

BYLAWS OF  
LATHAM LASSIES SOFTBALL LEAGUE, INC.  
A NOT-FOR-PROFIT CORPORATION  
P.O. Box 3101, Latham, N.Y. 12110

ARTICLE I. OFFICES

SECTION ONE. PRINCIPAL OFFICE. The principal office of the corporation in the State of New York shall be located in the Town of Colonie, County of Albany.

SECTION TWO. OTHER OFFICES. The corporation may have such other offices, either within or without the County of Albany, State of New York, as the aboard of directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II. MEMBERS

SECTION ONE. CLASSES OF MEMBERS. The corporation shall have one class of members. The designation of such class and the qualifications and rights of the membership of such shall be as follows:

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SECTION TWO. CONFIRMATION OF MEMBERS. Membership shall be automatically confirmed by the verification that the applicant meets all eligibility requirements.

SECTION THREE. VOTING RIGHTS. Each member of the board of directors, officers, managers, coaches, league representatives, and parents of league members present shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION FOUR. TERMINATION OF MEMBERSHIP. The board of directors, by affirmative vote of two-thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member or representative who becomes ineligible for membership or who has been deemed to be a detriment to the organization, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article IX of these bylaws.

SECTION FIVE. RESIGNATION. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION SIX. REINSTATEMENT. On written request signed by a former member and filed with secretary, the board of directors, by the affirmative vote of two-thirds of the members of the board, may reinstate such former member to membership on such terms as the board of directors may deem appropriate.

SECTION SEVEN. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

ARTICLE III. MEETINGS OF MEMBERS

SECTION ONE. ANNUAL MEETINGS. An annual meeting of the members shall be held at a site to be determined, as close as possible to the first Sunday in the month of November in each year, beginning with the year 1989, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual

meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

**SECTION TWO. SPECIAL MEETINGS.** Special meetings of the members may be called by the president, the board of directors, or not less than one-tenth of the members having voting rights.

**SECTION THREE. PLACE OF MEETING.** The board of directors may designate any place, either within or without the State of New York, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of New York; but if all of the members shall meet at any time and place, either within or without the State of New York, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**SECTION FOUR. NOTICE OF MEETINGS.** Written or printed notice stating the place, day, and hour of the annual meeting shall be delivered to all present at the annual awards presentations, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. The awards presentation shall precede the annual meeting by at least seven (7) days. In case of a special meeting or when required by statute or by these by laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

**SECTION FIVE. INFORMAL ACTION BY MEMBERS.** Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**SECTION SIX. QUORUM.** The members holding seventy-five percent (75%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**SECTION SEVEN. PROXIES.** At any meeting of members, a member of the board of directors may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

#### **ARTICLE IV. BOARD OF DIRECTORS/TRUSTEES**

**SECTION ONE. GENERAL POWERS.** The affairs of the corporation shall be managed by its board of directors. Directors need not be members of the corporation.

**SECTION TWO. NUMBER, TENURE, AND QUALIFICATIONS.** The number of directors shall be five. Each director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

**SECTION THREE. REGULAR MEETINGS.** A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place, as the annual meeting of members. The board of directors may provide by resolution the time and place, either within or without the State of New York, for the

holding of additional regular meetings of the board without other notice than such resolution.

**SECTION FOUR. SPECIAL MEETINGS.** Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the state, as the place for holding any special meeting of the board called by them.

**SECTION FIVE. NOTICE.** Notice of any special meeting of the board of directors shall be verbally transmitted to all members of the board of directors as soon as possible after the date and time has been set. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

**SECTION SIX. QUORUM.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**SECTION SEVEN. MANNER OF ACTING.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

**SECTION EIGHT. VACANCIES.** Any vacancy occurring in the board of directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. 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 shall be filled by election at an annual meeting or at a special meeting of members called for that purpose. If no members have the right to vote thereon, the directorship shall be filled by majority vote of the current standing Board of Directors.

**SECTION NINE. COMPENSATION.** Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors any director may be indemnified for expenses and costs, including attorneys' fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such director, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

#### **ARTICLE V. OFFICERS**

**SECTION ONE. OFFICERS.** The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

**SECTION TWO. ELECTION AND TERM OF OFFICE.** The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such

election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

**SECTION THREE. REMOVAL.** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**SECTION FOUR. VACANCIES.** A vacancy in any office, because of death, resignation, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**SECTION FIVE. PRESIDENT.** The president shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the board of directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments that the board of directors have 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 or by statute to some other officer or agent of the corporation; and, in general, he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

**SECTION SIX. VICE-PRESIDENT.** In the absence of the president or in event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions on the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

**SECTION SEVEN. TREASURER.** If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and, in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

**SECTION EIGHT. SECRETARY.** The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

**SECTION NINE. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.** If required by the board of directors, the assistant treasurers shall give bonds for the faithful

discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of directors.

#### ARTICLE VI. COMMITTEES

SECTION ONE. COMMITTEES OF DIRECTORS. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of three or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it or him by law. Each committee of the board is to serve at the pleasure of the board. The designation of any such committee and the delegation thereto of authority does not alone relieve any director of his duty to the corporation.

SECTION TWO. OTHER COMMITTEES. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION THREE. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION FOUR. CHAIRMAN. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

SECTION FIVE. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION SIX. QUORUM. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION SEVEN. RULES. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

#### ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION ONE. CONTRACTS. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION TWO. CHECKS, DRAFTS, OR ORDERS FOR PAYMENT. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

SECTION THREE. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION FOUR. GIFTS. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the corporation.

#### ARTICLE VIII. CERTIFICATES OF MEMBERSHIP

SECTION ONE. CERTIFICATE OF MEMBERSHIP. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. Such certificates shall be signed by the president or vice- and by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the board of directors may determine.

SECTION TWO. ISSUANCE OF CERTIFICATES. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section One of this Article VIII.

#### ARTICLE IX. DUES

SECTION ONE. ANNUAL DUES. The board of directors may determine from time to time the amount of initiation fee, if any, and annual dues, payable to the corporation by members of each class.

SECTION TWO. PAYMENT OF DUES. Dues shall be payable in advance of the first day of play in each competitive year. Dues may be waived by the board of directors if it is determined that a hardship exists.

SECTION THREE. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of any class shall be in default in the payment of dues for a period of two months from the beginning of the fiscal year or period in which such dues become payable, his membership may thereupon be terminated by the board of directors in the manner provided in Article II of these bylaws.

#### ARTICLE X. MISCELLANEOUS

SECTION ONE. BOOKS AND RECORDS. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the office a list or record containing the names and addresses of all members, the class or classes or membership or capital certificates and

the number of capital certificates held by each and the dates when they respectively became the holders of record thereof.

Any person who shall have been a member of record of the corporation for at least six months immediately preceding his demand upon at least five days written demand shall have the right to examine in person or by agent or attorney, during usual business hours, its minutes of the proceedings of its members and list or record of members and to make extracts therefrom.

SECTION TWO. FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

SECTION THREE. CORPORATE SEAL. The board of directors shall provide a corporate seal, which shall be entrusted to the secretary of the corporation.

SECTION FOUR. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the New York Not-for-Profit Corporation Law or under the provisions of the certificate of incorporation or the bylaws of the corporation, 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 XI. AMENDMENTS

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SECTION ONE. POWER OF MEMBERS TO AMEND BYLAWS. The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of two-thirds majority of the board of directors.

September 1, 1989

The bylaws contained herein have been unanimously adopted by the Board of Directors of the Latham Lassies Softball League, Inc. on August 31, 1989.

Ronald J. Tenczar

Treasurer