

# **BYLAWS OF THE LYNNFIELD MEN'S *Over-40* SOFTBALL LEAGUE**

## **ARTICLE I NAME AND OFFICES**

**SECTION 1.** The name of this organization is the Lynnfield Men's Over-40 Softball League, hereafter also referred to as the "Association."

**SECTION 2.** The principal office of the Association in the State of Massachusetts shall be located in the Town of Lynnfield, Essex County.

## **ARTICLE II PURPOSES**

**SECTION 1.** *Purposes of the Association.*

1. Support and advise the active members ("players") of Lynnfield Men's Over-40 Softball
2. Foster a continued spirit of camaraderie by and among current and former players by holding a spring and summer softball league and by conducting activities of a social nature;
3. Provide a means of communication by and among players, coaches, umpires and the league officials
4. Collect membership fees and town assessments from players to support the activities of the Association;
5. Hold the real property of the association in the form of equipment and real assets; and foster the social, and mutual improvement of the members.

## **ARTICLE III BOARD OF DIRECTORS**

**SECTION 1.** *General Powers.* The business and affairs of the Association shall be managed by its Board of Directors.

**SECTION 2.** *Number, Tenure and Qualifications.* The Board of Directors shall have not less than three (3) or more than fifteen (15) Directors, to be elected in accordance with these bylaws. Directors shall hold office for a term of 3 years, with elections to be held at each Annual Meeting, or, and until a successor has been qualified and elected.

**SECTION 3.** *Annual Meetings.* The Association will hold the Annual Meeting of all members, in accordance with Massachusetts law, during the Fall of each year.

**SECTION 4.** *Regular Meetings.* Regular meetings of the Board of Directors shall be held at such times and places as determined by the Commissioner; provided that regular meetings shall be held at least quarterly. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution. Meetings may be held with members actually present, by telephone or via the Internet provided that all persons participating in the meeting can communicate with each other.

**SECTION 5. *Special Meetings of the Board of Directors.*** Special meetings of the Board of Directors may be called by or at the request of any two Directors. Special Meetings shall be held within ten (10) days of the receipt of such request. The Secretary shall fix the date, time and location of such Special Meeting, and shall communicate such information to the Directors no less than seven (7) days prior to such Special Meeting. Notwithstanding the foregoing, in the event of exigent circumstances which require the immediate attention of the Board of Directors, the Commissioner shall be empowered to convene a Special Meeting of the Board of Directors at any time upon such notice is reasonable under the circumstances. In convening such a meeting, the Commissioner and Secretary shall each be required to take reasonable steps to notify each Director of such Special Meeting by telephone, email and/or posting on the Home Page of the Association's website.

**SECTION 6. *Special Meetings of the Association.*** The Secretary, at the request of the Board of Directors, shall call special meetings of all the members of the Association. Such meetings shall be held within forty-five (45) days of the receipt of such request; notice, time and place to be determined by the Board of Directors, or in the absence of action by the Board of Directors, to be determined by the Commissioner. Quorum, right to representation and voting shall be the same as at annual meetings. Members entitled to vote shall be those members who were entitled to vote at the last annual meeting of the members.

**SECTION 7. *Notice.*** Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**SECTION 8. *Quorum.*** A majority of the number of Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If such a Quorum is not possible, three Officers may transact said business acting as an *Executive Committee*, as long as two of the three officers include the Commissioner and Treasurer. If Quorum is an even number, the Commissioner may cast a tie breaking vote if necessary. Meetings may be held with members actually present, by telephone or via the internet provided that all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

**SECTION 9. *Manner of Action.*** The act of the majority of the Directors present at a meeting at which a Quorum is present shall be the act of the Board of Directors. Directors may cast a vote on any matter before the Board of Directors as follows: being physically present at the meeting where the matter is presented, and physically voting yea or nay on the matter; being present at the meeting by telephone or via the internet, and by voicing his vote either yea or nay and confirming such vote by email communication to the Secretary within three (3) days of casting such vote.

**SECTION 10. *Action without a Meeting.*** Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a written resolution, setting forth the action so to be taken, shall be signed before such action by all of the Directors. An email from a Director shall constitute a letter for the purposes of this paragraph. Notice of any action without a meeting shall be given at least one (1) week previous thereto by written notice delivered personally or mailed or emailed to each Director at his preferred physical and/or e-mail address, set forth as prescribed in Article III, Section 5.

**SECTION 11. *Vacancies.*** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors through less than a quorum of the Board of Directors, unless otherwise provided by law. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of Directors.

**SECTION 12. *Presumption of Assent.*** A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the Secretary before the adjournment thereof, or shall forward such dissent by certified mail or via email to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**SECTION 13. *Resignation and Removal of Directors.*** A Director of the Association may resign at any time upon written notice to the Board of Directors. A Director of the Association may be removed by vote of two-thirds of the total membership of the Board of Directors with or without cause, as specified by statute.

**SECTION 14. *Committees.*** The Board of Directors shall have standing committees, headed by an Officer of the Association as follows:

(a) The Development Committee. The Development Committee shall be chaired by the Secretary of the Association, and shall have not less than three (3) directors as members. The Development Committee shall oversee communications and sponsor fundraising efforts for the Association, including the creation of the sponsor promotional materials, acknowledgements, annual report, website, mailed or emailed newsletters, and other general communications to members and donors.

(b) The Field & Recreation Liaison Committee. This Committee shall be chaired by the Assistant Commissioner of the Association, and shall have not less than two (2) directors as members, one being the Equipment Manager. The Field & Recreation Committee shall oversee the field operations of the league, including but not limited to the equipment, the website, field scheduling, field use compliance, oversight and communication with the Lynnfield Field's Director. The Committee will monitor field conditions, and general field operations if applicable. The Field & Recreation Liaison Committee shall ensure compliance with the established rules of conduct set forth by the Town of Lynnfield and the Lynnfield Recreation Commission. The Field & Recreation Liaison Committee shall also develop and periodically update a Capital Improvement Plan and make recommendations to the Board of Directors with respect to repairs, maintenance and capital improvements of the league's equipment.

(d) The Umpire Relations Committee. The Umpire Relations Committee shall be chaired by the Commissioner, and shall have not less than one (1) directors as members. The Umpire Relations Committee shall oversee the ongoing relationship between the league and the umpires; shall foster communications between the two groups and encourage open and constructive dialogue

(e) Other Committees. The Board of Directors may at its discretion create other standing, special, or sub-committees as it sees fit to facilitate the work of the association.

#### **ARTICLE IV OFFICERS**

**SECTION 1. *Number.*** The officers of the Lynnfield Men's Over-40 Softball League shall be a Commissioner, Assistant Commissioner, Treasurer, Secretary (Webmaster), Equipment Manager, and Commissioner Emeritus, who, in conjunction with the Head Coach of each team, shall comprise the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except that of Commissioner. Any two or more offices may be held by the same person; provided, however, that the offices of Commissioner and Treasurer shall not be held by the same person. Officers must be Directors of the Association.

**SECTION 2. *Election and Term of Office.*** The officers of the Association to be elected by the Board of Directors shall be elected by the Board of Directors at the first meeting of the Board of Directors held after each Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office for three years, until his successor has been duly elected, until his death, until he shall resign or shall have been removed in the manner hereinafter provided.

**SECTION 3. *Removal.*** Any officer may be removed by a two-thirds vote of the total membership of the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights, and such appointment shall be terminable at will.

**SECTION 4. *Vacancies.*** A vacancy of any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**SECTION 5. *Commissioner.*** The Commissioner shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board of Directors from time.

**SECTION 6. *Salaries.*** The officers shall receive no salary, but will be entitled to the reimbursement expenses incurred during the transaction of Lynnfield Men's Over-40 Softball League business and approved by the Treasurer and one (1) other officer.

**ARTICLE V**  
**MEMBERSHIP**

**SECTION 1. *Regular membership.*** For one to hold an active membership in the Lynnfield Men's Over-40 Softball League they must be male, be at least 40 years of age during the season of play, a current or former resident of Lynnfield or currently employed in Lynnfield, and in good financial standing with the league. All other persons who may be deemed to be substantially interested in the Association, who currently contribute financial assistance to the Association, or who participate in the work of the Association, shall be eligible for membership, and shall become members and entitled to the rights and privileges thereof upon enrollment by the Secretary under such directions and regulations as may from time to time be provided by the Board of Directors. Exceptions are made regarding the constraint of residency on a case by case basis under the consideration of the Board of Directors.

**SECTION 2. *Honorary membership.*** Any person, who, in the judgment of the Board of Directors, has demonstrated his interest in men's softball, and in the work and purpose of the Association to such an extent as to merit honorary recognition, shall be eligible to and shall become an honorary member upon election by the Board of Directors. Honorary members are not entitled to vote or hold office. Honorary membership shall be for life unless terminated as provided for in these bylaws. A person elected to honorary membership shall also be eligible to regular membership.

**SECTION 3. *Termination of membership.*** Any membership shall be subject to termination and may be terminated at any time, with notice, for reasonable cause only, upon a two-thirds vote of the Board of Directors at a meeting at which a Quorum is present.

**ARTICLE VI**  
**INDEMNIFICATION AND INSURANCE**

**SECTION 1.** The Lynnfield Men's Over-40 Softball League shall indemnify its directors, officers and employees as follows:

- (a) Every director, officer, or agent of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or agent of the Association or is or was serving at the request of the Association as a Director, officer, or agent of the Association, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a Director, officer, or agent at the time such expenses are incurred, except in such cases where the Director, officer, or agent is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Lynnfield Men's Over-40 Softball League.
- (b) The Association shall provide to any person who is or was a Director, officer, or agent of the Association or is or was serving at the request of the Association as a Director, officer, or agent of the Association, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.
- (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI.

**ARTICLE VII**  
**CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**SECTION 1. *Contracts.*** The Board of Directors 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 Association, and such authority may be general or confined to specific instances.

**SECTION 2. *Loans.*** No loans shall be contracted on behalf of the Association, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**SECTION 3. *Checks, Drafts, etc.*** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

**SECTION 4. *Deposits.*** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE VIII  
FISCAL YEAR**

The fiscal year of the Lynnfield Men's Over-40 Softball League shall begin on the 1<sup>st</sup> day of November and end on the 31<sup>st</sup> day of October of each year.

**ARTICLE IX  
DISSOLUTION**

In the event of the dissolution of the Association, the Board of Directors shall, after paying or providing for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in accordance with the Massachusetts Not for Profit Law.

**ARTICLE X  
WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Association under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIII**  
**AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the total membership of the Board of Directors at any regular or special meeting of the Board of Directors.

The above Bylaws are certified to have been adopted by the Board of Directors of the Lynnfield Men's Over-40 Softball League on the 10th day of September 2017.