

# Tewksbury Girls Softball League, Inc. (TGSL)

## Constitution and Bylaws

As Amended on January 20<sup>th</sup>, 2015



### ARTICLE I

#### NAME

The organization shall be know as the Tewksbury Girls Softball League, Incorporated, hereinafter referred to as TGSL.

### ARTICLE II

#### OBJECTIVE

- Section 1. The objective of TGSL shall be to teach softball skills and promote good sportsmanship, honesty, loyalty, courage and respect for authority, so that they will be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens.
- Section 2. To achieve, TGSL will provide a supervised program under the rules of the national Amateur Softball Association, Inc., or any other association approved by the Board of Directors. In accordance with applicable sections of the Federal Internal Revenue Code, TGSL will operate exclusively as a non-profit organization providing a supervised program of competitive softball games.

### ARTICLE III

#### MEMBERSHIP CLASSES

- Section 1. PLAYER MEMBERS. Any player candidate at least five (5) years old by August 31<sup>st</sup> of the current season, who resides within the Town of Tewksbury, shall be eligible to compete in participation but shall have no rights, duties or obligations in the management of TGSL. See Article X, Section 3.
- Section 2. REGULAR MEMBERS. Any person with a vested interest in the furthering the objective of TGSL, may become a Regular Member. To become a Regular Member, one must notify an Executive Board member in writing. These members shall be entitled to vote at all Annual and Special Meetings.
- Section 3. ENROLLMENT. Regular Members must be enrolled by such as by October 1<sup>st</sup> in order to vote at the Annual Meeting.

Section 4. GOOD STANDING. Any member of the Board of Directors who does not perform his/her duties, or fails to attend  $\frac{3}{4}$  of the regularly scheduled meetings within the term of office of the league calendar year, will be subject to dismissal from his/her position.

Section 5. OTHER AFFILIATIONS. Members, whether player or otherwise, shall not be required to be affiliated with another organization or Group to qualify as members of the Local TGSL.

## **ARTICLE IV**

### **SUSPENSION OR TERMINATION**

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

- (a) The Board of Directors, by a vote of 51% of the total Board, may at any duly constituted meeting, have the authority to discipline, suspend, or terminate the membership of any member when the conduct of such person is considered detrimental to the best interests of TGSL and/or TGSL approved association.
- (b) The member involved shall be notified of such meeting, informed of the general nature of the charges and be given the opportunity to appear at the meeting called for such purpose and to present whatever information such member intends to rely upon in his/her behalf.
- (c) The Board of Director shall, in the case of a Player Member, give notice to the manager of the team of which the player is a member. Said manager shall appear with the player before the Board of Directors, which Board shall have full power to suspend or revoke such player's eligibility to participate in the activity of the League. See Article VII, Section 7.

## **ARTICLE V**

### **FEES**

A reasonable Softball League registration fee may be assessed as a parent's obligation to assure the operational continuity of the League, as would be any additional fee implemented by the Town of Tewksbury.

## **ARTICLE VI**

### **MEETINGS**

Section 1. The Annual Meeting of the Regular Members of TGSL shall be held in November of each calendar year for the purpose of electing Directors, receiving reports and conducting other business as may properly come before the meeting. The agenda of the meeting shall be established by the Board.

(a) NOTICE OF MEETING. Notice of the Annual Meeting shall be published in the local media, including the TGSL website at least fourteen (14) days in advance thereof, setting forth the place, time, and purpose of the meeting.

(b) VOTING. Only Regular Voting Members in attendance shall be entitled to vote at any Annual or Special meeting of the TGSL. No person may vote by Proxy.

Section 2. Board of Director MEETINGS. Meetings will be held monthly, scheduled at the President's discretion.

Section 3. RULES OF ORDER. Robert's Rules of Order in the most recent edition shall govern the proceedings of all meetings, except where same conflicts with this Constitution and Bylaws.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

Section 1. BOARD OF DIRECTORS. The management of TGSL shall rest in the Board of Directors. The number of directors shall be sixteen (16) as described below. Each office shall run for a term of two (2) years. The terms of Directors will alternate years as listed below in order to maintain continuity of the management of TGSL.

<u>OFFICE</u>	<u>TERM YEAR</u>
(a) President .....	Even Years
(b) Vice-President .....	Odd Years
(c) Secretary .....	Even Years
(d) Treasurer .....	Odd Years
(e) Director of Senior League .....	Even Years
(f) Director of Intermediate League .....	Odd Years
(g) Director of Junior U10 League .....	Even Years
(h) Director of Junior U8 League .....	Even Years
(i) Director of Instructional Clinic League .....	Annual
(j) Director of Tournament/Travel Teams .....	Odd Years
(k) Director of Safety & Equipment .....	Odd Years
(l) Director of Scheduling .....	Odd Years
(m) Director of Fundraising .....	Even Years
(n) Director of Field Maintenance .....	Even Years
(o) Director of Communications .....	Odd Years
(p) Director of MiddleEssex Summer League .....	Odd Years

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

Section 2. NOMINATION OF DIRECTORS. The names of candidates for election to Director positions identified in the foregoing Section 1 shall be submitted in writing at least two (2) weeks prior to the Annual Meeting.

(a) Any qualified individual may become a member of the Board of Directors provided his/her name is placed in nomination and seconded.

(b) If a majority has not been reached after the first ballot for any position, then the top two (2) vote receivers shall be voted on in subsequent votes.

(c) If after a third ballot, the votes remain tie for any position, the President shall cast two votes.

Section 3. ANNUAL ELECTION AND TERM OF OFFICE. All elections of Directors shall be by majority vote of all voting members present at the Annual Meeting.

Section 4. VACANCIES. If any vacancy occurs in the Board by death, resignation or otherwise, such a vacancy shall be filled within sixty (60) days by a majority vote of the remaining Directors at any regular or special meeting called for the purpose of filling the vacancy for the balance of the term of office.

Section 5. MEETINGS. The President may, when he deems it advisable, call for a special meeting of the Board. Further, the President shall upon the written request of four (4) members of the Board, schedule a special meeting of the Board of Directors not later than seven (7) days following the receipt of such written notice.

Section 6. QUORUM. A majority of the members of the Board of Directors shall constitute a quorum.

Section 7. DUTIES AND POWERS.

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

The Board may adopt such rules and regulations for the conduct and management of TGSL as it may deem proper.

The Board shall have the power, providing a quorum is present, at any regular or special meeting to discipline, suspend or remove any Director, Officer, Committee Member, Manager, Coach, or Player in accordance with the procedure set forth in Article IV herein.

## **ARTICLE VIII**

### **OFFICERS, DUTIES AND POWERS**

Section 1. ELECTION. At the Annual Meeting, all open Board positions will be elected by the membership. Each position will be nominated, seconded, and voted on one at a time.

Section 2. OFFICERS. The officers of TGSL shall consist of a President, a Vice-President, a Secretary, and a Treasurer who shall hold office for their term of elected office or until their successors are duly elected.

The Board of Directors may at any time appoint such other officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office. If at anytime the Board of Directors is unable to fill vacancies, the President, Vice-President, or designee will assume the duties for such position(s) until the position(s) is filled.

Section 3. **PRESIDENT**. The President shall act as the chief executive officer of TGSL and shall be responsible for the enforcement and application of all rules, policies and regulations adopted by the Board, and, further the President shall:

- (a) Conduct the affairs of TGSL and execute the policies established by the Board;
- (b) Present a report of the condition of TGSL at the Annual Meeting;
- (c) Communicate to the Board such matters as he/she deems appropriate, and make suggestions as may tend to promote the welfare of TGSL;
- (d) Be responsible for the conduct of TGSL in strict conformity to the policies, principals, Rules and Regulations of TGSL approved associations as agreed to under the conditions of the charter issued to TGSL by that organization;
- (e) Designate in writing other officers, if necessary, and to have the power to make and execute for and in the name of TGSL, such contracts and leases as may be in the best interest of TGSL;
- (f) Investigate complaints, irregularities and conditions detrimental to TGSL and resolve such in manner as will be in TGSL's best interest, or to report thereon to the Board as circumstances warrant;
- (g) Prepare in conjunction with the Treasurer and submit an Annual Budget to the Board for submission to the Annual Meeting and be responsible for the proper execution thereof;
- (h) With the assistance of the entire Board of Directors, examine the application and supporting proof of age documents of every player candidate and certify such as to proper age and residence eligibility before a player may be accepted for tryouts or league participation.

Section 4. **VICE PRESIDENT**. In the case of absence or disability of the President, and provided he/she is authorized by the President of the Board so to act, the Vice President shall perform the duties of the President; and when so action, shall have all the powers of that office. Further, the Vice President shall be responsible for;

- (a) Organize and orchestrate all aspects of the End of Season Festivities for Senior, Intermediate and Junior U10 Leagues;
- (b) Secure accurate listings of the End of Season Tournament Champions and RunnerUps in each of the following leagues ... Senior, Intermediate and Junior U10. Select and order appropriate trophies for each team to be presented at the conclusion of End of Season.
- (c) Any other duties as assigned by the President or the Board.

Section 5. **SECRETARY**. The Secretary shall:

- (a) Keep the minutes of the meetings of the members, Board of Directors and maintain copies of them in a book to be kept for that purpose;
- (b) Maintain a list of all members, Directors and Committee Members of TGSL, the Board and all committees;
- (c) Prepare in consultation with the coaches throughout TGSL, the results of the games played during the season and have them published in the local newspaper in a timely and professional manner.
- (d) Any other duties as assigned by the President or the Board.

Section 6. **TREASURER**. The Treasurer shall:

- (a) Receive all monies and securities, and deposit same in a depository approved by the Board;
- (b) Keep accurate records for the receipt and disbursement of all monies and securities of TGSL, approve all payments from allotted funds and draw checks therefore;
- (c) Prepare in conjunction with the President, an annual budget for submission to the Board for presentation at the Annual Meeting;
- (d) Provide monthly reports to the Board as to the current status of all TGSL accounts;
- (e) Coordinate the completion of all Federal and State Tax Filings in a timely manner;
- (f) At least every other year, the Treasurer will make available to an independent accountant, the financial records of TGSL in order that such accounts may be audited;
- (g) Perform such duties as are herein specifically set forth as such other duties as are customarily incidental to the office of the Treasurer or may be assigned by the Board.

Section 7. **DIRECTOR OF SENIOR LEAGUE**. The Director shall:

- (a) Review with the Director of Scheduling, the schedule for games and practices for the Senior League;
- (b) Coordinate Senior League Tryouts held in March;
- (c) Help coordinate Senior League team participation in annual Spring Field Clean Up Day;
- (d) Maintain accurate league required statistics throughout the season'
- (e) Serve as a liaison between the Senior League Coaches and the Board;

- (f) Coordinate the ordering of all TGS� Senior Sweatshirts for Players“graduating” from the league. Confirm eligibility of such sweatshirts based on the following criteria: must be fifteen (15) years of age and have played softball in TGS� for at least three (3) years.
- (g) Report any misconduct of any individual, manager, or player, of the Board, or President, for disciplinary action;
- (h) Report any problems with the grounds, playing equipment or supplies to the President, or Board, for remedial action;
- (i) Perform such duties as are customarily incidental to the office of Director of Senior League, or may be assigned from time to time by the Board or by the President, as the case may be.

Section 8. **DIRECTOR OF INTERMEDIATE LEAGUE**. The Director shall:

- (a) Review with the Director of Scheduling, the schedule for games and practices for the Intermediate League;
- (b) Coordinate Intermediate League Tryouts held in March;
- (c) Help coordinate Intermediate League team participation in annual Spring Field Clean Up Day;
- (d) Serve as a liaison between the Intermediate League Coaches and the Board;
- (e) Report any misconduct of any individual, manager, or player, of the Board, or President, for disciplinary action;
- (f) Report any problems with the grounds, playing equipment or supplies to the President, or Board, for remedial action;
- (g) Perform such duties as are customarily incidental to the office of Director of Intermediate League, or may be assigned from time to time by the Board or by the President, as the case may be.

Section 9. **DIRECTOR OF JUNIOR U10 LEAGUE**. The Director shall:

- (a) Review with the Director of Scheduling, the schedule for games and practices for the Junior U10 League;
- (b) Coordinate Junior U10 League Tryouts held in March;
- (c) Help coordinate Junior U10 League team participation in annual Spring Field Clean Up Day;
- (d) Serve as a liaison between the Junior U10 League Coaches and the Board;

- (e) Report any misconduct of any individual, manager, or player, of the Board, or President, for disciplinary action;
- (f) Report any problems with the grounds, playing equipment or supplies to the President, or Board, for remedial action;
- (g) Perform such duties as are customarily incidental to the office of Director of Junior U10 League. Or may be assigned from time to time by the Board or by the President, as the case may be.

Section 10. **DIRECTOR OF JUNIOR U8 LEAGUE.** The Director shall;

- (a) Review with the Director of Scheduling, the schedule for games and practices for the Junior U8 League;
- (b) Review Junior U8 League registrations and assign players to teams;
- (c) Help coordinate Junior U8 League team participation in annual Spring Field Clean Up Day;
- (d) Serve as a liaison between the Junior U8 League Coaches and the Board;
- (e) Report any misconduct of any individual, manager, or player, of the Board, or President, for disciplinary action;
- (f) Report any problems with the grounds, playing equipment or supplies to the President, or Board, for remedial action;
- (g) Coordinate and host all aspects of the End of Season Banquet held for the Junior U8 League in June;
- (h) Perform such duties as are customarily incidental to the office of Director of Junior U8 League, or may be assigned from time to time by the Board or by the President, as the case may be.

Section 11. **DIRECTOR OF INSTRUCTIONAL CLINIC LEAGUE.** The Director shall:

- (a) Review with the Director of Scheduling, the schedule for clinics and games for the Instructional Clinic League;
- (b) Review Instructional Clinic League registrations and assign players to teams as able;
- (c) Help coordinate Instructional Clinic League team participation in annual Spring Field Clean Up Day;
- (d) Serve as a liaison between the Instructional Clinic League Coaches and the Board;
- (e) Report any misconduct of any individual, manager, or player, of the Board, or President, for disciplinary action;



- (f) Report any problems with the grounds, playing equipment or supplies to the President, or Board, for remedial action;
- (g) Coordinate and host all aspects of the End of Season Banquet held for the Instructional Clinic League in June;
- (h) Perform such duties as are customarily incidental to the office of Director of Instructional Clinic League, or may be assigned from time to time by the Board or by the President, as the case may be.

Section 12. **DIRECTOR OF TOURNAMENT/TRAVEL TEAMS**. The Director shall;

- (a) Coordinate travel team tryouts (August) and submit all travel league final rosters to the Board;
- (b) Field all travel coaching applications and make recommendations to the Board for Travel Coach/Manager appointments;
- (c) Coordinate all aspects of Tournaments which are sponsored by TGSL;
- (d) Receive all monies from all fundraising activities and turn them over to the Treasurer along with statement of receipts and disbursements. Ensure the Completion of TGSL Fundraising Forms, submitting such forms to Board in a timely manner;
- (e) Serve as a liaison between the Travel League Coaches and the Board;
- (f) Prepare in consultation with the Director of Scheduling a schedule for practices for the Travel Teams;
- (g) Report any misconduct of any individual, manager, or player, of the Board, or President, for disciplinary action;
- (h) Report any problems with the grounds, playing equipment or supplies to the President, or Board, for remedial action;
- (i) Perform such duties as are customarily incidental to the office of Director of Travel Team League, or may be assigned from time to time by the Board or by the President, as the case may be.

Section 13. **DIRECTOR OF SAFETY AND EQUIPMENT**. The Director shall:

- (a) Maintain an accurate inventory of all league supplies and equipment;
- (b) Coordinate disbursement and subsequent collection of all equipment to teams during their respective seasons;
- (c) Ensure that every TGSL team has a fully stocked first aid kit for use throughout the season, restocking as needed;

- (d) Make recommendations for needed supplies and equipment to the Board;
- (e) Be responsible for the maintenance of such equipment throughout the calendar year;
- (f) Be responsible for ensuring that all equipment shall be in such condition as to permit safe play;
- (g) Serve at the direction of the President, or the Board, as the case may be, and shall perform such other duties as are incidental to the position of the Safety and Equipment Director.

Section 14. **DIRECTOR OF SCHEDULING.** The Director shall:

- (a) Prepare in consultation with Senior, Intermediate, Junior U10, Junior U8, Instructional Clinic, Travel Team (practices), and MiddleEssex Summer League (practices) Coordinator a schedule for games, practices, and umpires for their respective leagues and obtain permits;
- (b) Maintain such schedule throughout each respective season, handling all changes/adjustments needed due to weather or other unforeseen conflicts.

Section 15. **DIRECTOR OF FUNDRAISING.** The Director shall:

- (a) Coordinate all aspects of fundraising for TGSL, inclusive of soliciting sponsors and making recommendations for fundraising activities;
- (b) Serve as a liaison between sponsors and the Board, ensure that sponsor “Thank You” plaques are delivered to sponsors in a timely manner;
- (c) Report to the Board of Directors the general status of all fundraising activities of TGSL;
- (d) Receive all monies from all fundraising activities and turn them over to the Treasurer along with statement of receipts and disbursements.

Section 16. **DIRECTOR OF FIELD MAINTENANCE.** The Director shall:

- (a) Recommend in conjunction with the President and Treasurer, an annual budget for the operation of the TGSL Field of Dreams Complex (FOD) (Livingston Street Softball Complex);
- (b) Schedule and oversee all necessary maintenance operations at the FOD and oversee the execution of said plans;
- (c) Schedule field clean up days in the Spring, and as needed in the Fall;
- (d) Research and recommend to the board, any facilities improvements;

- (e) Serve as a member of the Field Development Committee;
- (f) Act as a liaison between the Tewksbury Recreation Director and the Board to ensure that all playing fields utilized by TGSL shall be in such condition as to permit safe play;
- (g) Serve at the direction of the President, or the Board, as the case may be, and shall perform such other duties as are incidental to the position of the Director of Field Maintenance.

Section 17. **DIRECTOR OF COMMUNICATIONS.** The Director shall:

- (a) Manage all aspects of softball registrations in the In-Town, Travel and MiddleEssex Leagues;
- (b) Maintain League Website and Social Media sites to ensure that all TGSL Communications are up to date and accurate;
- (c) Manage, in conjunction with the President, league wide email communications to TGSL Community;
- (d) Recommend and implement all league publicity;
- (e) Serve at the direction of the President, or the Board, as the case may be, and shall perform such other duties as are incidental to the position of the Director of Communications.

Section 18. **DIRECTOR OF MIDDLE-ESSEX SUMMER LEAGUE.** The Director shall:

- (a) Review team applications, player registrations and arrange team tryouts, if needed;
- (b) Recruit and recommend MiddleEssex coaches for approval by the Board;
- (c) Prepare in consultation with the Director of Scheduling a schedule for practices for the MiddleEssex teams;
- (d) Attend MiddleEssex Softball League Annual General Meeting held in May;
- (e) Coordinate uniform fitting for MiddleEssex League players;
- (f) Coordinate with the Director of Safety and Equipment distribution and return of equipment for MiddleEssex League teams;
- (g) Report any misconduct of any individual, manager, or player, of the Board, or President, for disciplinary action;
- (h) Serve as a liaison between the MiddleEssex League Coaches and the Board;
- (i) Report any problems with the grounds, playing equipment or supplies to the President, or Board, for remedial action;

- (j) Perform such duties as are customarily incidental to the office of Director of MiddleEssex Summer League, or may be assigned from time to time by the Board or by the President, as the case may be.

## **ARTICLE IX**

### **MANAGERS/HEAD COACHES, ASSISTANT COACHES AND UMPIRES**

- Section 1. MANAGERS/HEAD COACHES. Managers/Head Coaches shall be appointed annually by the President, with the approval of the Board, and shall be responsible for the selections of their teams and for such team’s actions on the field. Managers/Head Coaches should be certified by the League-Approved association. The Manager/Head Coach of each individual team shall select their own Assistant Coaches. At which time, they will submit said names to the President of TGSL to be reviewed by himself/herself and the Board for appointment. All Managers/Head Coaches and Assistant Coaches must complete a “Coaching Application” and upon approval by the Board a “CORI Form.”
- Section 2. UMPIRES. Umpires for the Senior and Intermediate Leagues are ASA umpires assigned by the local representative. Student Umpires, trained by TGSL will officiate Junior U10 League games and are assigned by the Director of Scheduling. Junior U8 and Instructional Clinic Leagues do not utilize umpires.

## **ARTICLE X**

### **AFFLIATION**

- Section 1. CHARTER. TGSL shall annually apply for registration with The Amateur Softball Association, Inc. or another League-approved association and do all things necessary to obtain and maintain such registration.
- Section 2. RULES AND REGULATIONS. TGSL will utilize the Official Playing Rules and Regulations as published by the Amateur Softball Association, Inc.
- Section 3. LOCAL TGSL LEAGUE RULES. The local rules of TGSL shall generally be adopted by the Board at a regular or special meeting called for such purpose no less than one (1) month prior to the scheduled first game of the season. Local TGSL League Rules will be provided to every team manager/head coach.

## **ARTICLE XI**

### **FINANCIAL AND ACCOUNTING**

- Section 1. FINANCE. The Board shall decide all matters pertaining to the finances of TGSL and it shall place all income in a common league treasury, directing the expenditure of same in such a manner as will give no individual or team an advantage over those in competition with such individual or team.
- Section 2. CONTRIBUTIONS. TGSL shall not permit the contribution of funds or property to individual teams or players, but shall solicit same for the common treasury, thereby to discourage favoritism and to endeavor to equalize the benefits of TGSL.
- Section 3. COMMON TREASURY. The Board shall not permit the solicitation of funds in the name of Tewksbury Girls Softball, Inc. or in the name of TGSL, unless such funds are placed in the common treasury.
- Section 4. FISCAL YEAR. The fiscal year of TGSL shall begin on the first day of February and shall end on the last day of January.

## **ARTICLE XII**

### **CONFLICT OF INTEREST**

See Appendix 1 - TGSL Conflict of Interest Policy.

## **ARTICLE XIII**

### **DISSOLUTION**

Upon Dissolution of TGSL and after all outstanding debts and claims have been satisfied, the voting members of TGSL shall distribute the property of TGSL in accordance with applicable sections of the Federal Internal Revenue Code. The sections applicable shall be those governing Non-Profit Organizations. No funds or property shall be disbursed to any member of the Board of Directors, managers, or members of TGSL. All disbursements shall be to qualified Non-Profit Organizations.

## **ARTICLE XIV**

### **AMENDMENTS**

The Constitution and ByLaws may be amended, repealed or altered in whole or part by a 51% vote of the voting members in attendance at the Annual Meeting or any special meeting called for that purpose; provided, however notice of such proposed change is given in a timely manner and such proposed change is included in the notice of such meeting.

# Appendix 1

## CONFLICT OF INTEREST POLICY

For

TEWKSBURY GIRLS SOFTBALL LEAGUE, INC. (TGSL)

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We, the undersigned natural persons, acting as the Officers of the Tewksbury Girls Softball League, Inc. (“TGSL”), do adopt the following Conflict of Interest Policy (“Policy”):

### ARTICLE 1. PURPOSE

The purpose of the Policy is to protect the TGSL’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the TGSL or might result in a possible excess benefit transaction. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### ARTICLE 2. DEFINITIONS

2.1 Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

b. A compensation arrangement with the TGSL or with any entity or individual with which the TGSL has a transaction or arrangement; or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with this the TGSL is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article 3, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### ARTICLE 3. PROCEDURES

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interest person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meetings while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the TGSL's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### 3.4 Violations of the Conflict of Interest Policy.

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## ARTICLE 4. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transactions or arrangement, and a record of any votes taken in connection with the proceedings.

## ARTICLE 5. COMPENSATION

a. A voting member of the governing board who receives compensation, directly or indirectly, from the TGSL for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the TGSL for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the TGSL, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## ARTICLE 6. ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the Policy;

- b. Has read and understands the Policy;
- c. Has agreed to comply with the Policy; and

d. Understands the TGSL is charitable and in order to maintain its federal tax exemption is must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### ARTICLE 7. PERIODIC REVIEWS

To ensure the TGSL operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic review shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on the competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the TGSL's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

#### ARTICLE 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article 7, the TGSL may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its' responsibility for ensuring periodic reviews are conducted.





**Tewksbury Girls Softball League, Inc.**  
**(TGSL)**  
**Constitution and Bylaws – Conflict of Interest Policy**


As AMENDED January 20<sup>th</sup>, 2015

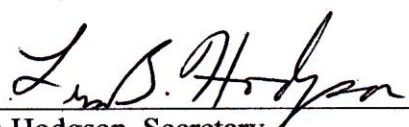
The above Constitution and Bylaws, as well as the Conflict of Interest Policy (Appendix 1) has been reviewed and approved by the members of the Tewksbury Girls Softball League, Inc.

Signed this 20<sup>th</sup> day of January 2015, by the OFFICERS:

  
\_\_\_\_\_  
Maggie Butler, President

  
\_\_\_\_\_  
Mike Bisso, Vice-President

  
\_\_\_\_\_  
Alan Noyes, Treasurer

  
\_\_\_\_\_  
Lisa Hodgson, Secretary