

BYLAWS OF BETHLEHEM TOMBOYS, INC.

ARTICLE I-OFFICES

The principal office of the Bethlehem Tomboys, Inc. (hereinafter “the League”) shall be in the Town of Bethlehem, County of Albany, State of New York. The League may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the corporation may require.

ARTICLE II-PURPOSE

The purposes for which this League has been organized are as follows:

- (a) To encourage and promote the activity of softball for girls within the Town of Bethlehem, Albany County, State of New York, and adjacent municipalities within the County of Albany, State of New York;
- (b) To establish, organize and implement a league or leagues for softball skill development and competition;
- (c) To cooperate with the Town of Bethlehem, as well as any social or athletic organization or not-for-profit corporation in the furtherance of promoting and providing softball for girls.

ARTICLE III-GOVERNANCE

1. MANAGEMENT OF THE LEAGUE

The League shall be managed by the Board of Directors, which shall consist of not less than three directors or more than 30 directors and up to two player delegates. All directors, except the player delegates, shall be at least 18 years of age. The player delegates shall be elected from the Major Division roster.

The Board of Directors is responsible for establishing all policies for the League. These include, but are not limited to finance, personnel, and program.

2. ELECTION AND TERMS OF DIRECTORS

A person interested in becoming a Director of the League shall apply in writing to the President of the League, or to any other League Officer. The president or League Officer shall present the application to the next regular meeting of the Board of Directors. The Board shall vote to approve or deny the candidacy of the applicant to the Board of Directors. The President shall inform the applicant of the Board’s action, and if the applicant is elected, invite the new Director to the next regular meeting.

Board members shall serve until they resign or are removed by cause.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of directors may be increased or decreased by vote of a majority of all of the directors.

4. STATUS OF DIRECTORS

“Active directors” shall be those directors attending meetings on a regular basis. Active directors shall be eligible to vote on all matters before the board and its committees.

“Inactive directors” shall be all directors who are not on leave, and fail to attend three consecutive board meetings. A director who has achieved “inactive” status may regain “active” status by attending three consecutive board meetings. Inactive directors who fail to attend three consecutive meetings (after achieving inactive status) shall be automatically removed from the board of directors. Inactive directors shall not be eligible to vote on any board or committee matters.

Directors may request a leave of absence for a specific length of time not to exceed 12 months, by giving written notice to the board, the president, or the secretary of the League. Leaves must be approved by the Board of Directors.

5. REMOVAL OF DIRECTORS

Any director may be removed for cause by action of the board. In addition to failure to attend meetings (per section 4 of this Article), such causes include but are not limited to, failure to actively participate on an assigned committee, failure to fulfill responsibilities such as “Director on Duty”, and the like.

6. RESIGNATION

A director may resign at any time by giving written notice to the board, the president or the secretary of the League. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS

Unless otherwise provided in the Certificate of Incorporation, a majority of the active members of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

8. ACTION OF THE BOARD

The vote of a majority of active directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each active director present shall have one vote.

Active Directors may vote by proxy, which shall be in writing, on the following matters:

- a. Removal of Directors;
- b. Amendment of the bylaws;
- c. Election of Officers;
- d. Issues that require a 75% vote of a quorum of the Board of Directors;
- e. Those issues determined suitable for proxy voting at a prior meeting of the Board of Directors.

9. PLACE AND TIME OF REGULAR AND SPECIAL BOARD MEETINGS

The Board may hold its meetings on a monthly basis at a convenient location in Albany County at a recurring day and time agreed upon by the board. Notice of regular meetings shall be given at least twenty-one (21) days in advance of such meeting. Special meetings of the Board shall be held upon notice to the directors and may be called by the president upon at least ten (10) days notice to each director, either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her. Notices of a special meeting shall state the date, time, place and purpose of the meeting.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors.

10. REGULAR ANNUAL MEETING

A regular annual meeting of the board shall be held in October of each year. At this meeting, on alternate years, or whenever there is a vacancy in one or more officer positions, the Board shall elect officers for the coming term.

11. EXECUTIVE COMMITTEE

The Board, by resolution adopted by a majority of the entire board, may designate an executive committee consisting of the four officers; namely, president, vice president, treasurer, and secretary and such other directors as the entire Board of Directors may determine.

12. STANDING COMMITTEES

The Board of Directors may establish standing committees. Each standing committee shall be chaired by an active director who has been appointed by the Executive Committee. Members of the committee need not be a member of the League or a director. Initial standing committees are designated as follows: Finance, Recreation, Travel, Activities, Equipment and Maintenance, Rules and Ad Hoc.

Other standing committees may be designated as the Board of Directors determine.

13. NOMINATING COMMITTEE

In years where officer terms expire, the Board of Directors, at least two months before the annual meeting of the League, shall appoint a three-to-five member Nominating Committee consisting, ideally, of at least one representative from each division. The nominating committee will elect its own chair. The purpose of the nominating committee is to propose a slate of officers for the coming term.

The report of the Nominating Committee shall be transmitted to the voting members along with the notice of the annual meeting.

14. FISCAL YEAR

The fiscal year shall begin October 1 and end on September 30.

ARTICLE IV-OFFICERS

1. OFFICERS, ELECTION, TERM

The officers of the League shall be: president, one or more vice presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. Each officer shall hold office for two years. Each officer may serve no more than two consecutive terms in any one office. At any annual meeting of the Board where one or more officer terms expire, the Board shall elect officers to fill such vacancies. Each officer shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal. The officers shall be voting members of the Board of Directors, except that the President shall vote only to end a tie vote.

2. REMOVAL, RESIGNATION

Any officer elected by the Board may be removed by a majority vote of the entire Board with or without cause. In the event of death, resignation or removal of an officer, the Board, at its discretion, may elect a successor to fill the unexpired term.

3. PRESIDENT

The president shall be the chief executive officer of the League; shall preside at all meetings of the members and of the Board; shall have the general management of the affairs of the League and shall see that all orders and resolutions of the Board are carried into effect. The president shall serve as chairperson of the Executive Committee.

4. VICE PRESIDENTS

During the absence or disability of the president, the vice president or if there are more than one, the executive vice president, shall assume all the powers and functions of the president. Each vice president shall perform such other duties as the Board shall prescribe. The vice president, or if more than one, the executive vice president, will succeed to the Presidency in the event that the President is unable to complete his/her term.

5. TREASURER

The Treasurer shall have care and custody of all the funds and securities of the League, shall deposit all funds in the name of the corporation in such bank or trust company as the Directors may elect, and shall keep full and accurate accounts of receipts and disbursements in the books belonging to the League.

He/she shall disburse the funds of the League as may be authorized by the Directors, taking and preserving proper vouchers for such disbursements. Individual disbursements (i.e. any single invoice, contract, or capital project) shall not exceed Five Thousand Dollars (\$5,000) without specific approval by action of the Board of Directors.

The Treasurer shall render to the President and the Board of Directors at its regular monthly meetings, or when the Directors so require, an account of all his/her transactions as Treasurer and of the financial condition of the corporation; and shall submit for review, within 60 days of the end of the League's fiscal year, a full financial report and all required tax returns.

The Treasurer shall serve as chairperson of the Finance Committee and perform such other duties as assigned to him/her by the Directors or the Executive Committee.

6. CHECKS

All checks, drafts, notes or demands for money shall be signed by either the President or the Treasurer; or such other Officer or Director as the Board of Directors may designate from time to time.

7. ACTING TREASURER

During the absence or disability of the Treasurer, an Acting Treasurer may be designated by the Board and shall have the powers and functions of the Treasurer.

8. SECRETARY

The Secretary shall keep the minutes of the Board of Directors and maintain the reports of the League; shall attend to the giving and serving of all notices of the corporation and shall have charge of such books and papers as the Board of Directors may direct; shall attend to such correspondence as be assigned and perform all the duties incidental to the office; shall keep a membership roll containing the names, alphabetically arranged, of all persons who are directors of the corporation, showing their places of residence and the time when they became members. The Secretary shall keep the Corporate Binder, which consists of the Articles of Incorporation, Minutes of the Annual Meetings, Corporate Resolutions, other legal documents and items designated by the Board of Directors.

9. ACTING SECRETARY

During the absence or disability of the Secretary, an Acting Secretary may be designated by the Board and shall have the powers and functions of the Secretary.

10. SECURITIES AND BONDS

In case the Board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his/her duties to the corporation and including responsibility for negligence and for the accounting of all property, funds or securities of the corporation which may come into its hands.

ARTICLE V-CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these Bylaws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE VI-AMENDMENTS

The by-laws of the Corporation may be amended in accordance with the following procedures:

1. Motions for proposed amendments must be discussed and approved by a majority of the Board of Directors.
2. An approved proposed amendment must be circulated to all members of Board of Directors no later than the Board meeting immediately prior to the meeting at which the final incorporation vote is cast. Copies of the

approved proposed amendment shall be mailed to all Directors not in attendance.

3. Final incorporation of an approved proposed amendment to the by-laws shall require a two-thirds vote of the entire Board of Directors.

ARTICLE VIII - DISSOLUTION OF THE CORPORATION

Dissolution of this corporation may be had upon the affirmative vote of eighty (80) percent of all Board of Directors of the corporation. No vote upon a motion for dissolution of the corporation may be had at the same meeting at which such motion for dissolution is initially made.

Vote on the dissolution of the corporation shall be held on not less than twenty (20) nor more than forty-five (45) days notice after a motion for the dissolution of the corporation has been properly made. The secretary of the corporation, within seven (7) days after such motion being made, will give written notice to every voting member of the corporation regarding such motion, as well as the time and place that a vote on said motion will be held.

Upon dissolution of the corporation, all assets of the corporation, including softball equipment, uniforms, score pads, medical supplies, coaching manuals, rule books and all other items of like nature, together with all cash assets, claims, causes of actions, and any other items of an intangible nature, together with all real property, if any, that the corporation may hereafter acquire, shall be inventoried and given to any other not-for-profit association which operates a softball league for girls, or to any team or number of teams, or leagues or number of leagues involved with girls softball, in such proportions or amounts as the Board of Directors may determine or such other not-for-profit association as the directors may determine.

No asset, whether real or personal, intangible or tangible, owned or acquired by the corporation shall be given by the corporation to any individual or member of the corporation or inure to his benefit.