affiliations.

(a) Members, whether Regular or Player, shall not be required to be affiliated with any other organization or group to qualify as members of NABCLL. Further, no requirement for participation in any other program or association of any kind outside of, not fully included within, NABCLL shall ever be imposed or implied as mandatory whether for player members or regular members without approval first by majority vote of all members. This restriction shall not prevent NABCLL from requiring that Board members, Commissioners, managers, coaches, umpires or other volunteers attend and participate in prescribed training sessions aimed at improving their skills and their interaction with players and parents in furtherance of NABCLL's objectives. Nor shall it prevent NABCLL from placing requirements on parents or players specifically in furtherance of the NABCLL objective of ensuring "a positive, emotionally healthy climate, free of adult confrontation around children and where all volunteers, players, paid helpers, and fans consistently treat each other with dignity and respect".

(b) Commissioners, Officers and Directors may freely participate in any manner in NABC, but may not be actively engaged in the promotion and/or operation of any other youth baseball or softball program where such involvement presents a potential conflict of interest with NABCLL, without approval by a majority of all Directors.

SECTION 4.

Suspension, Termination and Reinstatement. Membership may be terminated by resignation or by 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 Regular Member when the conduct of such person is determined detrimental to the best interests of NABCLL. The member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at a meeting to answer such charges. The procedures and appeal remedy regarding such punitive measure are detailed elsewhere in these Bylaws (Duties and Powers of the Board of Directors).

(b) The Board of Directors shall, in the case of disciplinary measure, suspension, or termination of a Player's membership rights, give reasonable notice to the manager of the team of which the player is a member and to the parents of the player. Said manager shall have the right to appear, in the capacity of an adviser, with the player and the player's parent(s) before a duly appointed committee of the Board of Directors, which committee shall have the power to suspend or revoke such player's right to future participation.

As with termination, the Board of Directors, by two-thirds vote of those present at any duly constituted meeting, may reinstate the terminated membership of any player or regular member.

SECTION 5.

Member Communication Rights. NABCLL is an open association that fully supports all forms of open communication among members, insofar as such communication is germane to NABCLL. In the manner described here, Regular Members have the same opportunity to speak out to each other on NABCLL issues as the Board has to speak to the members. Every Regular Member has the right to request, and the Secretary is required to comply with such request, that NABCLL mail information from the requesting member to all members or to any requested subset of members provided that the language and graphical content are generally considered wholesome and that such information is totally germane to NABCLL, expressing views or seeking support on issues, and does not include any advertisement, offering or suggestion for the purchase of any goods or services or for any other benefit to the requestor. The requesting

member must provide the Secretary with the set of packets the member wants mailed. Such packets need to be open for examination by the Secretary to ensure no inappropriate or non germane to NABCLL communication is being conducted. The return address section of the letter or packet must plainly identify the requestor, not NABCLL, as the sender. The Secretary or designee shall seal the packets and affix the appropriate mailing labels. In addition to paying for and affixing postage, the requesting member will be assessed a nominal contribution fee and will pay in advance for all reasonable expenses including time spent by non-volunteers generating mailing labels and for the cost of the printed labels.

Because telephonic or email communication on behalf of a member may be construed as supporting the views expressed, NABCLL will only comply with forwarding such communication if approved by two thirds of all Directors and if all expenses are paid in advance by the member requesting the communication.

ARTICLE V - DUES and FEES

SECTION 1.

Setting Dues. At its option, the Board of Directors may determine that a fixed amount or percentage of player registration fees constitutes membership dues for parent Regular Members. Otherwise, dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any membership period.

SECTION 2.

Termination of Rights for Non Payment. If dues for membership is established and collected, Regular Members who fail to pay their fixed dues within sixty (60) days from the time the same become due, provided a second notice of thirty (30) days age has not resulted in payment, may by vote of the Board of Directors be dropped from the membership rolls and shall forfeit all rights and privileges of membership. Such termination of a Regular Member's rights shall in no way affect the status of any Player Member.

SECTION 3.

Participation Fee. A reasonable participation fee established annually by the Board of Directors in advance of the player enrollment period may be assessed as a parents' obligation to assure the operational continuity of NABCLL. However, AT NO TIME SHOULD PAYMENT OF ANY FEE BE A PREREQUISITE FOR A PLAYER'S PARTICIPATION IN THE NABCLL PROGRAM.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1.

Board and Number. The management of the property and affairs of NABCLL shall be vested in the Board of Directors. The number of Directors shall be eleven unless a greater odd number not exceeding fifteen is set by the Regular NABCLL Members at the Annual Meeting or by any legal vote of the members. The Board of Directors shall be comprised of an even number of Directors elected by the Regular Members and of the Town's Director of Youth Services who serves as an ex-officio member of the Board with all the rights of any other Board member, but is not a member of NABCLL unless specifically qualified as a regular member under the membership provisions.

SECTION 2.

Conflict Restrictions On Officers and Board Members. It is considered critical that Members of the Board not engage in any activity which gives rise to, or could give rise to, an appearance or claim of self-dealing, divided loyalty or conflict of interest.

In keeping with this principle, Directors shall refrain from engaging in any volunteer activities within NABCLL where the Director may potentially be unable to complete the required tasks a.) to the best interests of NABCLL and to the exclusion of all other interests, and b.) with a clear and undivided focus.

In further keeping with this principle, No Director or Commissioner shall receive any form of financial compensation for the performance of the duties named

here: umpiring; scheduling, rescheduling or assigning of any volunteer or paid personnel including but not limited to umpires, field workers and concession stand workers; scheduling or rescheduling of games; collection and cleaning or refurbishing of uniforms and equipment; or for any duties which might reasonably be expected by the Board and by the members to be performed on a volunteer basis. Nor may any Director or Commissioner volunteer to perform any service of any nature for which the Director or Commissioner would later seek financial compensation. This restriction does not prevent any Director or Commissioner from freely competing with parties at arms length for providing goods or services to NABCLL.

Each Director, upon taking his position on the Board, shall submit in writing to the Board a list of all businesses or other organizations of which he/she is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which NABCLL has, or might have conflicting interest, including such interests as may arise with regards to the potential rental, purchase, acquisition or other utilization of goods and services by NABCLL. Board Members shall become familiar with the statements of all Directors in order to guide their conduct should a conflict arise.

In further keeping with this principle, No Director or Commissioner shall receive any form of financial compensation for the performance of the duties named here: umpiring; scheduling, rescheduling or assigning of any volunteer or paid personnel including but not limited to umpires, field workers and concession stand workers; scheduling or rescheduling of games; collection and cleaning or refurbishing of uniforms and equipment; or for any duties which might reasonably be expected by the Board and by the members to be performed on a volunteer basis. Nor may any Director or Commissioner volunteer to perform any service of any nature for which the Director or Commissioner would later seek financial compensation. This restriction does not prevent any Director or Commissioner from freely competing with parties at arms length for providing goods or services to NABCLL.

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 shall make known the potential conflict, whether disclosed by his/her written statement or not, and after answering any questions that might be asked him/her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, the affected Director shall not vote on it.

Except as permitted by this Section, any Director who participates as a Director in a particular matter in which to his or her knowledge, he or she, his or her immediate family or partner, a business organization in which he or she is serving as officer, director, trustee, partner or employee, or any person or organization with whom he or she is negotiating or has any arrangement concerning prospective employment, has a financial interest does so in violation of these Bylaws and at risk of removal from the Board of Directors. Such person shall, after a hearing and two-thirds vote in accordance with separate provisions of this Constitution, be removed as a Director.

It shall not be a violation of this Section: (a) if the Director first advises the Board of Directors of the nature and circumstances of the particular matter and makes full disclosure of such financial interest, and receives in advance a written determination made by the Board of Directors that the interest is not so substantial as to be deemed likely to affect that integrity of the services which the Board of Directors may expect from the Director; or (b) if after such disclosure, the Board of Directors votes that the financial interest is exempted from the requirements of clause (a) hereof as being too remote or too inconsequential to affect the integrity of Director's services.

The Board will comply with all the requirements of Massachusetts law where conflicts of interest are involved. The Massachusetts statutory requirements are incorporated into and made a part of this conflict policy.

SECTION 3.

Qualifications, Annual Election and Term of Office. The Members shall annually elect Directors to two year terms pursuant to the Annual Meeting and election provisions of this Constitution and Bylaws.

At any time in advance of ballot preparation, the NABCLL Board of Directors shall have the authority by two-thirds vote of the elected Directors (not including Commissioners) to remove a person's name from the Board of Directors ballot if when that person last applied for a volunteer position within the preceding five year period he or she was not appointed to a volunteer position and remained not appointed after having first availed himself/herself of the due process provided for in Article XIV (Managers, Coaches and Umpires), Section 5 (Reconsideration Process Available to Applicants Denied a Volunteer Position), or whatever alternative due process is in effect should the aforementioned section not be

incorporated into these bylaws, or after such person has, as a result of his or her failure to act, not taken advantage of such process.

The NABCLL Board of Directors shall also have the authority by two-thirds vote of the elected Directors (not including Commissioners) to prohibit a person's name from placement on the Board of Directors ballot where such person has within the preceding five year period been removed from any position or office or removed as a member or has been otherwise disciplined or suspended by the Directors in full accordance with the provisions of Article VI (BOARD OF DIRECTORS), Section 10 (Duties and Powers).

Further, all Commissioners and Directors, upon election or appointment, are required to agree to a Criminal Record background check by any and all federal and state agencies that NABCLL employs to conduct such a criminal record examination. Where such background check shows evidence of any conviction for any violent crime or for any crime that did endanger or could have potentially endangered children, the Director or Commissioner shall be automatically, without the need of vote, removed from his or her position.

In keeping with the objectives of Article IV (MEMBERSHIP) Section 3 (Other Affiliations), any person actively engaged in the promotion and/or operation of any non-NABC or non-NABCLL youth baseball or softball program, because such involvement presents an unequivocal potential for frequent and repeated conflict of interest with NABCLL, is ineligible to serve or continue to serve as a coach, manager, Commissioner, Officer, or Director without the active and ongoing recorded approval by a majority of all Directors. Any Director or Commissioner may request a vote of the Directors on said matter regarding any person at any time. And, such actively engaged person, upon failing to request such approval when he or she takes up his or her position or becomes so involved, or upon failing to obtain such approval at any time that any of the Directors or Commissioners requests a vote on said matter, is automatically relieved of his/her position as Officer, Director or Commissioner and will be replaced by the Directors as provided for in these bylaws. The person so removed from his or her position remains eligible to participate as a member of NABCLL subject to all the terms and conditions of these bylaws.

SECTION 4.

Vacancies. If any vacancy occurs in the Board of Directors, by resignation or otherwise, it may be filled by a majority vote of all of the remaining Directors at any regular meeting or at any Special Meeting of the Board called for that

purpose. The newly elected Director shall serve out the remaining term of the vacated position and, if the remaining term is less than one year such period shall not be considered in the term limit of the new Director, unless that new Director had himself/herself vacated a position and received re-appointment or re-election by the Board. This provision shall not apply during the Transition Period, during which vacancies on the Board shall be filled in the manner prescribed in Article III, Transition Period.

SECTION 5.

Regular Meetings. Regular meetings of the Board of Directors shall be held within fifteen (15) days following the conclusion of the annual selection of Directors and on such days thereafter as the Board shall determine. Notice of each meeting shall be given by the Secretary to each Director either by mail including electronic mail (email) at least (3) days before the time appointed for the meeting to the last recorded address of each Director, or by telephone or telegraphic or personal notice twenty-four hours preceding the meeting.

SECTION 6.

Quorum. For ordinary business, the presence in person of two thirds (2/3) of the total number of elected Directors and appointed Commissioners shall be necessary to constitute a quorum. For any business on which the Commissioners do not vote, the presence in person of two-thirds (2/3) of the elected Directors shall be necessary to constitute a quorum.

Ordinarily, that quorum shall be the minimum number of elected Directors or of elected Directors and Commissioners, as the case may be, who must be physically present to legally transact any business or conduct any voting at any Regular or Special Meeting of the Board. Failing a quorum however, and notwithstanding Sections 10 and 12 of this Article as in effect prior to this amendment, the Directors and Commissioners present at the meeting, provided they be a majority of the total number of Directors, or of the total number of Directors and Commissioners where commissioners are eligible to vote, may by their unanimous vote without any opposition or abstention legally transact business and give full legal effect to any action in executive session and to any action ordinarily requiring a two-thirds (2/3) vote of those present including the actions of disciplining, suspending, and removal described within Section 10 of this Article. And further, by vote of a majority of the total number of Directors, or

of the total number of Directors and Commissioners where Commissioners are eligible to vote, (which total number includes those absent, opposing, and abstaining), the Directors and Commissioners present may legally transact business and give full legal effect to any action ordinarily requiring a simple majority vote by those present.

Failing a quorum or sufficient legal vote as described above in this Section, a meeting may continue for purposes of sharing and disseminating information, but no other business may be conducted and given effect, and no vote may be taken or given effect except insofar as it relates to setting a place and time to adjourn to, adjourning, a recess, or taking measures to obtain a quorum.

Where it becomes necessary to satisfy the quorum requirement for a Board meeting, and only where it remains necessary to satisfy and to maintain the quorum requirement, a single Director may count within the quorum and participate in the meeting via telephone, subject to the following conditions:

- a.) where more than one desire to participate in that manner then the one permitted shall be chosen randomly by the Directors present at the meeting;
- b.) b.) all Directors physically present must individually affirm that they can clearly hear the telephone connected Director through a speaker-telephone placed centrally among the Directors and, likewise,
- c.) c.) the telephone connected Director must affirm that he/she can clearly hear each of the physically present Directors as they speak in their normal tones of voice.

SECTION 7.

Meetings open to the Public. All Regular and Special Meetings of the Board of Directors are open to all Regular Members and to the general public and the first fifteen minutes of every meeting shall be blocked out for any individual not a part of the Board to bring any concern that might involve NABCLL to the Board for attention and action. For Regular Meetings, publication of a meeting notice in all local newspaper(s) generally circulated in the Town and on all official NABCLL internet web sites, both no less than three (3) days prior to the meeting, constitute sufficient public notice. Any Special Meeting shall be announced to those newspapers and likewise posted on official web sites no later than the day that notice of the meeting is given to Board Members.

SECTION 8.

Special Meetings. The President or the Secretary may, whenever one or the other deem it advisable, or the Secretary shall at the request in writing of any three (3) Directors or of twenty (20) Regular Members issue a call for a Special Meeting of the Board.

Notice of each Special Meeting shall be given by the Secretary to each Director either by mail including electronic mail (email) at least (3) days before the time appointed for the meeting to the last recorded address of each Director, or by telephone or telegraphic or personal notice no less than twenty-four hours preceding the meeting.

Such notice shall include the purpose of the Special Meeting and no matters not so stated may be acted upon at the meeting.

SECTION 9.

Participation By Commissioners. Whereas Commissioners are entrusted with carrying out the day to day operations and policies of NABCLL, all Commissioners in all areas of responsibility are urged and encouraged to attend all Meetings of Directors and will be notified of all meetings in the same manner as the Directors are notified. Commissioners may freely participate in and contribute to all discussion.

SECTION 10.

Duties and Powers. The Board of Directors shall have the power to appoint such Commissioners and standing committees as it shall determine appropriate 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 meetings and the management of NABCLL as it may deem proper, so long as such rules conform to the principles, requirements and objectives of this Constitution and Bylaws.

The Board shall have the power by a two-thirds vote of all Directors, not merely those present at any regular or Special Meeting, to discipline, suspend or remove any Director, Officer, Commissioner, Manager, Coach, Umpire, Committee Member or Regular Member of NABCLL when the conduct of such person is

determined detrimental to the best interests of NABCCL. The Director, Officer, Commissioner, Manager, Coach, Umpire, Committee Member or Regular Member in question shall be notified of such meeting, informed of the general nature of the charges and given reasonable opportunity to appear at the meeting to answer such charges. Any Regular Member shall be entitled to speak at that meeting on behalf of the accused party or to question the accused or the Directors with respect to the charges brought. Any person penalized pursuant to this provision shall be notified in writing before such penalty may take effect. The penalized party shall have the right to require, by written notice to the Board or any Officer within thirty days of being notified of such penalty, that the Directors call for a shortest possible notice meeting and vote of the regular members in accordance with the standard member voting provisions of these Bylaws. Through that process, the penalized person may seek to have the action of the Directors overturned by majority vote of the members voting provided that at least one-twentieth (1/20) of Regular Members vote. Pending such action by the regular members the punitive measures taken by the Board shall be without effect, except as pertaining to involvement of the penalized party with players.

The Board shall develop, document, and see to the implementation and enforcement of codes of conduct for all Commissioners, Team Managers, Coaches, Umpires, Players, volunteers, and for fans, parents and family members of players.

In accordance with the principles, objectives, and requirements of this Constitution and Bylaws, the Board shall develop written rules and guidelines for Commissioners and Team Managers to follow with regard to playing time, play positions, skill development, reward and discipline of players, and parental involvement.

The Board shall further develop, document, and see to the implementation and enforcement of all policies for which it sees a need or purpose, including but by no means limited to, Safety Policy, Sexual Harassment Policy, Volunteer Background Check Policy, Child Abuse Policy, and Conflict of Interest Policy.

In furtherance of its code of conduct and other policy duties described here, the Board of Directors shall appoint such Commissioners, Committees or agents as it sees necessary to assist in their development, implementation and enforcement but shall implement no code or policy in conflict with this Constitution and Bylaws.

The Board by their majority agreement may at any time present any issue or concern to the vote of the membership by closely following procedures described herein for dissemination of information and ballots to the members and for tallying member votes at a Selection Meeting.

SECTION 11.

NABCLL Playing Rules. The playing rules of NABCLL, not specifically incorporated into this Constitution, shall be annually determined by the Board of Directors in consultation with the Commissioners and Team Managers and shall be adopted by the Board of Directors at a meeting to be held not less than one month prior to the first scheduled game of the season.

Other than as required to ensure that NABCLL's minimum playing time provisions are met, such playing rules shall in no way conflict with the playing rules required by any affiliate with whom NABCLL has joined at the age divisions where such affiliate's playing rules apply.

NABCLL, through the Board of Directors, shall annually ensure that all Division Commissioners, team managers, coaches, and umpires receive official rulebooks along with printed copies of any local NABCLL playing rules. Managers and Umpires are required to have a copy of the applicable playing rules at all games.

SECTION 12.

Executive Session. Executive Session may only be entered into by vote of a majority of Directors present at a meeting. A physically present quorum is required to enter into and to conduct business within Executive Session, the proceedings and minutes of which are secret. The Board may by vote however decide to report in public session the summary outcome of its Executive Session voting, but not the individual voting record of any Director.

Matters like final Board deliberations and voting on punitive and disciplinary measures, are properly conducted in Executive Session, once the opportunity for open and public argument, comment and testimony preceding such final deliberation has been sufficiently exhausted.

Similarly, in some sensitive situations, it may also be appropriate to discuss issues surrounding the appointment of team managers, coaches, umpires and

division commissioners and any other touchy personnel related issues in Executive Session, once adequate opportunity has been afforded for open, public, general session comment and discussion.

Non Board Members are not entitled to attend any meeting while in Executive Session though for a variety of informational purposes they may be invited to attend. Entry into and conduct of business within Executive Session is specifically governed by Roberts Rules of Order. For any business other than that described in this Section, Executive Session is inappropriate within NABCLL. Therefore, all other business including committee meetings is to be conducted in open session with all regular members entitled to attend.

SECTION 13.

Terms and Term Limits. No elected Director may serve for more than three (3) consecutive two-year terms as a member of the Board of Directors. The Town's Director of Youth Services who serves as an ex-officio member of the Board shall serve without such limitation and may hold any of the Offices detailed in the Article herein, *Officers, Duties and Powers*, except that he or she shall be ineligible to serve as either President or Secretary and shall not hold more than one Office.

In the first election (Fall of 2002) following the Transition Period, Transition Period Directors seeking re-election as well as additional nominees shall be listed on a single ballot for election pursuant to the election provisions detailed elsewhere herein. Ten Directors shall be elected including the top five vote count recipients from among the Transition Period Directors, should five or more seek to return to the Board, even if one or more of those Directors shall finish eleventh or lower in the voting. Once those five returning Directors have been established, five other nominees with the highest vote counts shall also be deemed elected including any who may have served in the transition period. Of the ten thus elected, those five with the highest vote totals shall serve two year terms expiring in the Fall of 2004 and in the even years thereafter. Those five with the lowest vote count totals shall serve a single year until the Fall of 2003. Thereafter those seats that expired in 2003 shall become two year terms expiring in odd numbered years and the terms of five Directors shall come up for election annually.

In the event of any tie vote count for determining the five original returning Directors, or for determining the fifth highest vote recipient in the first election, or

for deciding the winner of the final seat in any election, the tie shall be broken by vote of Directors in office at the time of the election and members present at the Selection Meeting where votes are counted as detailed in the election provisions elsewhere herein.

SECTION 14.

Voting and Commissioners Right to Vote:

Commissioners elected by the Board of Directors shall not be directors or members of the Board of Directors. However, except for meetings in Executive Session and for matters with prospective liability to NABCCL and all matters involving personnel decisions such as

The election of Officers and Commissioners,

The selection of committee members,

The approval and acceptance of coaches, managers and umpires, and

The discipline, suspension or removal of any director, commissioner, manager, coach, umpire, player, or member

Each Commissioner shall have a vote in matters brought before the Board and acted upon during that Commissioner's term of office. Any reference within these bylaws to "approval of the Board" or similar language shall hereafter, subject to the provisions of this Section, mean approval of the Directors and Commissioners.

Notwithstanding the immediately above stipulation, any Director or Commissioner may request and will be granted a preliminary vote of the Directors and Commissioners to any issue which preliminary vote by majority may exclude Commissioners from voting on the issue in question.

Each Director and Commissioner is entitled to one and only one vote on any election or motion brought to vote at any Board Meeting. Only Directors and Commissioners appointed by the Directors are entitled to vote. Except as provided for within these bylaws or amended bylaws, no vote may be taken in the absence of a quorum.

Absentee Ballots and Proxy voting are specifically not permitted except in the case where such ballot or proxy pertains to the election of Officers or to the election or appointment of Commissioners. Such absentee ballot or proxy may be recorded at a meeting by either the President or the Secretary, but must be filed with the Secretary in writing and signed by the absent director or the director granting proxy within seven days of such vote to be given effect.

SECTION 15.

Recall and Removal Provision. At a Special Meeting of the members called for the purpose of recalling or removing any Director or Directors, a two-thirds vote of the regular members in attendance, provided the quorum provision is met, shall be required to place such recall or removal question in front of the members for majority rule vote in accordance with the voting provisions of these Bylaws (mailing of straight forward, factually sustainable, non-slandering written arguments with ballot; followed by Selection Meeting for tabulation of votes). On that same ballot, members will also vote whether to allow the Board to replace the recalled or removed Director(s), should such be the majority vote, or whether to schedule nominations and a special election by the members to replace the Director(s). Any special election must follow the election format for Directors prescribed herein allowing all regular members a reasonable period of time to vote by mail.

SECTION 16.

Members Priority. NABCLL is an association by and for its members. Other than a prohibition preventing members from altering any appointment or player team assignment made in accordance with these Bylaws or policies in effect at the time of such appointment or player team assignment, any and all actions taken and decisions made by the Board of Director's may be superseded by a majority vote of all Regular Members, not merely those who attend a particular meeting or choose to vote. Further, the Board is restricted from taking any action in contradiction to a prior action taken or decision made by vote of the Regular Members.

SECTION 17.

Member Information. Family and player data and information collected by NABCLL shall be shared as requested by and among Directors, Committees and Commissioner for the performance of their duties and responsibilities but shall otherwise be treated and kept as confidential. Except as specifically directed by the Board or as required by affiliates or as required to conform with town policy pertaining to the allocation of playing fields, such enrollment data, the confidential property of NABCLL, shall not be provided to or through any person or organization.

SECTION 18.

Contracts. The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. No contract may be entered into without specific Board approval.

SECTION 19.

Director's Partnership with NABC. In the interests of an overall cohesive youth sports program in Town, NABC reserves four seats on its Board of Directors for representatives chosen by and from the NABCLL Board. This will afford NABCLL, through those representatives, the opportunity to participate with full voting rights in NABC and to stay apprised of developments and concerns within the larger youth sports community.

ARTICLE VII - ELECTRONIC MEETINGS FOR BOARD OF DIRECTORS

SECTION 1.

Purpose. For urgent or critical concerns that cannot wait for a regular or special meeting because such delay may harm NABCLL or one of its programs, for matters where, in the interest of time, an electronic meeting format was pre-agreed to by vote at a Regular or Special Meeting, or for any matters where the

person(s) requesting the meeting has sufficient basis and reason to believe that the Board's views will reach or near unanimity, an electronic meeting is appropriate and may be held.

SECTION 2.

Limitation on Agenda. No more than three clearly distinct concerns may be addressed within any single electronic meeting. Where the need exists to consider further issues, they need be considered under second and subsequent meetings, each of which may not start until the prior electronic meeting has concluded.

SECTION 3.

Quorum. Whereas the opportunity for simultaneous communication, debate and discussion central to the deliberative process is substantially missing in any circumstance where representatives are not gathered in one room, three-fourths (3/4) of the Board members shall be necessary to constitute a quorum, the minimum number of Board members who must be electronically present to legally transact any business or conduct any voting within any Electronic Meeting.

SECTION 4.

Means of Conducting the Electronic Meeting. The meeting may be conducted by any combination of these means: video conference or telephone conference call where all can see and/or hear one another; internet message board, specified within the meeting notice, where members may deliberate and exchange views; exchange of emails where all Board members are copied on all correspondence; Instant Messenger or other Electronic Chat provided that such technology simulates simultaneous discussion by sharing all written discussion with all Board members including those who may not be online at the time a statement or comment is generated and that all Board Members desiring to participate in the meeting may do so.

SECTION 5.

Open Discussion Requirements. The electronic meeting format must provide for meaningful debate, discussion and deliberation among all members. Accordingly, no videoconference or telephone conference call is allowed to start or continue where participants do not number at least a quorum for electronic meeting purposes. Likewise, all private discussion among Board members relevant to the issues at hand without sharing the views expressed with all Board members is specifically discouraged.

In the case of telephone and videoconference, or any other medium where simultaneous communication is possible, any request to ascertain quorum count will take place immediately as it does in regular meetings. And, the Secretary or Secretary-designate shall call for quorum immediately precedent to calling for a vote on any motion or election/appointment.

SECTION 6.

Establishing the Identity of Participants. For any electronic meeting, each participant must maintain an electronic identity (email address, Instant Messenger ID, or any analogous identifier that is used during an electronic meeting to provide a means of identifying the participant) that both uniquely identifies the participant and is used only by the participant. Any communications must use this electronic identity. The intent is to ensure that only the participant takes part in these meetings, and that the identity of the participant be assured during the conversation, and that the views expressed in the meeting are in fact the views of the participant with that identifier.

SECTION 7.

Calling the meeting and notice. The President or the Secretary may, whenever one or the other deem it advisable, or the Secretary shall at the documented request of any three (3) Directors issue a call for an electronic meeting of the Board, provided all above conditions for such meeting are met.

Notice of each Electronic Meeting shall be given by the President or by the Secretary to each and every Director by electronic mail (email) to the last recorded email address(es) of each Director and by personal, not electronic, telephone call or in-person notice preceding the start of meeting. Such emailed notice shall include (a) names, email addresses and telephone numbers of all

parties notified of the meeting, and (b) the purpose(s) of the electronic meeting; no matters not so stated to all Directors within the notice may be acted upon at the meeting. Where the business of the meeting involves the request of any Regular Member, Coach, Manager, Commissioner, Umpire, or other party in interest, notice shall likewise be given to all those parties and they shall be allowed to participate, get copied on all non-executive-session communications, and invite others closely involved to participate in the debate and discussion in exactly the same manner as do Board Members, except that only Board members shall have the right to vote.

SECTION 8.

Starting the Electronic Meeting, Quorum Requirement. Where the start of the meeting is conducted via message board, email, or any other electronic meeting type where the opportunity for simultaneous communication, central to the deliberative process, is missing, the electronic meeting shall officially begin at the time that at least a number of Directors constituting a quorum for an electronic meeting have acknowledged receipt of the meeting notice via electronic reply to the person calling the meeting, with copies to all other Directors and known participants.

The same quorum requirement shall apply to videoconference and telephone conference meetings, which shall start at the time officially established within the notice, provided the quorum requirement be met. In absence of quorum for such a meeting, the same rules applicable to the similar situation for an in-person meeting shall apply.

SECTION 9.

Secretary's Duties. The Secretary is responsible for ascertaining whether a quorum count has been achieved, within the quorum guidelines provided within this Article, and for compiling and keeping the minutes of the meeting. In the absence of the Secretary from this meeting, a Secretary-designate is chosen in this fashion. The President shall be Secretary-designate. In the President's absence, one of the Vice-Presidents will be chosen as Secretary-designate in this order: the Vice-President of 9-12, the Vice-President of Coach-Pitch and TeeBall, or the Vice-President of 13 and Over. In the absence of The Secretary, President, and Vice-Presidents, the Board Members participating in the meeting shall choose a volunteer Secretary-designate amongst themselves and conduct

the meeting except that where no quorum can be ascertained, the meeting may not be called to order.

SECTION 10.

Ascertaining Quorum, Opening the Meeting, and Maintaining Quorum.

Once the Secretary or Secretary-designate has ascertained that quorum has been achieved, he or she will declare the meeting open by sending to all Directors an electronic message with subject "NABCLL eMeeting meeting ID started", where meeting ID is a unique identifier such as the date and time that quorum is first ascertained. All communications will have the meeting ID in the Subject or Body to make it possible to keep accurate minutes.

Quorum is required to ensure the meeting's subject matter is receiving the consideration of participants and to take any action. To this end, any Board member may call for a quorum count during an Electronic Meeting. Such quorum count shall proceed as follows for email meetings, or any meeting where the opportunity for simultaneous communication is missing: any Board member calls for a quorum count by issuing an electronic message to all Board Members and other meeting participants entitled "Request for Quorum Count for NABCLL meeting meetingID" (where meetingID is described above). At this time consideration of any motions will, in effect, cease until the quorum or lack thereof has been established. Any person receiving notice shall reply to the "Request for Quorum Count" message in the affirmative. Any such reply must have the words "Request for Quorum Count for NABCLL meeting meetingID" in either the Subject or Body of the reply.

All replies will be collected by the Secretary, or Secretary-designate as empowered above. The period for collecting replies and ascertaining quorum shall be four (4) hours in the case of email or message board, and ten (10) minutes in the case of an electronic chat or instant messaging. If sufficient affirmative replies to maintain quorum are not received during this time, the Secretary or Secretary-designate shall call for suspension of the meeting by sending a message entitled "Meeting suspended - Quorum Count for NABCLL meeting meetingID failed" to all who received notice above. If sufficient replies are collected, the Secretary or Secretary-designate shall send notice of resumption of the regular meeting by sending a message entitled "Meeting resumed - Quorum achieved for NABCLL meeting meetingID".

Meetings suspended in such manner may subsequently be resumed by ascertainment of quorum by the same means described above. Should forty-eight (48) hours elapse without sufficient reply to reestablish quorum, however, the meeting shall be considered adjourned with action taken only on agenda items and motions fully voted upon. Remaining agenda items are carried forward in the minutes and agenda as old business to the Board.

SECTION 11.

Minutes. As with any regular or special meeting, the minutes of any Electronic Meeting become official when accepted at a Regular Meeting of the Directors and then become a public record of NABCCL. Any minutes compiled and recorded by a Secretary-Designate are to be forwarded to the Secretary for presentation at the next Regular Meeting of the Directors.

SECTION 12.

Time Allowance. Once the electronic meeting is started as defined above, if it be conducted by videoconference or by telephone conference, the entire meeting may be concluded in a single session of whatever duration is required to complete the business of the meeting.

However, where any part of the meeting is conducted via message board, email, or any other electronic meeting type where the opportunity for simultaneous communication, central to the deliberative process, is missing, the meeting shall not be moderated in the traditional sense by a chairperson but all communication shall be accumulated in the order in which it is given and all motions need be recognized with consideration of them agreed to by a number of the body equivalent to the number required for quorum before the chairperson (President or ordinary successor, as provided for elsewhere in these Bylaws) may bring such motions to a vote. In such meetings, a minimum of twelve (12) hours must be allowed for debate, discussion, comment, deliberation, and the eventual framing of a documented motion, motions or election. No voting on any motion or election may be called for or begin until this initial twelve (12) hour period is complete. An additional twelve (12) hours is then allowed to consider, complete, and reconsider the voting on any motion or election. No final tally shall become official until this twelve (12) hour voting period is complete. Thus, no action may be taken electronically except where a number of members sufficient to satisfy

the electronic meeting quorum have had a total of at least twenty-four (24) hours, apportioned as described, to carefully consider, discuss, and vote on it. The person calling the meeting may, in the notice of the meeting, provide for greater period(s) of time to consider and vote on the matters of the electronic meeting; or by simple majority vote within the meeting, Directors may choose to extend such periods. Time elapsed while ascertaining quorum or while a meeting is suspended for lack of quorum, as provided for above, shall not be counted in the determination of the discussion and voting periods contemplated within this Time Allowance Section.

SECTION 13.

Voting. Each Board member is entitled to one and only one vote on any election or motion brought to vote at any Electronic Meeting. Only Board Members are entitled to such vote.

No proxy voting or absentee ballots are allowed. Action by the Electronic Meeting is taken by the same means as a Regular Meeting: motions are made, seconded, and voted upon. Should the Board establish any standard verifiably secure internet, electronic or telephonic means of voting where the Director or Committee Member's vote can be authenticated by signature or other coded or secure means, then voting may be conducted via those means.

SECTION 14.

Requirements for passing a motion. Until such time as Roberts Rules of Order provides voting rules on some standardized electronic meeting format, the affirmative vote of a majority of all Directors, not merely those choosing to vote on the motion, is required to approve any motion that normally requires majority vote and the affirmative vote of two-thirds of all Directors, not merely those choosing to vote on the motion, is required to approve any motion that normally requires a two-thirds majority vote.

SECTION 15.

Requirements for Election. Should the business of the meeting involve the election or appointment of any person to any NABCLL position or office, such

election or appointment must be by a majority vote of all Directors, not merely those choosing to cast a vote within the electronic meeting.

SECTION 16.

Limitation. All the rules of electronic meetings of the Board of Directors are contained within this Article. These rules do not apply to Regular or Special Meetings of the Directors except as they are specifically included within the Articles and bylaws applicable to those meetings.

SECTION 17.

Cases Not Applicable. Outside the context of an electronic meeting, electronic communication may flow freely among Board members on any subject. Further, any Director may freely communicate, without following the rules for an Electronic Meeting, with any other Director or Directors via any electronic means in effort to ascertain the opinions of those Directors regarding areas within which the Director already has authority and power to act based on his or her office or commission.

SECTION 18.

Electronic Committee Meetings. In addition to Board of Directors meetings, All NABCLL Committee meetings may be held electronically, provided they conform to all the rules of this Article with the Committee Chairperson in the role of the President or Secretary with respect to Calling the Meeting and Notice.

SECTION 19.

Email Voting by Arrangement. Where email voting on a straight-forward issue or concern has been approved or directed at a Board Meeting, the Secretary may dispense with the complete set of formalities required herein and bring such matter to a vote via email provided a reasonable period of no less than twenty-four hours is allowed for voting.

Results of such voting shall be incorporated into the minutes of the meeting within which the email vote was arranged.

ARTICLE VIII - MEETINGS OF MEMBERS

SECTION 1.

Business Meetings. All meetings of Regular Members, including the Annual Meeting and any Special Meeting, called for any purpose including the presenting of information, the proposing and making of motions pursuant to the rules and governance of NABCCL including the recall or removal of Directors, the proposing and making of motions pursuant to the amendment of this Constitution and these Bylaws, the choosing of affiliation alternatives, and the nominating of Directors are considered Business Meetings.

Unless otherwise provided for within these Bylaws, no action by vote will be taken at any Business Meeting and the Business Meeting's action shall be limited to debate, discussion, the framing and recording of motions, and to nominations.

Any motion made by a member may be amended by vote of the members in attendance at the Business Meeting, but once a fully formalized motion is seconded it shall be subject to the vote of the membership as provided for within these Bylaws.

Without benefit of quorum at the Business Meeting, the Directors by their majority agreement may use the format of the Business Meeting and Selection Procedures to place any Board concern to the vote of the full membership in accordance with the member voting and Selection meeting provisions of these Bylaws.

SECTION 2.

Annual Meeting. The annual meeting of the Members of NABCCL shall be held on the third Thursday in September each year at 7:30 P.M. for the purpose of nominating a Board of Directors, choosing affiliations for selection by the members, receiving reports, and for the transaction of such business as may properly come before the meeting.

At the discretion of the Board of Directors, the annual meeting may be scheduled for any later date so long as it is completed prior to October 15 each year.

The Annual Meeting is a Business Meeting. Accordingly, it will be followed by a voting period and a Selection Meeting twenty-one to twenty-eight days later to resolve any and all matters brought before the meeting.

At the Annual Meeting, provided there be a quorum, members, by two-thirds vote, can, within the limits established elsewhere in this Constitution and Bylaws, change the number of Directors. Once, so modified, one half that number of Directors shall be the number elected from year to year until the number of Directors is likewise modified again by the members.

Whereas certain member voting is required by mail even where the Annual meeting fails to attain a quorum, the Annual Meeting shall not be rescheduled for lack of quorum.

SECTION 3.

Members' Voting and Selection Procedure. For any issue or election that shall come before the Regular Members for their vote, the Business Meeting is followed by the preparation and mailing of written arguments, ballots, related material and documents and then by a Selection Meeting at which votes are tabulated and results announced.

Upon conclusion of any Business Meeting, the Secretary is responsible for immediately ensuring that a single legitimately strong advocate of all motions fully formalized and seconded and a single legitimately strong opponent of the motion each have the opportunity to deliver to the Secretary their arguments in support and opposition within three (3) days following the Business Meeting. Material so prepared need conform to this simple standard: a written argument fitting on one or both sides of a single sheet of 8-1/2 by 11" paper; any combination of text and graphics is allowable so long as it is all, in the Secretary's judgment, wholesome communication within the context of a youth sports organization.

The Secretary shall prepare a written ballot of all motions providing a clearly marked space for yea and nay vote, free from opinion, but where agreeable to

the supporters and opposers, the name and telephone number of one of each. (Refer to Ballot Requirements Section of this Article.)

No later than the seventh day following the Business Meeting, the Secretary will mail ballots and copies of all such written arguments to all Regular Members at their last recorded address along with instructions and requirements for returning the voted ballots by mail and with notice of the date, time, and location of the Selection Meeting at which all votes shall be tabulated.

SECTION 4.

Election of Directors. All candidates nominated at the Annual meeting, as well as all candidates previously identified by any nominating committee or by any regular member's notification to the current president or Secretary will be listed on the ballot for election of Directors.

Only Regular Members are eligible for election to the Board of Directors. No second is ever required to nominate a candidate to the Board of Directors. However, placement on the ballot requires acceptance of the nomination in the form of some oral or written notice to the current President or Secretary or Board. Candidates are permitted to nominate themselves in which case acceptance of the nomination is assumed. Once elected, a Director may serve out a complete term even if his or her child graduates from or otherwise leaves the NABCCL program.

Upon conclusion of the Annual Meeting, the Secretary shall prepare a written ballot for the election of Directors. In listing nominated candidates on the ballot, the name, address, and telephone number of the candidates will be included, along with certain minimal information provided by the candidates identifying titles and dates held for any relevant youth sports positions. Write-In votes are allowed and space will be provided on the ballot form to identify write-in candidates by name and address.

No later than the seventh day following the Annual Meeting, the Secretary will mail ballots for the election of Directors to all Regular Members at their last recorded address along with instructions and requirements for returning the voted ballots by mail and with notice of the date, time, and location of the Selection Meeting at which all votes shall be tabulated. Election ballots may be included in the same mailing with ballots and information pertinent to voting on

motions (as provided for above). And, a single Selection Meeting may serve both purposes.

To be counted, each legal Ballot, or the sealed envelope containing that ballot, must contain both the name and signature of the voting Regular member. These requirements are to be boldly and clearly stated at the top and bottom of all pages of the ballot.

Members may vote for up to as many Directors as are to be elected. Any ballot with too many candidates marked will not be counted for any candidates. The Directors elected shall be that number of persons that receive the greatest numbers of votes. In the event of a tie for the final position(s) on the Board, the Directors still in office and present at the Selection Meeting along with all Regular Members in attendance at the Selection Meeting at the time of the vote count will resolve all ties by choosing the final representative(s) to the new Board by their vote from among the tied candidates.

In the event that the call for nominations for Directors at the Annual Meeting when combined with any previous nominations total a number less than or equal to the number of Director positions to fill, then all procedures contained herein pursuant to the preparation, mailing and counting of election ballots will be bypassed and the slate of nominees in effect will be deemed elected at that Annual Meeting providing that the quorum requirements for the meeting have been met.

Lacking quorum at the Annual Meeting, the mailing of ballots is required and in the case of fewer nominees than Director positions available, those mailed ballots shall be accompanied by a Secretary's note advising members of the allowance for write-in candidates.

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 and qualified.

SECTION 5.

Members Notice of Meeting. Notice of each meeting of the Members shall be mailed or otherwise delivered to each Member at the last recorded address at least ten (10) days in advance thereof setting forth the place, time and purpose of the meeting.

Telephonic meeting notice to the telephone numbers of all members along with publication of a meeting notice in all local newspaper(s) generally circulated in the Town and on all official NABCLL internet web sites, all five (5) days prior to the meeting, constitute sufficient notice to the members of any Business Meeting in alternative to the aforementioned mail notice.

SECTION 6.

Meetings open to the Public; Public Notice. All meetings of the Members are open to all Regular Members and to the general public. For Regular Meetings, publication of a meeting notice in all local newspaper(s) generally circulated in the Town and on all official NABCLL internet web sites, both no less than three (3) days prior to the meeting, constitute sufficient public notice. Any Special Meeting shall be announced to those newspapers and likewise posted on official web sites no later than the day that notice of the meeting is given to Members.

SECTION 7.

Special Meetings. The President, Secretary, or the Board of Directors may, at any time and at their discretion, call a Special Meeting of the Regular Members. Upon receipt of the written request of twenty (20) Regular Members, the President or Secretary is required to call a special meeting of the regular members to be held within fifteen (15) days to consider any subject including recall or removal of Director(s) as specified by the meeting's requestor(s). The written request from the Regular Members must include a single sheet of paper (both sides of the paper may be used) stating the business to be transacted at the Special Meeting, such sheet to be sent unmodified with the Notice of the Special Meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members.

SECTION 8.

Quorum. The presence in person by one-twentieth (1/20) of the regular members shall be necessary to constitute a quorum, the minimum number of members who must be present to legally transact any business or conduct any voting at a meeting of the members. Failing a quorum at any time, a meeting may continue only insofar as for purposes of sharing and disseminating information,

but no other business may be conducted and no vote may be taken, except insofar as it relates to setting a place and time to adjourn to, adjourning, a recess, or taking measures to obtain a quorum.

SECTION 9.

Voting. Only Regular Members shall be entitled to vote at any meeting of NABCLL. Proxy voting is specifically not permitted.

SECTION 10.

Ballot Requirements. For every vote conducted by process involving mailed ballots and a Selection Meeting, certain ballot requirements must be met:

- (a) Ballots for elections shall be separate from ballots for voting on motions.
- (b) Notice of the Date, Start Time and End Time of the Selection Meeting must be **boldly** and prominently displayed at the top and bottom of the ballot.
- (c) Likewise, Instructions for returning the ballot by mail shall also be **boldly** and prominently displayed at the top and bottom of the ballot.
- (d) Instructions for the voter to identify himself or herself by name address and **signature** on either the ballot or an envelope containing the ballot must also be prominently and multiply displayed on the ballot along with directions on returning a secret ballot by mail by providing a labeled and signed envelope within the envelope addressed to NABCLL.

SECTION 11.

Absentee Ballot. For the expressed purpose of accommodating a regular member in good standing who for any reason did not receive a ballot by mail and who cannot be in attendance at any Selection Meeting, a ballot may be requested and obtained from the Secretary.

SECTION 12.

Selection Meeting. From the day that the Secretary or substitute officer mails any ballots to regular members for vote on a motion or in an election, the members will have no less than ten days to return the ballots to the NABCCLL mailing address, where they will remain unopened until they are opened and counted by the Secretary or substitute officer at a separate member's meeting, the Selection Meeting, that shall follow the Business Meeting by not less than twenty-one (21) days and not more than twenty-eight (28) days.

Regular members who have not voted by mail before the NABCCLL mail is received by the Secretary or designate on the day of the Selection Meeting are eligible to vote by delivering ballots to the Secretary or alternate Elections Officer at the Selection Meeting, which shall remain open for a period of no less than three hours to receive legal ballots; but each member is entitled to only one marked ballot on each motion or election whether by mail or in person.

Having registered with the Secretary and having delivered a ballot or ballots, no requirement for continued attendance is placed upon the member.

Along with the return mail address, the actual hours of the Selection Meeting shall be printed on each ballot of any type. No ballot shall be accepted after the time so indicated.

The Secretary shall confirm that the ballot or its envelope container include the voting member's name and signature as provided for above and shall record the name and address of each voter and the ballot voted on, thereby ensuring compliance with this aforementioned one-person-one-ballot provision.

No ballot may be examined for the purpose of counting unless two members witness that counting by the Secretary or other assisting Officer.

While the Secretary or other Officers assisting the Secretary tabulate votes during the period that ballots are being received no tally on any issue or election shall be announced to any member, Director, or other person. The Secretary shall inform all vote counting assistants, who must be Officers in NABCCLL, of this requirement before those officers begin any count.

Any vote count where the margin of difference, between a motion prevailing and a motion falling short, or between a person being elected or not, is five percent or less shall automatically require a single recounting of votes in effort to confirm the original results or to qualify a different result, also subject to a single recount.

At the conclusion of the ballot receiving segment of a Selection Meeting those ballots opened and counted by the Secretary, will be subject to review and examination by any parties in interest under the supervision of the Secretary. Directors present at the meeting, whether or not they be a quorum, shall rule according to majority on any contested ballot. In the event of a tie vote by Directors, the Secretary's ruling on the vote of a contested ballot is final.

ARTICLE IX - AFFILIATION DETERMINATION

SECTION 1.

Annual Affiliation Objective. NABCLL is an independent association whose members annually have the right to choose whether to affiliate any or all of its age divisions with Little League Baseball, Inc., Babe Ruth League, Inc. ("Babe Ruth"), Pony Baseball and Softball League, Inc. ("Pony"), or other chartering or umbrella enterprise for its Spring and Summer seasons.

SECTION 2.

Continuation. Once Affiliation or non-affiliation is established for an age bracket and season, it shall be continued unless and until the Board of Directors or any Regular Member shall request that a different affiliation or independent status be considered and the members vote to accept such different affiliation or independent status as prescribed in this Article.

SECTION 3.

Age Brackets. There shall be three broad age brackets for affiliation based on player ages: under nine, nine through twelve, and over twelve. For players over age twelve, the Board may establish further age divisions as it sees fit.

SECTION 4.

Selecting Alternatives. -In any election regarding affiliation, choices shall be limited to two,

- 1.) continuation of the then current affiliation status and
- 2.) a single alternative that would replace the affiliation then in effect with different affiliation or with fully independent status.

The Board of Directors will annually review its affiliation alternatives and, at its option, will determine and designate an alternative choice for any or all affiliation age brackets as independent status or as affiliation with any of the chartering or umbrella programs including but not limited to LLBI, Pony and Babe Ruth.

Subject to the requirement of quorum, alternatives selected by the Board of Directors are subject to change by two-thirds vote of the Regular Members in attendance at the Annual Meeting. Also subject to quorum requirements, where the Board has not offered an affiliation alternative, any member may propose alternative affiliation at the Annual Meeting. For each alternative so proposed, a motion duly made and seconded shall designate the alternative affiliation choice. However, where more than one alternative choice is moved and seconded, then all choices so moved shall be put to vote at the Annual Meeting in question and the winner by plurality shall represent the alternative affiliation choice to be voted upon by all the members.

SECTION 5.

Vote of All Members. In making any determination regarding affiliation, every parent Regular Member of NABCCL shall have one and only one vote for each Age Division and sports program in which that parent regular member can be expected to enroll at least one of his or her children as a player for the upcoming year based on such player's participation in the recently concluded Spring or Summer season. Within those constraints, a parent member with children expected to participate in more than one Age Division shall be entitled to more than one vote altogether but shall be limited to only one vote per Age Division.

Selection of affiliate closely follows the form for Members' Voting and Selection Procedure detailed elsewhere in these Bylaws. For each affiliation consideration within each age bracket, the Secretary or the members by their vote at the Annual Meeting shall assign the strongest proponent, in the Secretary's or the members' opinion, of that choice the task of preparing a written argument in support of the choice. The written argument must fit on a single sheet of paper,

though both sides of the paper may be used. All such written arguments along with corresponding ballots are to be included in the mailing to members announcing the affiliation contest.

SECTION 6.

Determination Procedure. Affiliation shall be voted upon in accordance with this Article and the procedures contained herein pursuant to Business Meetings, Voting and Selection Meetings.

SECTION 7.

Conformance to Affiliate's Rules and Regulations. Where affiliation is chosen, NABCLL will operate those affiliated Divisions of its program in conformance with all rules and regulations, including playing rules, required by such association only insofar as they are not in conflict with the regulations, requirements, principles, objectives, Bylaws or policies of NABCLL detailed in Article II above.

ARTICLE X - OFFICERS, DUTIES AND POWERS

SECTION 1.

Election. Within fifteen days following the annual selection of new Directors, the Directors, provided there be a quorum, shall meet for the purposes of electing Officers and, to the extent possible, appointing members to committees for the ensuing year. All NABCLL Officers must be selected from members of the Board of Directors.

The Office of President shall first be decided. The new president shall then take over as chair for the remainder of the meeting and shall conduct the rest of the election for officers.

Any Director may be nominated for any office, with the Director's assent but with no second required. Election requires a majority vote of the Directors voting

including those present, those voting by Proxy, and those voting by Absentee Ballot. If on any vote, there is no majority, the one Director who receives the lowest vote total shall be dropped from the consideration in the following round of voting. In the case of ties whether for lowest vote in preliminary rounds or for election among the only two remaining contestants, debate and discussion shall be reopened and followed by another voting round, the process repeating itself until the tie is resolved or until the Directors agree to place the election on the agenda for a future meeting.

SECTION 2.

Officers. The Officers of NABCLL shall consist of a President, three Vice Presidents, a Secretary, a Treasurer, a Personnel Officer, a Safety Officer, and a Player Agent, all of whom shall hold office for the ensuing year or until their successors are duly elected. An individual may hold more than one office, except that the President shall hold no other office.

As stipulated herein, the management of the property and affairs of NABCLL shall be vested in the Board of Directors. Accordingly, the powers and duties of all Officers are limited to those specifically described in this Article or elsewhere in this Constitution.

The Board of Directors may appoint such other Officers (from among the Directors), Commissioners (from among the Directors or the members) 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 or commission. Appointed 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.

SECTION 3.

President. The President shall not be a unilateral managing authority for NABCLL but shall work in concert with all Officers, Directors and Commissioners and shall fulfill the role of an executive charged with carrying out the day-to-day and periodic business of NABCLL as follows:

(a) Within limits established from time to time by the members and by the Board of Directors, conduct the affairs of NABCLL in accordance with this Constitution

and Bylaws and execute the policies established by the members or Board of Directors.

(b) Present a report of the condition of NABCLL at the annual meeting.

(c) Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of NABCLL.

(d) Be responsible for the conduct of NABCLL in strict conformity to its objectives, policies, principles, requirements, Rules and Regulations.

(e) Investigate complaints, irregularities and conditions detrimental to NABCLL and report thereon to the Board of Directors.

(f) Ensure preparation and submission of an annual budget to the Board of Directors and be responsible for the proper execution thereof.

(g) Ensure that the application and supporting proof-of age documents of every registered player are examined and further ensure that residence and age eligibility are certified before the player may be accepted for evaluation and team assignment. Appoint Officers and Commissioners to assist in this confirmation of player eligibility.

(h) Serve as Chairperson, the duties of which include appointing a substitute secretary to execute the Secretary's meeting responsibilities in the Secretary's absence for any meeting where an order of succession to the Secretary is not pre-established by this Constitution and Bylaws.

(i) In the absence of the Secretary, serve as Election Officer and Chairperson for any Selection Meeting.

(j) Authorize Commissioners and other Directors to assist as appropriate in the discharging of the president's responsibilities as detailed within this Constitution.

(k) have power to make and execute for/and in the name of NABCLL such contracts and leases as he/she may receive provided he/she shall have had prior approval of the Board for such action.

(l) As well as the Secretary, designate by signature in writing if necessary, the officers or commissioners who have power to make and execute for/and in the name of NABCLL such contracts and leases as they may receive provided such

officer or commissioner shall have had prior approval of the Board for such action.

SECTION 4.

Vice-Presidents. There shall be three Vice-Presidents, one for Coach-Pitch and TeeBall; one for youth (9-12 year old) baseball; and one for thirteen year old and up baseball. The Board, at its discretion, may add additional Vice-President positions in the event that a softball program is added or to accommodate any expansion or affiliation.

Vice-Presidents shall, within their domains, be responsible to the members and the Board of Directors for the conduct of NABCLL in strict conformity to its objectives, policies, principles, requirements, Rules and Regulations.

Vice-Presidents shall have complete authority within their domains for the selection and recommendation of Divisional Commissioners, to the Board, and also in the investigation of complaints and irregularities within their age brackets and divisions.

Vice Presidents shall have responsibility for ensuring that the evolving Program Development blueprint is created and maintained. With the assistance of any commissioners, managers, coaches, or members whose help they acquire:

They shall record historical information on how the divisions within their domains operate including all plans and procedures useful to 1) holding special games, playoffs, tournaments and events; and to 2) the rescheduling of games.

To assist Division Coordinators from year to year, they shall create and maintain written records and plans describing the annual process of getting each division started including among any other useful elements when and how to 1) contact prospective managers and coaches, 2) determine the appropriate number of teams based on pre-season enrollments, 3) arrange and plan for needed uniforms and equipment, 4) arrange for and schedule player evaluations and manager/coach training, 5) select, assign or draft players to teams; 6) create and revise practice and game schedules.

Program Development also incorporates the Coach/Player Development program as a key element. Responsibilities include recording specific manager

and player skill objectives for each division. Among other components, the Coach/Player Development program consists of arranging appropriate Coach/Manager training sessions; arranging for specific skill training sessions; as well as documenting and otherwise providing material and multiple sources to materials that communicate appropriate skill training tips, drills, and practice plans; ensuring a continuous progression of tips, training techniques, equipment and tools that help managers and players develop skills. Ensuring an ongoing written record of all Player Development aspects of the program is also a Vice Presidential responsibility.

VP's shall provide copies of all such prepared material to all Officers and Board members and shall ensure that all such information gets logged and filed where it will remain available year to year for improvement and for use by the league, particularly division coordinators and team managers.

In the case of the extended (forty-eight hours or longer) unavailability or disability of the President, each Vice-President shall, with all the powers of the president, fulfill the duties of the president as listed above insofar as they pertain to programs within the Vice-President's domain (Coach-Pitch and TeeBall; 9-12 year old baseball; or thirteen year old and up baseball; or any added via expansion or affiliation).

Where the President is unable to fulfill his or her responsibilities as meeting chairperson, those duties shall first pass to the Vice-Presidents in this order: Vice-President for 9-12 baseball, Vice-President for Coach-Pitch and TeeBall, Vice-President for thirteen year old and up baseball.

SECTION 5.

Secretary. The Secretary shall:

(a) Be responsible for recording the activities of NABCLL and shall 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.

(c) Maintain a list of all Regular Members, Directors and committee members and give notice of all meetings of NABCLL, the Board of Directors and, where required, of Committees.

(d) Keep the minutes of the meetings of the Members, and of the Board of Directors, and cause them to be recorded in books and archives kept by NABCLL for that purpose.

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

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

(g) Facilitate communication among regular members as prescribed within the membership articles.

(h) Serve as Elections Officer and Chairperson for any Selection Meeting.

(i) Maintain a record of the election of each Director and the seat that Director holds to ensure that the proper five seats on the Board come up for election every year.

(j) maintain the agenda for meetings of the Board of Directors and for meetings of the members; the secretary shall place any concern of any member on the Board's agenda or the Member's Annual Meeting agenda upon written or oral request of the member either directly to the Secretary or to the Secretary via any other Director.

(k) As well as the President, designate by signature in writing if necessary, the officers or commissioners who have power to make and execute for/and in the name of NABCLL such contracts and leases as they may receive provided such officer or commissioner shall have had prior approval of the Board for such action.

(l) sign with the president, or a vice-president, in the name of the corporation, all contracts and instruments of conveyance authorized by the board, and affix the seal of the corporation thereto.

(m) Maintain the NABCLL Bylaws and recommend amendments. To aid in this process, the Secretary may nominate, subject to Board approval, a Bylaws Review Committee of Regular Members.

(n) Conduct the annual member survey as required by Article II, Section 5, paragraph 10 and conduct all other member correspondence required of NABCLL per bylaw or policy, which correspondence is not specifically assigned otherwise.

SECTION 6.

Treasurer. The Treasurer shall:

(a) Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the Office of Treasurer, including the cosigning of checks, or as may be logically assigned to the Treasurer 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 NABCLL; 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 check must have dual signatures.

(d) Work with the President in preparing an annual budget for submission to the Board of Directors at their first meeting following the annual meeting.

(e) Prepare an annual financial report for submission to the Membership and Board of Directors at the annual meeting.

(f) Serve as meeting chairperson in place of the President where a Vice-President is unable to first fulfill those responsibilities.

(g) Represent and protect NABCLL interests in any financial project or agreement with any partner, affiliate or vendor.

SECTION 7.

Personnel Officer. The Personnel Officer shall:

(a) Work with all Officers, Division Commissioners and the Umpire-in-Chief to ensure that all manager, coach, and umpire applicants annually complete and sign an appropriate application that grants NABCLL the right to conduct a criminal record check and that details the applicant's qualifications.

(b) Complete all requirements for conducting such background checks and carry out any action necessary to conducting those background checks with the Commonwealth of Massachusetts and with any federal or local agency designated by the Board of Directors or NABCLL membership.

(c) In the manner later prescribed herein, bring to the attention of the Board of Directors any and all reasonable concerns that arise from the performance of those duties including all feedback indicative of any criminal record or pending case regarding any applicant.

(d) Keep confident all feedback from all agencies except where such information is essential to the league president's discharging his or her responsibilities of recommending, appointing, and terminating volunteers.

(e) Serve as meeting chairperson in place of the President where a Vice-President or the Treasurer is unable to first fulfill those responsibilities.

SECTION 8.

Safety Officer. In fulfillment of LLBI requirements for Safety Officer, the Board shall elect a Safety Commissioner as detailed in Section 3 of Article XI who shall perform such duties and discharge such responsibilities.

SECTION 9.

Player Agent. In fulfillment of LLBI requirements for Player Agent, the Board shall elect a Player Agent / Roster Commissioner as detailed in Section 9 of Article XI who shall perform such duties and discharge such responsibilities.

SECTION 10.

Other Officers. Other officers shall be elected or appointed from among the Board Members to fulfill any roles and requirements for Officers that result from addition of a softball program or from affiliation of NABCLL with any other organization unless such roles and responsibilities fall within the domain of another Officer or of an appointed Commissioner.

ARTICLE XI - COMMISSIONERS

SECTION 1.

Purpose and Appointment. In order to discharge its responsibilities to the members of NABCLL the Board of Directors shall appoint Commissioners, from among those members, who shall be empowered as detailed below. All Commissioners are required to annually agree to a Criminal Background check pursuant to NABCLL policies.

SECTION 2.

Commissioner of Umpires (“Umpire-in-Chief”). The Board of Directors shall appoint an Umpire-in-Chief who shall serve until such time as he or she shall resign or be terminated or replaced by the Board.

The Umpire-in-Chief shall annually recruit, interview and appoint a staff of volunteer and/or paid umpires, as the Board may authorize, for all levels of play above the Coach-Pitch level.

When appointed, the staff of umpires shall be under the personal direction and responsibility of the Umpire-in-Chief who shall train any volunteer umpires and who shall observe and schedule the staff.

The Umpire-in-Chief shall also provide the umpire assignment schedule along with contact information for assigned and backup umpires to the President, Vice-Presidents, and Division Commissioners.

SECTION 3.

Safety Commissioner. The Board of Directors shall appoint a Safety Commissioner who shall serve until such time as he or she shall resign or be terminated or replaced by the Board.

The Safety Commissioner shall:

(a) Be responsible for implementing the Safety Objectives required by this Constitution and

(b) Make recommendations to the Board for Safety programs and

(c) Coordinate those program activities aimed at injury prevention and treatment and at ensuring safety in player practices and training, safe playing conditions, and safety in and around all playing fields and grounds including automotive safety.

SECTION 4.

Divisional Commissioners. In advance of the monthly meeting of the Board of Directors held in December of each year, the Vice-President with domain responsibility shall present for approval to the Board of Directors a list of Divisional Commissioners for each of the Age Group brackets for which the Board or Members have authorized play for the upcoming year. If necessary to best ensure that the workload of the Commissioner can be effectively carried out, two Divisional Co-Commissioners may be assigned to share the responsibilities for an Age Group Division. Likewise, if necessary, separate Division Commissioner(s) may be appointed to an age bracket division for the Summer and Spring Seasons.

Each Divisional Commissioner is responsible for carrying out the NABCLL program within his/her division including the scheduling and fulfillment of any special events and may solicit the help of any managers, coaches, parents, or Directors to help discharge this broad responsibility.

Divisional Commissioners shall be responsible for ensuring that players are assigned to teams in keeping with the principles and requirements of NABCLL. Divisional Commissioners shall also maintain the team rosters for their divisions

and shall cooperate with the Board and all other Commissioners regarding any request for roster information.

Divisional Commissioners shall be responsible for selecting Team Managers and Coaches, including any tournament team managers and coaches, for their Divisions and for recommending their appointments to the President and to the Board. Managers and Coaches become officially appointed by approval of the President and vote of the Directors. Divisional Commissioners are also responsible for ensuring that all managers and coaches in their divisions attend any training required or recommended by the NABCLL Board of Directors.

Divisional Commissioners are responsible for distributing copies of the NABCLL Playing Rules to all managers and coaches in their Division, and for ensuring that games are played according to those rules.

Divisional Commissioners are responsible for ensuring, and have authority for enforcing, that all Managers and Coaches within their Divisions comply with all NABCLL rules, regulations, guidelines and with this Constitution and Bylaws. In the event that a Manager or Coach shall breach his/her compliance responsibilities, the Divisional Commissioner is required to remedially address that breach with said manager or coach. Should such remedial action not immediately correct the situation, the Divisional Commissioner is required to bring the matter to the attention of the Division's Vice President and the Board of Directors for further corrective procedure,

Divisional Commissioners are responsible for seeing that the fields and grounds are proper and safe for any play in their division and for coordinating any efforts needed to maintain and/or repair fields and grounds with other members of the Grounds Committee. All Divisional Commissioners are ex-officio members of the Grounds Committee.

Divisional Commissioners are responsible for scheduling games and practices for all teams and for coordinating with the Umpire-in-Chief the rescheduling of any game not played or not completed for any reason.

Divisional Commissioners shall ensure that Managers and Coaches complete Player Evaluation Reports as may be required by the Board.

Divisional Commissioners shall cooperate with all other Commissioners in the performance of their duties, and in particular with the Equipment Commissioner in the distribution and collection of uniforms and equipment.

Divisional Commissioners shall execute such other duties as may from time to time be assigned by the President, Vice-President, or by the Board.

SECTION 5.

Equipment Commissioner. The Board of Directors shall appoint an Equipment Commissioner who shall serve until such time as he or she shall resign or be terminated or replaced by the Board. The Equipment Commissioner shall perform such duties as are herein specifically set forth and such other duties as are customarily incident to the responsibilities of this office or as may be assigned by the Board of Directors.

The Equipment Commissioner, with the full cooperation of all Directors, members, Commissioners, managers, coaches, umpires, players and any committees appointed to assist shall be responsible for preparing a Uniform and Equipment Budget for the Board's approval and for the distribution, collection, inventorying, refurbishing, disposal, storage, timely replacement and purchasing of equipment and uniforms.

The Equipment Commissioner shall prepare the best reasonable estimate of that budget for approval by the February Meeting of the Board of Directors each year. The Equipment Commissioner shall then operate within the amount appropriated in the budget approved by the Board of Directors for that purpose for the remainder of the fiscal year.

If there is a reasonable likelihood of exceeding the approved budget for any reason, the Equipment Commissioner shall make timely notification to the President in advance of the next nearest Regular Meeting of the Board of Directors, or, if necessary, make timely notice to the President or Secretary of the need for a Special Meeting of the Board of Directors, for the Board to consider an adjustment of the Uniform and Equipment Budget.

Within limits set by the Board of Directors, the Equipment Commissioner shall have the authority to enter into contracts and agreements on behalf of NABCLL pertinent to the purchase of all uniforms, supplies and playing equipment including equipment, tools, and supplies essential to the upkeep, maintenance and improvement of fields.

In purchasing Equipment, uniforms or other supplies, the Equipment Commissioner is expected to exercise good faith and due diligence in screening and selecting multiple suppliers based on quality of goods, pricing terms and conditions, and on delivery terms and to avoid any conflict of interest that might arise from purchasing uniforms and equipment from any Directors or members.

SECTION 6.

Grounds Commissioner. The Board of Directors shall appoint a Grounds Commissioner who shall serve until such time as he or she shall resign or be terminated or replaced by the Board.

The Grounds Commissioner shall chair the Grounds Committee and, in such capacity, shall be responsible for the care and maintenance of the playing fields and grounds. The Grounds Commissioner shall be the primary liaison between NABCLL and the Town's Public Works Department with respect to the Town's services on playing fields.

The Grounds Maintenance Commissioner shall prepare the best reasonable estimate of the annual cost of operation of the Grounds Maintenance Committee for approval by the February Meeting of the Board of Directors each year. The Grounds Maintenance Commission shall then operate within the amount appropriated in the budget approved by the Board of Directors for that purpose for the remainder of the fiscal year.

If the Grounds Maintenance Committee is in danger of exceeding the approved budget for any reason, it shall make timely notification to the President in advance of the next nearest Regular Meeting of the Board of Directors, or, if necessary, make timely notice to the President or Secretary of the need for a Special Meeting of the Board of Directors, for the Board to consider an adjustment of the annual budget of the Grounds Maintenance Committee.

Within limits set by the Board of Directors, the Grounds Commissioner shall have the authority to enter into contracts and agreements on behalf of NABCLL pertinent to the purchase of supplies and equipment including equipment, tools, and supplies essential to the upkeep, maintenance and improvement of fields.

In any purchase, the Grounds Commissioner is expected to exercise good faith and due diligence in screening and selecting multiple suppliers based on quality of goods, pricing terms and conditions, and on delivery terms and to avoid any

conflict of interest that might arise from purchasing from any Directors or members.

SECTION 7.

Fundraising Commissioner. The Board of Directors shall appoint a Fundraising Commissioner who shall serve until such time as he or she shall resign or be terminated or replaced by the Board.

The Fundraising Commissioner shall appoint a committee of members to assist in his or her responsibilities and objectives.

The Fundraising Commissioner and any committee he or she appoints shall investigate ways and means of financing NABCLL including, without limitation, sponsorship signage, team sponsorships, concession opportunities, sales involving players, tag days, and social events and shall submit recommendations to the Board and take general responsibility for conducting all fundraising activities.

The Fundraising Commissioner shall be the primary liaison between NABCLL and NABC and along with the Treasurer shall represent and protect NABCLL interests regarding any joint fundraising agreement with NABC, but may not unilaterally enter into any such agreement without majority action by the Board of Directors.

The Fundraising Commissioner is responsible for seeing that any labor needed to operate any concession run to benefit NABCLL members is properly provided for.

The Fundraising Commissioner shall submit for approval to the Board of Directors any request to operate fundraising activities. Such submittal shall detail the manner of fundraising, and vendors involved in fundraising, and shall include a best reasonable estimate of costs of such fundraising in addition to a best reasonable estimate of the profit to NABCLL of such fundraising.

Within limits set by the Board of Directors, the Fundraising Commissioner shall have the authority to enter into contracts and agreements on behalf of NABCLL pertinent to the purchase of supplies and equipment including equipment, tools, and supplies essential to exercise of their duties.

In any purchase, the Fundraising Commissioner is expected to exercise good faith and due diligence in screening and selecting multiple suppliers based on quality of goods, pricing terms and conditions, and on delivery terms and to avoid any conflict of interest that might arise from purchasing from any Directors or members.

It is also the responsibility of the Fundraising Commissioner to see to it that the NABCLL name, logo, or association is only used to raise funds to benefit NABCLL members.

The Fundraising Commissioner shall submit for approval to the Finance Committee any requests for funds needed to execute the usual and customary duties of the office, including purchasing of any and all fundraising and concession supplies and materials.

SECTION 8.

Player Enrollment Commissioner. The Board of Directors shall appoint a Player Enrollment Commissioner who shall serve until such time as he or she shall resign or be terminated or replaced by the Board. The Player Enrollment Commissioner shall chair the Player Enrollment Committee and shall oversee and conduct the annual enrollment drives for players for both the Spring and Summer programs.

It shall further be the Commissioner's responsibility to ensure that notice of NABCLL programs is widely and repeatedly distributed throughout the community and that parents have multiple opportunities and venues for registering players including walk-in registrations, fax, mail and, where reasonable in the Commissioner's judgment, online registration on the condition that such online registration provides an electronic database of all online registration data and information for copying or downloading to NABCLL in acceptable database (not merely report) form.

The Commissioner shall collect registration fees and turn same immediately over to treasurer, keeping track of amounts paid. The Commissioner shall work closely with the Directors, Division Commissioners, Committees and Secretary to ensure that all information conveyed through the registration forms is accurate and up to date.

It shall be the Player Enrollment Commissioner's responsibility along with the Player Enrollment Committee to maintain an electronic (computerized) record of registration information (including names, addresses, dates of birth, telephone numbers, email addresses, schools, parent's names, parent's addresses and phone numbers, parent email addresses, parent volunteer information, payment information, emergency contact information, medical information, parental requests or concerns) for each registered player in an electronic database and to provide a copy of that electronic database to any Director or Commissioner requesting such information to discharge his/her duties and responsibilities. As stipulated in Section 17 (Member Information) of Article VI (Board of Directors), family and player data and information collected by NABCLL shall be shared as requested by and among Directors, Committees and Commissioner for the performance of their duties and responsibilities but shall otherwise be treated and kept as confidential. Except as specifically directed by the Board or as required by affiliates or as required to conform with town policy pertaining to the allocation of playing fields, such enrollment data, the confidential property of NABCLL, shall not be provided to or through any person or organization.

SECTION 9.

Player Agent/Roster Commissioner. The Board of Directors shall appoint a Roster Commissioner who shall serve until such time as he or she shall resign or be terminated or replaced by the Board.

The Roster Commissioner shall receive all player information from the Player Enrollment Commissioner and all Team Assignment information from the Divisional Commissioners and shall maintain the Master Roster for NABCLL for all seasons.

The Roster Commissioner shall be responsible for providing team roster information to any affiliates as required.

For age brackets affiliated with Little League Baseball, Inc the Roster Commissioner shall also serve as L.L. **Player Agent** and fulfill the traditional and required responsibilities of that post, not in conflict with this Constitution or any rules or regulations of NABCLL, except where such responsibilities are assigned to others through these Bylaws or through action of the members or the Board of Directors.

SECTION 10.

Field Allocation Commissioner. The Board of Directors shall appoint a Field Allocation Commissioner who shall serve until such time as he or she shall resign or be terminated or replaced by the Board.

The principal job of the Field Allocation Commissioner is the procurement of playing and practice fields from the Town and from other sources. The Field Allocation Commissioner, working with other Commissioners and Officers, shall also recommend for the approval of the Board a field utilization plan specifying which age bracket divisions shall use which fields and on what schedule.

The Field Allocation Commissioner shall be the primary representative of NABCLL on the Town's Field allocation Committee so long as that committee remains in place. The Commissioner shall recommend for appointment by the Board any NABCLL assistants needed for service on that Committee.

SECTION 11.

Other Commissioners. Other commissioners shall be appointed for terms to be determined by the Board from among the Members to fulfill any roles and requirements for Commissioners that result from any need seen by the Directors or from affiliation of NABCLL with any other organization.

SECTION 12.

Duties and Powers.

Commissioners are commissioned by the Board of Directors to manage and conduct programs and, in so doing, to carry out policy set by the Board or by the members, but are not authorized to make, create or replace such policy. The Board of Directors shall clearly, in writing, describe to Commissioners their responsibilities and level of authority as provided for here in bylaw and as further established by the Board or by the members. It is the responsibility of the Directors to ensure that Commissioners are provided sufficient resources to discharge their commissions effectively.

If in the judgment of a Commissioner a policy change is warranted, the Commissioner may request that the Board of Directors consider such a request for policy change at a Regular or Special or Electronic Meeting of the Board. If in the judgment of a Commissioner, more or different resources are needed, the

Commissioner may request that the Board of Directors authorize such resources at a Regular or Special or Electronic Meeting of the Board. Alternatively, the Commissioner may request such resources from any appropriate Committee already authorized by the Board to handle such requests within that Committee's budget. At any such Board or Committee meeting, Commissioners may either present motions for consideration by the Board or Committee or request a panel member to format and present same.

Until such time as a policy change has been approved by the Board of Directors or the Members, a policy change may not be implemented.

Until such time as a request for resources has been approved in a manner provided for here, such resources may not be expended.

ARTICLE XII - COMMITTEES

SECTION 1.

Term of Appointment. Each committee member appointed as provided for here shall serve until such time as he or she shall resign or be replaced or terminated by the Board.

SECTION 2.

Nominating Committee. The Board of Directors shall annually appoint a Nominating Committee of size the Board shall determine consisting of Directors and Regular Members.

The Committee shall investigate and consider interested and eligible candidates and submit to the Board in advance of the annual meeting a list of candidates accepting their nomination and agreeable to serving on the Board of Directors if elected.

The Nominating Committee shall also submit to the Board of Directors a list of Board Candidates offering to stand also for election to officer positions

designating those specific positions and a list of Board candidates and other Regular Members agreeable to serving as Commissioners, Committee Members or to otherwise volunteer.

SECTION 3.

Finance Committee. The Board of Directors may, at its option, appoint, or delegate such selection and appointments to the Treasurer, a Finance Committee consisting of not less than three (3) nor more than seven (7) Regular Members and Directors including the Treasurer who shall be chairperson of the Finance Committee.

At the request of the Treasurer, members of the Finance Committee shall assist the Treasurer in keeping the books and ledgers of NABCLL and in the preparation and review of NABCLL Financial Statements and Income Tax Filings.

SECTION 4.

Building and Property Improvement Committee. The Board of Directors may, at its option, appoint a Building and Property Committee consisting of Directors and Regular Members.

The Committee shall investigate and recommend available suitable sites and plans for development, including ways and means, the latter in cooperation with the Finance Committee.

It shall be responsible for generating improvement recommendations, other than normal maintenance and repair, and shall supervise the performance of approved projects.

SECTION 5.

Grounds Committee. Division Commissioners shall also serve as members of a Grounds Committee. The Board of Directors shall appoint a Grounds Commissioner to, among other duties, serve as Chairperson of the Grounds Committee. At its option, the Board may delegate the authority to the Grounds Commissioner to select and appoint additional members to this committee.

The Grounds Committee shall be collectively responsible for the care and maintenance of the playing field(s), buildings and grounds. The committee shall operate within the amount appropriated in the approved budget, or shall seek further funding from the Board of Directors if deemed needed, for that purpose.

SECTION 6.

Uniforms and Equipment Committee. The Board of Directors may, at its option, appoint, or delegate such selection and appointment to the Equipment Commissioner, a Uniforms and Equipment Committee. The Committee shall assist the Equipment Commissioner in securing bids on needed uniforms, supplies and equipment and in making recommendations for their purchase to the Board.

The Committee shall also be responsible along with the Equipment Commissioner for the proper issuance of such supplies and equipment and for the repair, cleaning and storage thereof at the close of the season.

SECTION 7.

Managers Committee. The Board of Directors may, at its option, appoint a three or five person Team Management Committee consisting of Directors and other Regular Members. Present team managers may not comprise more than a minority of this committee.

It shall, during the playing season, without interfering in any game or practice observe the conduct of the managers and coaches in all Divisions and report its findings to the Board.

It shall also, at the request of the President or Board of Directors, investigate complaints concerning managers and coaches and make a report thereof to the President or Board of Directors as the case may be.

SECTION 8.

Protest Committee. A committee composed of the President, Personnel Officer, Umpire-in-Chief, and the two Vice-Presidents serving areas of concern outside the domain of the protest shall hear and resolve any protest. In consideration of a protest, any member of this panel who is directly involved or who has a family member involved as coach, manager, player, or umpire is required to excuse himself/herself from all discussion and judgment.

Prior to the start of the season, the Board of Directors shall establish a set of rules for this committee to follow regarding the allowance, handling and upholding of protests for each division of play.

SECTION 9.

Player Enrollment Committee. The Board of Directors shall appoint, or delegate such selection and appointment to the Player Enrollment Commissioner, a committee of regular members to assist the Player Enrollment Commissioner. Each committee member shall serve until such time as he or she shall resign or be terminated or replaced by the Board or Commissioner. The Committee shall work closely with the Directors, Division Commissioners and Secretary to ensure that all information conveyed through the registration forms is accurate and up to date.

SECTION 10.

Fundraising Committee. The Fundraising Commissioner shall appoint a committee of regular members to assist the Fundraising Commissioner. Each committee member shall serve until such time as he or she shall resign or be terminated or replaced by the Commissioner.

SECTION 11.

Other Committees. The Board of Directors may appoint such other committees as it deems appropriate to assist in achieving and carrying out the objectives of NABCLL.

ARTICLE XIII - DIVISIONS OF PLAY

SECTION 1.

Two Year Age Bracketing. Unless modified by the Directors or the members, or required for participation in any inter-league play with other associations, NABCLL shall offer play in Divisions based primarily on two year age bracketing. Thus, TeeBall will be offered to five and six year olds, a Coach-Pitch program to seven and eight year olds, baseball on a sixty foot diamond to nine and ten year olds, baseball on a sixty foot diamond to eleven and twelve year olds, baseball on a ninety foot diamond to thirteen and fourteen year olds, and baseball on a ninety foot diamond to fifteen and sixteen year olds.

SECTION 2.

Exception to Strict Adherence. Entirely strict adherence to two year age bracketing poses a difficult challenge for some very young players. Thus, a younger, not yet athletic, seven year old who hasn't played benefits from his/her family having the option of the player spending a year in TeeBall. Conversely, an older, stronger six year old who has already demonstrated reasonable skills at TeeBall will be permitted into a 7-8 Coach-Pitch program if that is the family's desire.

The Board shall periodically address flexibility as to similar issues throughout all the age divisions, and may from time to time recommend to members revision to this policy. At NABCLL inception however, players shall play up or down from age appropriate levels only with the cooperation and agreement of parents and only where such exception is in the best interest of the player, the family, and the NABCLL program as adjudged by majority vote of the Board of Directors. Extreme care and thoughtful consideration is required to preserve the integrity of the age brackets and to guard against pushing children up to the next age level merely because they are among the more highly skilled players in their age brackets.

SECTION 3.

Assignment of Commissioners. Division Commissioners, with responsibilities described elsewhere in this Constitution, shall be assigned on the age division

basis described above. Even where separate levels of play may exist on the basis of an objective assessment of skill level a single Commissioner shall oversee the activities of all levels of play within an Age Bracket Division to guarantee the equal and even treatment of all players. In no event can Commissioner responsibilities for an age division ever be divided or subdivided on the basis of skill level of players.

ARTICLE XIV - MANAGERS, COACHES AND UMPIRES

SECTION 1.

Team Managers and Coaches. Division Commissioners shall annually recommend volunteer Team Managers and Coaches for their divisions to the President, Vice-President and the Board of Directors. The President, upon approval by the Board of Directors, shall annually appoint all Team Managers and Coaches.

Managers and Coaches shall:

- (a) Comply in all ways with this Constitution and Bylaws and with any and all policies, rules and regulations of NABCLL, and
- (b) Likewise cooperate with other managers and coaches, all Commissioners and Directors in the performance of their duties, and
- (c) Be responsible for the actions of their teams on the field.
- (d) Serve for a period ending with the calendar year for which they are appointed, and if desiring re-appointment need re-apply.
- (e) Voluntarily, as a condition of acceptance to manage or coach, agree to a criminal background check in conformance with the requirements of NABCLL.

SECTION 2.

Umpires. Volunteer umpires shall be appointed annually by the Umpire-in-Chief with the approval of the Board of Directors. The Umpire-in-Chief shall be responsible for umpire assignments and for the umpire's actions on the field. During any game however, the home plate umpire is in charge of the game on the field and neither the President nor the Umpire-in-Chief may involve himself or herself with any game in progress except as requested by the home plate umpire.

Both volunteer and paid umpires need voluntarily agree to a criminal background check in conformance with the requirements of NABCLL.

SECTION 3.

Restriction on Officers. While holding such office, the President shall not manage, coach or umpire in any division where the rules and regulations of that Division's affiliation prohibit such activities. Vice Presidents and Division Commissioners may manage, coach or umpire. Any officers or commissioners who serve on the Protest Committee are not permitted to consider, and must excuse themselves from considering, any matter concerning games within the divisions for which they have responsibility.

SECTION 4.

Criminal Background Checks and Code of Conduct. All Commissioners, managers, coaches, and umpires, including any Officers or Directors in those positions, need annually agree to a Criminal Background check and agree to abide by the NABCLL Code of Conduct.

Immediately upon receiving from a state, federal, or local agency, any criminal record or pending criminal case information other than a completely clean record on an individual applicant for a paid or volunteer position, the Personnel Officer is required to bring that information to the attention of the President and the Board of Directors.

In all cases, the name of the person in question will be withheld while the President and Board determine the appropriate remedy and handling of the information. The Board will consider the dates and known circumstances of violations and will determine whether it is appropriate to appoint the person to the intended volunteer position, to appoint the person subject to certain

requirements, to not appoint the person, to remove a previously appointed person, or to take any other action considered appropriate by the Board.

Only in the event that the Board determines that it is inappropriate to appoint the person to a volunteer position or that it is necessary to remove the person from a volunteer position will the Personnel Officer divulge the person's name, and then only to the President who shall discharge his duties accordingly.

The Board is required to apply a case-by-case basis to each determination AND must keep accurate historical records and apply its own judicial history to all follow-on cases. Thus, if one person convicted of a domestic violation five years prior is denied a volunteer position, then each person who follows with the same set of circumstances must accordingly be denied that opportunity.

The Personnel Officer, President and Board of Directors, in considering these cases, must bear in mind that we are a human society and that many good and completely trustworthy adults have made mistakes and judgment errors in their youth. The purpose of Criminal Background checks is not to deprive NABCLL of the honest and gracious efforts of adults with minor or old blemishes on their records, but rather to ensure that our children are safe and protected from those with a history of physical, sexual, and/or emotional abuse toward others, and from those with a history of substance or alcohol abuse, as well as to best attempt to ensure that our children will not find themselves transported to and from activities by persons with currently dangerously unsafe driving records.

SECTION 5.

Reconsideration Process Available to Applicants Denied a Volunteer Position.

There is no requirement on the Board of Directors to appoint any volunteer applicant to any specific position based merely on the applicant's willingness to perform the volunteer services. However, under Article II, Section 5 of these Bylaws, there is a principle requirement that no Director or Commissioner shall arbitrarily turn away help or assistance offered by any Regular Member.

Accordingly, if, as a result of any policy, procedure or action of any Commissioner or Officer or of the Board of Directors or of any person or Committee appointed or created by the Board, by any Officer, or by any Director or Commissioner, a Regular Member applicant for a volunteer position of

manager, coach or umpire shall be directly or indirectly denied (not appointed to) such position and is not appointed to a substantially similar position, such applicant shall be granted a reconsideration process which shall incorporate the following rights and consideration by the Directors.

First, the person or committee that reached the decision is required to notify the President, Personnel Officer and Secretary immediately and both the President and Personnel Officer shall inform the applicant within forty-eight hours of the decision and also of the applicant's rights and prospective remedy under this Section, which rights and remedy require the applicant's signed acknowledgment and agreement that appointment to any position is fully at the discretion of the Board of Directors and that he or she is without recourse against NABCLL and without recourse against the Directors individually or as a Board. Such notice by the President and Personnel Officer shall be made both orally and in writing with written copies to all Directors.

Second, the President and Personnel Officer shall each personally, independently, and diligently investigate the issues that account for the denial and shall share all relevant information, except for Criminal Record information that is specifically excluded elsewhere in these Bylaws, with all of the Directors.

On written request to the President, Secretary, or to the Board, the applicant will be granted a short-notice meeting (within five days of filing the request) of the Directors in Executive Session. At that meeting of only the applicant and Directors the applicant will be given reasonable opportunity to review his or her situation and state his or her qualifications. At this meeting the Directors may, but are not required to, give cause or explanation for the original denial. The Directors are required however to immediately reconsider the matter privately, while the applicant waits, and shall inform the applicant at that meeting of their decision which shall be reached by majority vote of all Directors. Where the original denial or such further denial is based in whole or in part upon any concern other than the outright lack of need for volunteer services in the area applied for, the President or Officer conducting the meeting shall, at this meeting, notify the applicant that such concerns exist. However, there is no requirement, at this time, to specifically disclose further the nature of the concerns.

Should the determination be that the applicant is still denied, the applicant may immediately request orally, or within five days may request in writing, and will be granted a short-notice hearing meeting of the Directors again in Executive Session. At that second meeting, both the applicant and the Directors may be represented by legal counsel. Within that hearing meeting, provided that the

applicant has agreed in writing that he or she shall take no action related to the denial of a position against NABCLL or any of its directors, the Directors (through counsel) are required to indicate to the applicant any and all reasons for the denial of the applicant. The meeting shall be adjourned for three days at which time the hearing meeting shall be continued for purposes of the applicant addressing the concerns that had led to the denial. At that adjourned hearing meeting, the applicant may present rebuttal to the concerns in any forms including but not limited to argument, testimony, written evidence, witness testimony, and personal references.

Following the hearing meeting, the Directors are required to give consideration to the applicant's presentation and to perform a thorough investigation as to the truth and credibility of all argument, testimony, evidence and references that are a part of that presentation. That investigation is to be performed by the Secretary and two Directors, other than the President and Personnel Officer, appointed by the Secretary. Within five days of the hearing meeting, the Directors shall meet again in Executive Session to review the investigators' findings and to reach a determination by majority vote on appointing the applicant.

That determination reached, should the applicant remain denied the applicant may apply again for a position the following year, and the matter can only be opened again to the Directors in the current year by a majority vote of the Directors in attendance at a Regular or Special Meeting of the Board.

In executing the above responsibilities, all Directors are required to respect the confidentiality of information gathered from any source and are not to disclose such sources to the applicant without the consent of the person providing the information.

ARTICLE XV - FINANCIAL AND ACCOUNTING

SECTION 1.

Role of Directors. The Board of Directors shall be the final decision maker and arbiter of all matters pertaining to the finances of NABCLL and it shall place all income in a common league treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

SECTION 2.

Restriction on Teams. The Board shall not permit the contribution of funds or property to individual teams but shall solicit same for the common treasurer of NABCLL, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of NABCLL.

SECTION 3.

Use of name. The Board shall not permit the solicitation of funds in the name of NABCLL unless all of the funds or NABCLL's rightful share of funds so raised are placed in NABCLL treasury.

SECTION 4.

Restriction on Disbursements. The Board shall not permit the disbursement of funds for other than the conducting of the activities of NABCLL or for providing other valuable service to the youth of the Town in accordance with the rules and policies of NABCLL.

SECTION 5.

Compensation Concern. No Director, Officer or Member of NABCLL shall receive, directly or indirectly any salary, compensation or emolument from NABCLL for services rendered as Director, Officer or Member.

SECTION 6.

Deposit and Signatory Requirements. All monies received shall be deposited to the credit of NABCLL in the banks selected by the Treasurer and approved by the Directors and all disbursement shall be made by check with one, two, or three signatures as the Board of Directors may from time to time determine. The Board may also from time to time stipulate rules governing the number of signatures required for checks in different amounts and may limit the number and

dollar amount of checks that may be written without specific Board approval in addition to the Board's ordinary budgetary and expenditure approval. The Treasurer and such other officer or officers as the Board of Directors shall determine and authorize shall sign checks.

SECTION 7.

Fiscal Year. The fiscal year of NABCLL shall begin on the first day of October and shall end on the last day of September.

SECTION 8.

Distribution of Property upon Dissolution. Upon dissolution of NABCLL and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property and assets of NABCLL to another entity or entities which maintain(s) similar objectives to those set forth herein and which may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

SECTION 9.

NABC as Primary Sponsor. Pursuant to the satisfactory continuation of a primary financial sponsorship agreement with NABC, this organization shall continue to be known as North Andover Booster Club Little League (NABCLL) and NABCLL shall cooperate with NABC in raising funds at baseball, and softball should NABC softball eventually be merged into NABCLL, venues where a reasonably substantive portion of such funds raised by NABC shall be contributed to NABCLL by NABC. Should NABC at any time desire to terminate its primary sponsorship, North Andover Youth Baseball Association shall be free to seek replacement sponsorship and to re-identify itself.

ARTICLE XVI - MISCELLANEOUS

SECTION 1.

Dissolution. NABCLL may only be dissolved or merged with any other organization as a result of a motion made at the Annual Meeting or a Special Meeting of the Members and decided by vote at the ensuing Selection Meeting in accordance with the voting procedures detailed in this Constitution and Bylaws. The majority required for acceptance of such dissolution or merger motion at this election shall be two-thirds (2/3) of the entire Regular Members, or three-fourths (3/4) of those submitting votes at such an election.

Notwithstanding the aforementioned provision, should it occur that no players participate, enroll or seek to become enrolled within any given calendar year, the Board of Directors then in office may by its two-thirds majority vote dissolve NABCLL.

SECTION 2.

Severability. The invalidating, voiding, or otherwise rendering unenforceable of any clause or provision of this Constitution and Bylaws by a court of competent jurisdiction shall not affect the other clauses and provisions hereof, and in such event, this Constitution and Bylaws shall be construed in all respects, and shall remain enforceable, as if such invalid, void or unenforceable clause or provision were omitted.

ARTICLE XVII - ROBERT'S RULES

Robert's Rules of Order, as most currently revised, shall govern the proceedings of all NABCLL meetings, except where same conflicts with the Constitution or Bylaws of NABCLL.

ARTICLE XVIII - AMENDMENTS

Except where otherwise declared within this Constitution and Bylaws, same may be amended, repealed or altered in whole or in part only by a two-thirds vote of the Members in accordance with the voting procedures detailed herein calling for

a Business Meeting and the distribution of ballots and information followed by a Selection Meeting. Copies of Amended Bylaws may be submitted to, but are not subject to approval by, any partner, affiliate, or other organization with interest in NABCLL.

(Attached Appendix, incorporated herein)

Appendix A.

NABCLL Principles, Objectives and Requirements:

Incorporated into this Constitution and Bylaws by reference within Article II (Objective) as further explanation and clarification of NABCLL program principles, objectives and requirements, and of the intent of the NABCLL organizers and original Regular Members in order to, as clearly as possible, eliminate future confusion as to the purpose and application of these principles, objectives and requirements.

1. All children within the same age group are to be treated in an exactly like manner no matter what their differences may be. In particular, exactly like mannered treatment shall include, without limitation, same style and quality uniforms (same age and newness); same access to exact same fields, including those of the highest quality and those of the poorest quality, for games and for practice; same quality and age of equipment; same number of games; same number of practices; same distribution of games and practices throughout the calendar week; same number of Saturday games; same number of Sunday games; same number of players per team; same quality of umpiring; equal notice of team assignment; equal opportunity to qualify for selection to any special or tournament team; and equal opportunity to qualify for placement within the highest skill brackets should such bracketing ever be adopted. The objective opportunity for equal enjoyment of participation by all families and by all players no matter what their athletic skill level is an inherent requirement within NABCLL. Each team will play an as equal as possible number of games on each field. Importantly, this first provision means that although the Board or members may determine from time to time that same aged players may be assigned to different brackets based on an objective assessment of athletic ability, the singular and only way in which NABCLL will treat them differently is in scheduling games among teams of similar ability. If any game schedule be produced that does not adhere to all of the requirements stated here, the President or the Board is required to immediately recall and void that schedule and to prepare a new schedule that satisfies these requirements without delay. **Care will also be**

taken in ensuring that all players throughout the program are treated in a substantially similar manner. Care must also be taken to treat all children in a similar manner across age groups to avoid excessively focusing on, favoring or benefiting one age group over another. This does **not** mean that the older kids can't have better uniforms than the younger ones; but if care is not taken in the distribution of spending per player, NABCCL would run the risk of disservice to its clients by shifting money collected at registration from one group to spending on another.

2. A strong development program for younger players is to be established and preserved so that they might enjoy substantial opportunity to develop their skills through equal opportunity for games and practices. Reasonably sized teams of no more than thirteen (13) players will ensure substantial playing time and practice attention for each and every young player. **That commitment to player skill development for all players is to be sustained as players get older. A strong program of development for coaching skills is also to be established and maintained.**

3. If for certain age groups, the players get assigned to different divisions based on skill or athletic ability,

a. Strict measures, like unbiased, independent evaluators rating players and determining division assignments, **are to be taken to maximize objectivity in those assignments.**

b. Strict measures are also to be taken to ensure that, as children get older, they enjoy substantial opportunity to qualify for assignment into the higher skilled division(s). As example, if a 10-12 program were divided on skill lines, the most select division, based objectively on highest skills, might have teams of thirteen players 2-tens, 4-elevens, 7-twelves ensuring that every player will get adequate opportunity to play majors during their years of eligibility. Loading teams up with ten-year-old legacies would deny opportunity to deserving players. Similarly, for an 11-12 program likewise divided on skill lines, teams of thirteen players might carry eight or nine twelve year olds. Ensuring that no fewer than half of the players participate in the more highly skilled division is another necessary measure to effect this provision.

c. No matter what, every player who registers within the publicly announced enrollment period is guaranteed that he or she will play on a team; and

d. A healthy, positive environment where children might normally aspire to play at the highest level is to be created and preserved. Children and families, however, are allowed the right to choose to play at a comfortable level, free from any requirement that they try out for a higher level. In any possible bracketing of players based on skill level, the Board is required to take into consideration the concerns and wishes of those who would be bracketed into the lower level divisions and must absolutely ensure that those players and their families get equal enjoyment out of participating in the program as do the objectively more athletically skilled players. The inability to objectively satisfy this equal enjoyment provision shall require the abandonment of bracketing practices in future seasons.

e. In addition to assuring that the provisions of even treatment enumerated herein are complied with, all NABCLL Directors, Commissioners and Managers shall endeavor to assure as fully as possible that the games and practices are enjoyable to all at all levels and shall cooperate in investigating and remedying any dissatisfactions that may emerge. NABCLL is particularly concerned with maintaining the interest and enjoyment of those young players who are not selected or assigned to higher skill level brackets. Attrition among such players will be carefully monitored and must be considered within the NABCLL objectives in any furtherance of skill bracketing from year to year or to other age division.

4. Out of concern for the skills development of all players and out of equal concern for the enjoyment of the program by all families, for all teams within all age brackets and at all play levels substantially equal playing time (as equal as possible) for all children on the team is REQUIRED, as is substantially equal opportunity to learn and apply a wide range of skills so that all children can improve their skills and advance to higher levels of play. NABCLL, in fact, will make every reasonable effort to ensure compliance with this substantially equal playing time and substantially equal opportunity provision at all levels including at the highest skill levels and the oldest ages.

Greater baseball, softball or athletic skill is never sufficient basis for providing greater playing time to one player over another either from game to game or over the course of the season. Playing rules adopted by the Board and Commissioners will for all age divisions allow the substitution of players for starters and the return of starters to the game in such manner, as to not permit a

manager to in effect change the batting order, but as to allow that each player participates in at least four (4) innings per game and that each plays six innings as frequently as any other unless limiting play or awarding extra time is warranted pursuant to other provisions of this Constitution and Bylaws or rules or guidelines provided by the Board.

As with all provisions detailed here, reasonable effort to ensure compliance with the standards of this section shall include notice and reminder of these requirements to all managers and coaches, as well as specific direction, warning, suspension, and eventual termination of a manager or coach's coaching privileges where such person is found to violate these requirements. However, it shall never include the forfeiture of a game and provides no basis for protesting the outcome of any game.

For instructional, training and development programs like TeeBall and Coach-Pitch this substantially equal opportunity provision affirmatively means that all players shall have the opportunity and encouragement to play all positions and that over any series of games every player shall play approximately the same number of innings in the infield and the same number of innings in the outfield as any other player.

In divisions where the players pitch, the substantially equal opportunity provision does not mean that a manager must put players in positions where they will injure or embarrass themselves, but it does mean that over any series of games and over the course of a season every player shall experience an approximately equal balance of infield play and outfield play and it does mean that a manager ought to give each player who can meet reasonable requirements for a position a practical measure of game time experience to develop at that position, even if there are players with stronger skills. Managers and Division Commissioners are encouraged to use minimal objective standards, which shall be documented and preserved to NABCLL by Division Commissioners and Vice Presidents, to establish "qualification" for a position. For example, but not in law, if a player can throw off the mound six strikes (called by the manager) out of ten pitches at age 11 or 12, that player might reasonably be given an appropriate opportunity to prove himself/herself as a pitcher.

With quality playing time probably the single most contentious issue in youth sports, NABCLL seeks harmony as well as player and parental satisfaction through a completely even distribution of playing time and an as equal as reasonable distribution of playing positions.

5. Arbitrary and discriminatory measures that would determine playing time or access to any program resources are strictly prohibited. Granting preferential treatment to twelve year olds who were selected to the higher league at age ten is an example of such a measure that favors one group and denies equal opportunity to another. Likewise, number of years in the program or as a town resident is also considered such a discriminatory measure.

6. In dealing with children and families the focus is on positive reinforcement and on rewarding positive behaviors. Caution and restraint are to be exercised at all times in applying punitive measures.

Encouragement and positive reinforcement like complimenting a child's play, rewarding him/her with a key position in the batting order for showing good sportsmanship, or an occasional extra inning for strong attendance are preferable to punitive measures. This does not mean there can be no negative consequences for disruptive or bad behavior or for excessively missing games or practices, only that the consequences need be fair, reasonable, deserved, board approved, and uniformly applied.

Participation in other sports and activities to the extent that such participation does not adversely affect commitment to the team is entirely reasonable and unavoidable with children these days. Though encouraging children to give priority to games in one sport over practice in another is helpful, we might more importantly help children grow and mature by helping them learn how to manage and deal with the scheduling conflicts they will inevitably face as adults. Sometimes, merely alternating between sports when game schedules conflict is quite workable; while at other times, a situation like the potential inability of a team to field enough players for a game reasonably deserves priority consideration. We can help children recognize and respond to such situations.

7. NABCLL is inclusive. Everyone's help is welcome. All adults willing to contribute their time and energies are free to become constructively involved, subject only to background checks where applicable and to conformance with NABCLL standards, guidelines, principles, objectives, and requirements as described herein and as may later be expressed by vote of the membership or the organization's Directors. Within that framework, no Director, Division Commissioner, team manager or coach shall arbitrarily turn away help or assistance offered by any Regular Member.

Every measure will be taken to ensure a positive, emotionally healthy climate, free of adult confrontation around children and where all volunteers, players, paid helpers, and fans consistently treat each other with dignity and respect. NABCLL will constantly and continuously seek to deal with adult emotions proactively by addressing all concerns raised and by improving upon measures like IMPACT training for managers, coaches, and parents.

Consumption of judgment impairing substances such as alcoholic beverages or any legally banned substance is specifically prohibited at any NABCLL game or other event involving children. In the event that a person violating this provision does not voluntarily stop such consumption or leave the game or event, all NABCLL Directors, Division Commissioners, umpires and team managers are urged to take whatever lawful means are available to ensure compliance with this provision.

8. Team managers and coaches are required to apply annually for one-year terms and are to be selected in an unbiased but careful fashion including criminal record background checks. Managers and coaches are required to conform to the organization's standards, guidelines, principles, objectives, and requirements as described herein and as may later be expressed by vote of the membership or the organization's Directors. The Board of Directors has the authority, through due process, to discipline or remove a coach for violation of the program's rules and standards or other just cause reasons that are clearly communicated to the coaches in advance of the season.

9. A facilities acquisition and improvement program is to be established and maintained in a sincere effort to ensure that all children of like age groups enjoy substantially the same safety and quality in facilities. NABCLL shall annually make efforts to raise private funds for these purposes and shall work with town's government and capital improvement teams as well as other youth sports organizations to continue making our parks better and safer.

10. Accountability to parents of players is guaranteed and ensured via democratic access to the organization's decision-making bodies. The Board is required to annually solicit client input from parents, volunteers, and players as to NABCLL's performance and potential improvement.

Every regular member is to be allowed the right and opportunity to place any issue of concern on the agenda of the Board of Directors or of any appropriate committee or panel and shall be afforded the reasonable opportunity to speak to and address that issue in front of that Board, committee or panel. Each year, the Board will specifically notify each member, in writing, of the rights and means of members to vote, to raise and pursue issues, and to hold the Board and Officers accountable both through elections and where sufficiently warranted through recall or removal.

Because NABCLL exists for the benefit of its members, the Board will seek to continuously improve its service to all players and their families by the regular use of opinionnaires that measure, among other things, the performance of the Board in discharging its responsibilities to members and players and the performance of Division Commissioners, managers and coaches. The Board will also solicit and heed parental input - from all members - on age divisions and skill-based bracketing and structures as well as on means and voluntarism for program improvements and new program offerings.

11. For the enjoyment of all families and players, NABCLL will take strict measures to ensure balanced competitive teams every season. To the extent possible in all divisions where players pitch, every player is to be re-evaluated each year before players are assigned to teams. The Board of Directors is charged with establishing further means and criteria for the purpose of ensuring balanced competitive teams and must certify that any draft, player selection or player assignment process has met all of the Board's standards for balanced, competitive teams before such team assignment is considered final and before any player is notified of his or her team assignment.

For instructional, training, and developmental programs, like TeeBall and Coach Pitch, players are not evaluated, but the Board is nevertheless required to act reasonably to ensure balanced competitive teams. Accordingly, no coach or manager shall ever be afforded any opportunity to hand pick any players for any team and no Division Commissioner shall knowingly cooperate in any potential hand picking or any process that might potentially create an imbalance in the relative strengths of teams; players will be assigned to teams as randomly as possible, or by neighborhood or any other means acceptable to the board.

12. NABCLL will provide adequate insurances to protect, players, volunteers, Directors, and administrators including:

Players & Volunteers - Accident & General Liability Insurance
Officers & Directors - Legal Liability Insurance

13. Safety First: Safety is a top Priority. A Commissioner level Safety Officer is required. Involvement with one or more national safety programs is also required. NABCLL shall work proactively and diligently to prevent injury and to provide for adequate treatment of injuries that occur to players, managers, coaches, umpires, and fans by providing adequate quantities of first aid supplies at all game and practice sites and by ensuring that games and practices are conducted only under safe conditions.

Before any game can be played or any practice conducted, the Board of Directors and the Safety Commissioner must first establish a set of safety standards limiting on-field activities that are potentially dangerous, requiring the use of certain designated safety equipment, disallowing the use of any equipment or paraphernalia that might present a safety hazard, and for judging the playing conditions of a field.

NABCLL will also work proactively and in cooperation with town government and other organizations within the community to heighten awareness of child health, safety, and behavioral concerns on a broad level.

14. Notwithstanding any further provision for Bylaws modification, the program principles, requirements, attributes and objectives expressed and enumerated within this paragraph and this Appendix, which is incorporated into bylaws by reference within Article II, may be revised, repealed, or amended only by a two-thirds (2/3) vote of the entire regular membership of NABCLL, not merely that segment of the membership that might attend or constitute a quorum for any particular meeting or that might choose to vote on such proposed modification. The provisions of this Article and the referenced Appendix may not be overridden or circumvented in any way, and no further amendment to this Constitution or bylaw that conflicts with any of the provisions of this Article shall be given effect except insofar as that amendment does not conflict with the provisions of this Article. Further, this Constitution and these Bylaws may not be replaced in entirety without fully incorporating this now incorporated appendix within such replacement Constitution and Bylaws. This provision helps ensure that NABCLL holds to its principles, embraces its purpose and continues to operate for the benefit of the whole community.