

BYLAWS
OF
EPPING YOUTH ATHLETIC ASSOCIATION

Epping Youth Athletic Association: Bylaws

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BYLAWS OF Epping Youth Athletic Association

ARTICLE I. INTRODUCTION

Section 1.1 Purpose of Bylaws

These Bylaws address the issues of organizational structure and management identified in the foregoing Table of Contents.

Except as provided in these Bylaws, in the Articles of Agreement of the Association, and in other documents reflecting proper Member and Director action, the provisions of the NH RSA 292 (Voluntary Corporations) shall govern all matters relating to the structure and management of the Association, including, among other things:

- a. the rights and duties of Members as among each other and in relation to the Association, including the right of Members to inspect and copy records of the Association; and
- b. Member qualifications, meetings and votes; and
- c. Director qualifications, meetings and votes; and
- d. the indemnification by the Association of Directors and Officers; and
- e. other structural and management issues, including amendment of the Articles of Agreement and these Bylaws.

Section 1.2 Name of Association

The name of the Association shall be Epping Youth Athletic Association (hereinafter known as "the Association" or "EYAA").

Section 1.3 Purpose of Association

- a. to provide the youth of Epping, New Hampshire with athletic and social activities that will provide and promote healthy bodies, keen minds, and fair minded competitive attitudes which will prepare them for productive adult lives as citizens of our community, state and nation; to specifically provide a baseball program, basketball program, soccer program, softball program or any other athletic program developed by the Association; and
- b. to make distributions to organizations that qualify as exempt organizations under Section

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501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and

- c. to conduct any other purposes permitted by law and which are exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 1.4 Principal and Registered Office, Agent

The Principle Office of the Association shall be located at the place designated in the most recent Annual Meeting of the Members. The Board of Directors may change the location of the Association's Principal Office from time to time upon reasonable notice to the Members. The Association shall maintain at its Principal Office, a copy of the corporate records specified by these Bylaws.

The Registered Office of the Association required by law to be maintained in the State of New Hampshire may, but need not, be identical with the Principal Office. The Association shall maintain a registered agent whose office is identical with the Registered Office. The Association may change its Registered Office or registered agent from time to time in the manner required by law.

The Association may have offices at such other places within the State of New Hampshire as the Board of Directors from time to time may determine or as the affairs of the Association may require.

ARTICLE II. MEMBERS AND MEMBER RIGHTS

Section 2.1 Membership Qualifications

The Members of the Association shall consist of any person as follows:

- a. Any child currently registered in any Association activity;
- b. Any person 18 years of age or older who is a parent or guardian of a child currently registered in any Association program;
- c. Any adult volunteer approved by the majority consent of the Board of Directors;
- d. Any adult volunteer approved by the majority consent of the Members present at any annual Meeting or at any Special Meeting of the Members called for that purpose, provided that proper notice of said meeting shall be given.

Section 2.2 Term of Membership

Any Member who is eligible as a Member under section 2.1 shall remain a Member until the

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end of the Association's Fiscal Year or until the next Annual Meeting of the Members whichever date is later.

Section 2.3 Removal of Members

Notwithstanding any provision of these Bylaws to the contrary, any Member may be removed from Membership for conduct deemed prejudicial to this Association by a two third (2/3rd) majority vote of the Members present at any Annual Meeting or at any Special Meeting of the Members called for the purpose, provided, that such Member shall have first been served with written notice of the accusations against him, and shall have been given an opportunity to produce his witness, if any, to be heard, at the meeting at which such vote is taken.

Section 2.4 Monthly Meetings

Regular Monthly Meetings of Members will be held on the Second (2nd) Monday of every month. The time and place of the regular Monthly Meeting may be changed as the Board of Directors from time to time may determine or as the affairs of the Association may require provided proper notice is given to the Members.

All Monthly Meetings shall be open to the general public.

Section 2.5 Special Meetings

Special Meetings of the Members may be held as necessary, but cannot be held unless forty-eight (48) hours prior notice is given to Members and unless one of the following occurs:

- a. the Special Meeting is called by the President; or
- b. the Special Meeting is called by the majority consent of the Board of Directors; or
- c. the Special Meeting is called by at least one-tenth (1/10th) of the Members entitled to vote.

Section 2.6 Notice of Special Meeting of Members

At least forty-eight (48) hours prior to the date fixed for the holding of any Special Meeting of Members, the written notice of the time, place and purposes of such meeting shall be ~~submitted in at least one local newspaper and submitted for telecast on EPTV Channel 22 (or whatever other channel is available for Epping Public Television or community broadcasts at that time).~~ posted at EYAA.org and emailed to all members.

Section 2.7 Member Voting Rights

Any Member as defined by Sections 2.1.b, 2.1.c and 2.1.d shall, at every Meeting of the Members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote.

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Section 2.8 Time of Annual Meeting of Members

An Annual Meeting of the Members shall be held in each year on the Second (2nd) Monday in October.

Section 2.9 Notice of Annual Meeting of Members

At least forty-eight (48) hours prior to the date fixed by Section 2.8 of this article for the holding of the Annual Meeting of the Members written notice of the time, place and purposes of such meeting shall be ~~submitted in at least one local newspaper and submitted for telecast on EPTV Channel 22 (or whatever other channel is available for Epping Public Television of community broadcasts at that time)-~~ posted at EYAA.org and emailed to all members.

Section 2.10 Delayed Annual Meeting

If, for any reason, the Annual Meeting of the Members shall not be on the day herein designated, such meeting may be called and held as a Special Meeting, and the same proceedings may be had there as at an Annual Meeting, provided that the notice of such meeting shall be the same herein required for the Annual Meeting, namely, not less than forty-eight (48) hours notice.

Section 2.11 Order of Business at Annual Meeting

The order of business at the Annual Meeting of the Members shall be as follows:

- a. ~~Roll call;~~
- b. ~~Reading notice and proof of mailing;~~
- c. Reading of minutes of last preceding meeting;
- d. Report of President;
- e. Report of Secretary;
- f. Report of Treasurer;
- g. Election of Directors;
- h. Transaction of other business mentioned in the notice;
- i. Adjournment; and

provided that, in the absence of any objection, the presiding Officer may vary the order of business at discretion.

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Section 2.12 Elected Positions

Subject to Section 3.2, only parents/guardians or adult volunteers with one year of volunteer experience may hold elected office.

Section 2.13 Appointed Positions

Any adult member of the Association may hold any appointed position.

Section 2.14 Quorum of Members

Presence in person, or by proxy, of any Members at any meeting of the Members shall constitute a quorum, provided all members of the Board of Directors are present in person or by proxy and provided that proper notice was given to all Members.

Section 2.15 Proxies

No proxy shall be deemed operative unless and until signed by the Member and filed with the Association. In the absence of limitation to the contrary contained in the proxy, the same shall extend to all meetings of the Members and shall remain in force one year from its date, and no longer.

Section 2.16 Inspectors

Whenever any person entitled to vote at a meeting of the Members shall request the appointment of inspectors, a majority of the Members present at such meeting and entitled to vote at such meeting shall appoint not more than three inspectors, who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either upon the election or the decision of any question and shall determine the result. Their certificate of any vote shall be prima facie evidence thereof.

ARTICLE III. DIRECTORS

Section 3.1 General Power of Directors

All of the business, property and affairs of the Association shall be managed by, and under the authority of, the Board of Directors.

Section 3.2 Number, Tenure and Qualification

In accordance with the NH RSA 292: 6-a, and in interest of encouraging diversity of discussion, connection with the public and public confidence, the Board of Directors of the Association shall have

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at least five (5) voting Members, who are not of the same immediate family or related by blood or marriage. No employee of the Association shall hold the position of Chairperson or presiding Officer of the Board.

From the date of his or her election/appointment, each Director shall hold office until the next Annual Meeting of the Members or until his or her successor is elected and qualified.

No Director shall miss two (2) consecutive Monthly Meetings without just cause. Any Director who misses two (2) consecutive Monthly Meetings without just cause shall be subject to review by the remaining Directors and possible removal provided that two-thirds (2/3rd) majority of the remaining Directors so agree.

Section 3.3 Classification of Directors

In addition to their responsibility as Directors, each of the Directors shall hold office as an Officer of the Association as follows:

- a. President;
- b. Vice-President;
- c. Treasurer;
- d. Secretary; and
- e. Fundraiser Chairperson.

The authority and responsibility of the Officers are described in Article IV.

Section 3.4 Election

Nominations for Directors/Officers shall be accepted at the Monthly Meeting of the Members held in September.

The election of Directors/Officers shall be held at the Annual Meeting of the Members held in October.

The elected positions shall be: President, Vice-President, Treasurer, Secretary, and Fundraiser Chairperson. All Members as defined in Sections 2.1b, 2.1c and 2.1d are eligible to vote. Subject to Section 2.12, all Member as defined in Sections 2.1b, 2.1c and 2.1d are eligible to hold office if elected or appointed as hereinafter provided. All nominations must be made and seconded from the floor of the meeting by an EYAA Member. A tie vote will be resolved by re-balloting between the tied nominees. All elections shall be by secret ballot, unless determined by unanimous choice of the Members. The newly elected Director/Officer shall assume office following the conclusion of all old business at the November meeting of the Members and hold said office for one (1) year until the next

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Annual Meeting of the Members or until his or her succession is elected and qualified.

Section 3.5 Vacancies

Vacancies in the Board of Directors shall be filled by appointment made a two-third (2/3rd) consent of the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until his successor has been elected by the Members, who may make such election at their next Annual Meeting or at any Special Meeting duly called for that purpose.

Section 3.6 Action by Unanimous Written Consent

If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Association such action shall be a valid action as though it had been authorized at a meeting of the Board of Directors.

Section 3.7 Power to Make Bylaws

Subject to Article XI and in accordance with NH RSA 292:6, the Board of Directors shall have power to make and alter any Bylaw of Bylaws subject to repeal or change by a two-third (2/3rd) majority consent of the Members. The Board shall not make or alter any Bylaw or Bylaws fixing the qualifications, classifications or term of office of any Directors of the then existing Board without the two-third (2/3rd) consent of the Members at a Meeting of the Members where proper notice has been given.

Section 3.8 Power to Appoint Other Officers and Agents

The Board of Directors shall have power to appoint such other Officers and Agents as the Board may deem necessary for transaction of the business of the Association.

Section 3.9 Removal of Officers of Agents

Any appointed Officer or Agent may be removed by the Board of Directors whenever, in the judgment of the Board, the business interests of the Association will be served thereby.

Section 3.10 Power to Fill Vacancies

The Board shall have power to fill any vacancy in any office occurring from any reason whatsoever.

Section 3.11 Delegation of Powers

For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any Officer to any other Officer or Director, but no Officer or Director shall execute, acknowledge or verify any instrument in

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more than one capacity.

Section 3.12 Power to Appoint Executive Committee

The Board of Directors shall have power to appoint by resolution an Executive Committee composed of two or more Directors who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Association between meetings of the Board.

Section 3.13 Power to Require Bonds

The Board of Directors may require any Officer or Agent to file with the Association a satisfactory bond conditioned for faithful performance of his duties.

Section 3.14 Compensation

~~The compensation of Directors, Officers and Agents may be fixed by the Board. There will be no compensation for Directors, Officers and/or Agents.~~

Section 3.15 Organization Meeting of Board

At the place of holding the Annual Meeting of the Members and immediately following that meeting, the Board of Directors as constituted upon final adjournment of such Annual Meeting shall convene for the purpose of appointing Officers and transacting any other business properly brought before it, provided, that the Organization Meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the Directors of such new Board.

Section 3.16 Regular Meetings of Board

Regular meetings of the Board of Directors shall be held not less frequently than once in each month at such time and place as the Board of Directors shall determine.

At the option of the Board of Directors, the regular meeting of the Board of Directors and the Monthly Meeting of the Members may be conducted concurrently as a joint meeting.

Section 3.17 Special Meetings of Board

Special meetings of the Board of Directors may be called by the President at any time by means of such written notice by email of the time, place and purpose thereof to each Director as the President in his discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as herein provided.

Section 3.18 Notices and Mailing

No notice of a regularly scheduled Meeting of the Board of Directors shall be required. At least

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forty-eight (48) hours prior to the date fixed for any Special Meeting of the Board of Directors written notice of the time and place of such Special Meeting shall be emailed to every Director. Any business mentioned in the notice shall be transacted at such Special Meeting. No notice of the Meeting of the Board of Directors shall be required to be given to Members unless the Meeting of the Board of Directors and the Monthly Meeting of the Members are to be conducted concurrently as a Joint Meeting.

Section 3.19 Waiver of Notice

Notice of the time, place and purpose of any meeting of the Board of Directors, may be waived by ~~telegram, radiogram, cablegram or other writing~~ email, either before or after such meeting has been held.

Section 3.20 Quorum of Directors

Presence in person of three (3) Directors shall constitute a quorum at any Meeting of the Board of Directors, provided proper notice of said Meeting was given.

ARTICLE IV. ELECTED OFFICERS

Section 4.1 President

The President shall be elected by the Members of the Association at the Annual Meeting of the Members. The President shall be a Director and the Chief Executive Officer of the Association. The President shall preside over all meetings of the Board of Directors and of the Members. The President shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an ex-officio Member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of an Association. The President also has the authority to sign checks in the absence of the Treasurer. The President has the authority to organize committees for all functions. The President will act as representative of Association. The President may fill, by temporary appointment, by simple majority of the Board, any elected or appointed position vacated for any reason. The President will assume additional responsibilities as they arise.

Section 4.2 Vice-President

The Vice President shall be elected by the Members of the Association at the Annual Meeting of the Members. The Vice President will assume all responsibilities of the President in his or her absence. The Vice President will coordinate and supervise all sports activities. The Vice President will assume additional responsibilities as they arise.

Section 4.3 Secretary

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The Secretary shall be elected by the Members of the Association at the Annual Meeting of the Members. The Secretary shall attend all meetings of the Members and of the Board of Directors, and shall preserve in books of the Association true minutes of the proceedings of all such meetings. The Secretary shall safely keep in his or her custody the seal of the Association and shall have authority to affix the same to all instruments where its use is required. The Secretary shall have all notices required by statute, by law or resolution. The Secretary shall perform such other duties as may be delegated to him or her by the Board of Directors. The Secretary shall handle all incoming and outgoing correspondence. The Secretary will serve as publicity Director. The Secretary will assume any additional responsibilities as they arise.

Section 4.4 Treasurer

The Treasurer shall be elected by the Members of the Association at the Annual Meeting of the Members. The Treasurer shall be a Director of the Association. The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all monies, securities and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all his or her transactions as Treasurer and of the financial conditions of the Association.

If required by the Board the Treasurer shall deliver to the President of the Association, and shall keep in force, a bond in form, amount and with a surety or securities satisfactory to the Board, conditioned for faithful performance of the duties of his or her office, and for restoration to the Association in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control belonging to the Association. The Treasurer shall prepare and sign all checks. The Treasurer shall carry out all fiscal policies. The Treasurer shall delegate responsibility for fun expenditures related to any specific program.

Notwithstanding any of the foregoing, individual expenditures shall not exceed \$200 without approval of the President. Expenditures over \$500 will be presented in advance to the Board of Directors for approval without exception.

The Treasurer will assume responsibilities of President in the absence of President and Vice-President. The Treasurer will assume additional responsibilities as they arise.

ARTICLE V. APPOINTED OFFICERS

Section 5.1 Power to Make Appointments

In accordance with Section 3.8 of these Bylaws, the Board of Directors shall appoint the

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following Officers of the Association.

- a. Director of Baseball;
- b. Director of Basketball;
- c. Director of Soccer; ~~and~~ and
- d. ~~Director of Bingo.~~ Director of Softball
- e. Director of Concessions

Section 5.1 Director of Baseball

- a. The Director of Baseball shall supervise and coordinate the entire baseball program.
- b. The Director of Baseball shall not have any purchasing authority unless prior approval by the Treasurer as defined by Section 4.4.
- c. The Director of Baseball shall appoint the following representatives to assist him or her:
 - (i) ~~AAA League Major~~ Representative
 - (ii) ~~AA League Minor~~ Representative
 - (iii) Rookie League Representative
 - (iv) T-Ball Representative
 - (v) ~~Softball Representative~~
- d. ~~The Director of Baseball shall submit an annual budget to the Board of Directors by the second (2nd) Monthly Meeting of the Members following the close of the regular season.~~ The Director of Baseball shall have the responsibility for the collection, the inventory and the condition of all the equipment in the program.
- e. The Director of baseball shall submit an inventory form following the close of the season no later than the second (2nd) Monthly Meeting of the Members.
- f. The Director of Baseball shall appoint, subject to Section 5.6, all managers/coaches for each team (one (1) manager, two (2) coaches and a scorekeeper).
- g. The Director of Baseball shall have such other duties and responsibilities as required.

Section 5.2 Director of Softball

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- a. The Director of Softball shall supervise and coordinate the entire softball program.
- b. The Director of Softball shall not have any purchasing authority unless prior approval by the Treasurer as defined by Section 4.4.
- c. The Director of Softball shall appoint the following representatives to assist him or her:
 - (i) U12 and above Representative
 - (ii) U10 Representative
 - (iii) U8 Representative
- d. The Director of Softball shall have the responsibility for the collection, the inventory and the condition of all the equipment in the program.
- e. The Director of Softball shall submit an inventory form following the close of the season no later than the second (2nd) Monthly Meeting of the Members.
- f. The Director of Softball shall appoint, subject to Section 5.6, all managers/coaches for each team (one (1) manager, two (2) coaches and a scorekeeper).
- g. The Director of Softball shall have such other duties and responsibilities as required.

Section 5.3 Director of Basketball

- a. The Director of Basketball shall supervise and coordinate the entire basketball program.
- b. The Director of Basketball shall not have any purchasing authority unless prior approval by the treasurer as defined by Section 4.4.
- c. The Director of Basketball will appoint the following representatives to assist him/her:
 - (i) ~~AAA League Representative~~ Kindergarten Representative
 - (ii) ~~AA League Representative~~ 1-2 Representative
 - (iii) ~~Peewee League Representative~~ 3-8 Representative

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- d. ~~The Director of Basketball shall submit an annual budget to the Board of Directors by the second (2nd) Monthly Meeting of the Members following the close of the regular season.~~ The Director of Basketball shall also have the responsibility for the collection, the inventory and the condition of all the equipment in the program.
- e. The Director of Basketball shall submit an inventory form following the close of the season no later than the second (2nd) Monthly Meeting of the Members.
- f. The Director of Basketball shall appoint, subject to Section 5.6, two (2) coaches for each team.
- g. The Director of Basketball shall have all other duties and responsibilities as may be required.

Section 5.4 Director of Soccer

- a. The Director of Soccer shall supervise and coordinate the entire soccer program.
- b. The Director of Soccer shall not have any purchasing authority unless prior approval by the treasurer as defined by Section 4.4.
- c. ~~The Director of Soccer shall submit an annual budget to the Board of Directors by the second (2nd) Monthly Meeting of the Members following the close of the regular season.~~ The Director of Soccer shall also have the responsibility for the collection, the inventory and the condition of all the equipment in the program.
- d. The Director of Soccer shall submit an EYAA inventory form following the close of the season no later than the second (2nd) Monthly Meeting of the Members.
- e. The Director of Soccer shall appoint all coaches, subject to Section 5.6.
- f. The Director of Soccer shall have all other duties and responsibilities as required.

Section 5.5 Director of Bingo

~~The Director of Bingo shall be appointed by the Members of the Board of Directors. The Director of Bingo will supervise and coordinate the entire Bingo program. The Director of Bingo's responsibilities shall be as follows:~~

- ~~a. To submit a monthly financial report of Bingo operation~~
- ~~b. To submit a monthly financial statement and Lucky 7 Statement~~
- ~~c. To acquire a monthly charitable organization license from the State of New Hampshire~~

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~~d. To submit an annual financial report~~

~~The Director of Bingo will appoint the following representatives to assist him or her:~~

~~a. Bingo Treasurer~~

~~b. Bingo Concession Director~~

~~c. Bingo Ticket Sales Director~~

~~The purchasing authority of the Director of Bingo shall be as required with the joint approval of the President and Treasurer but will be limited to three thousand dollars (\$3000) without Board of Director approval (excluding prize awards).~~

Section 5.6-5 Coach Qualifications

At no time shall an individual under the age of eighteen (18) years be permitted to be a Head Coach or an Assistant Coach in any form. All coaches must submit to criminal background check.

ARTICLE VI. ASSOCIATION RECORDS

Section 6.1 Records to be Maintained by Association

- a. Records of Members and Director Meetings, etc. The Association shall keep as permanent records (i) minutes of all meetings of its Members and Board of Directors; (ii) records of all actions taken by the Members or Board of Directors without a meeting; and (iii) records of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Association.
- b. Accounting Records. The Association shall maintain appropriate accounting records.
- c. Records of Members. The Association or its agent shall maintain a record of its Members in a form that permits preparation of a list of the names and addresses of all Members.
- d. Manner of Maintaining Records. The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- e. Records to be Maintained at Principal Office. The Association shall keep a copy of the following records at its Principal Office:

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- (i) Its Articles or restated Articles of Agreement and all amendments to them currently in effect;
- (ii) Its Bylaws or restated Bylaws and all amendments to them currently in effect;
- (iii) The minutes of all Meetings of the Board of Directors and the records of all "Actions by Consent" taken by the Board of Directors without a meeting for the past three (3) years;
- (iv) The minutes of all Members Meetings for the past three (3) years;
- (v) All written communications to Members generally within the past three (3) years, including the financial statements furnished for the past three (3) years;
- (vi) A list of the names and business addresses of its current Directors and Officers;
- (vii) Its most recent annual report delivered to the Secretary of State;
- (viii) Accounting records of the Association; and
- (ix) Records concerning the identity and address of its Members.

Section 6.2 Inspection of Records by Members

- a. Right of Member to Inspect Records. A Member of the Association is entitled to inspect and copy, during regular business hours at the Association's Principal Office, any of the records of the Association described in Section 6.1(e) of these Bylaws if the Member gives the Association written notice of his or her intent to do so at least five (5) business days before the date on which he or she wishes to do so.
- b. Conditions for Exercise of Right to Inspect Association Records. A Member may inspect and copy the records described in subsection (a) only if:
 - (i) The Member's notice is in writing, is made in good faith and states a proper purpose;
 - (ii) The Member describes with reasonable particularity his or her purpose and the records he or she desires to inspect; and
 - (iii) The records are directly connected with the shareholder's purpose.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS & OFFICERS

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Section 7.1 Liability for debts of Association.

No member, director, officer, Employee or Agent of the Association shall be liable for any debt or other liability of the Association.

Section 7.2 General Indemnification.

To the extent permitted by law in NH RSA 293-A:8.50 to 8.58, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the act that he is or was a Director, Officer, Employee or Agent of the Association against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action of proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit of proceeding by judgment, order, settlement, convictions, or upon a plea of nolo contendere or it's equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonable believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 7.3 Exceptions to Indemnification.

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the Association to procedure a judgment in its favor by reason of the fact that he is or was a Director, Officer, Employee or Agent of the Association against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such a person shall have been adjudged to be liable for:

- a. Any negligence or misconduct in the performance of his duty to the Association or its Members;
- b. Any breach of the Director's, Officer's, Employee's or Agent's duty of loyalty to the Association or its Members;
- c. Any acts or omissions which are not in good faith or which involved intentional misconduct or a knowing violation of law;
- d. Any transaction from which the Director, Officer, Employee or Agent derived an

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improper personal benefit, whether or not involving action in his or her official capacity in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her; or

- e. Any proceeding by or in the right of the Association in which the Director, Officer, Employee or Agent was adjudged liable to the Association; and

unless and only to the extent that a Court of appropriate jurisdiction of the State of New Hampshire, or the Court in which such action or suit was brought, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which said court of the State of New Hampshire or such other court shall deem proper.

Section 7.4 Reimbursement of Defense Expenses

To the extent that any person referred to in section 7.2 & 7.3 has been successful on the merits of otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

Section 7.5 Determination of Board

Any indemnification under this Section (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, Officer, Employee or Agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Section. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in written opinion, or (c) by the Members.

Section 7.6 Defense Expense Advances

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, Employee or Agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as provided in this Article.

Section 7.7 Continuation of Indemnification

The indemnification provided by this Article shall continue as to a person who has ceased to be a Director, Officer, Employee or Agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

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Section 7.8 Insurance

The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee or Agent of the Association, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 7.9 Consolidations and Mergers

For the purpose of this Article, references to "the Association" shall include all constituent Associations absorbed in a consolidation or merger as well as the resulting or surviving Association so that any person who is or was a Director, Officer, Employee or Agent of such a constituent association or is or was serving at the request of such constituent association as a director, officer, employee or agent of another association shall stand in the same position under the provisions of this Article with respect to the resulting or surviving association as he would if he had served the resulting or surviving Association in the same capacity.

Section 7.10 Bodily Injury, Personal Injury & Property Damage

To the extent permitted by law in NH ESA 508:16 no Director, Employee, Officer or Agent shall be liable for damages for bodily injury, personal injury, or property damage if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the charitable purpose of the Association.

Section 7.11 Other Conditions of Limitation of Indemnity

Notwithstanding any other rights of indemnification given in this Article, said rights of indemnification shall be conditioned upon the following actions by the Director, Employee, Officer and Agent of the Association:

- a. The signing of the Director, Employee, Officer, or Agent of a written indemnification agreement with the Association;
- b. An agreement by the Director, Employee, Officer, or Agent to hold the Association harmless of and from any and all demand, claims, causes in action, losses, damages, costs or expenses;
- c. An agreement by the Director, Employee, Officer, or Agent to promptly give notice to the Association with twenty (20) days of any claim, cause of action, loss, damage, costs or expenses after the date of discovery.
- d. An agreement by the Director, Employee, Officer or Agent for a period of one hundred eighty (180) days after notice is given, to allow the Association at its sole discretion, to satisfy the amount of any demand, claim or cause of action against the Director,

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Employee, Officer or Agent and an agreement that during said one hundred eighty (180) day period, the Director, Employee, Officer or Agent may not independently satisfy the amount of any demand, claim or cause of action unless otherwise approved by the Association in writing.

- e. An agreement by the Director, Employee, Officer, or Agent that any legal fees, costs or expenses incurred by the Director, Employees, Officer or Agent without the written approval of the Association, before the expiration of the one hundred eighty (180) day period, shall be the sole responsibility of the Director, Office, Employee or Agent and shall not be indemnified by the Association.

ARTICLE VIII. EARNINGS, DIVIDENDS & DISTRIBUTIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth in Article I hereof.

ARTICLE IX. NON-EXEMPT ACTIVITIES

Section 9.1 Political Activities

No substantial part of the activities of the Association shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code, and the Association shall not participate in, or intervene in (including the publishing, broadcasting or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 9.2 General Limitation

Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 9.3 Nondiscriminatory Policy

The Association shall not discriminate on the basis of race, color, nationality, religion or ethnic origin in the administration of its hiring policies, educational policies, admissions policies, scholarship and loan programs, or other administered programs.

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ARTICLE X. DISSOLUTION OF ASSOCIATION

Section 10.0 Dissolution of Association

In accordance with NH RSA 292:10-a the Association may be dissolved by a resolution to dissolve by the Board of Directors and upon receiving the consent to dissolve of a two thirds (2/3rd) majority of the Members.

Section 10.2 Distribution of Assets

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of by a Court of Competent Jurisdiction of the County in which the Principal Office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 10.3 Distributions to Members

Upon the dissolution of the Association, no Member shall have any rights to or ownership interest in any of the assets of the Association and as such, shall not be entitled to any return of their original capital investment. However, to the extent that Members have advanced funds or lent amounts to the Association, and that said advances and loans have been approved by the Board of Directors in accordance with the Bylaws, then upon dissolution of the Association, Members shall be entitled to repayment of said loans or advances in full or in part, provided that all other creditors have first been satisfied.

ARTICLE XI. AMENDMENT OF THESE BYLAWS

Section 11.1 Amendments, How Affected

In accordance with NH RSA 292:6, these Bylaws may be amended, altered, added to or repealed by the affirmative of a two-third (2/3rd) majority of the Members entitled to vote at any regular or Special Meeting of the Members if notice of the proposed amendment, alteration, addition or repeal be contained in the notice of the meeting, or by the affirmative vote of a majority of the Board of Directors if the amendment, alteration, addition or repeal be proposed at a regular meeting; provided, that any Bylaws made by then affirmative vote of a majority of the affirmative vote of a two-third (2/3rd) majority of the Members entitled to vote at any regular or Special Meeting of the Members; also provided that no change of the date for the Annual Meeting of Members shall be made within forty eight (48) hours before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting, by all Members entitled to vote at the Annual Meeting.

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ARTICLE XII. MISCELLANEOUS

Section 12.1 Fiscal Year

The fiscal year of the Association shall be from October 1 to September 30.

Section 12.2 Baseball Rules

All Association baseball activities shall be governed by the principles ~~of upon which little league baseball was founded as defined in the~~ Cal Ripken Baseball Official Regulations and Playing Rules (or as defined by the rules and regulations of whatever baseball organization with whom the Association may be affiliated with at the time).

Section 12.3 Checks and Drafts

All checks, drafts and orders for payment of money shall be signed in the name of the Association and shall be countersigned by such Officers or Agents as the Board of Directors shall from time to time designate for that purpose.

Section 12.4 Contracts, Conveyances or Other Instruments

When the execution of any contract, conveyance or other instrument has been authorized by the Executive Officers, the President, or any Vice-President, the Secretary may execute the same on behalf of this Association and may affix the corporate seal thereto. The Board of Directors shall have power to designate the Officers and Agents who shall have authority to execute any instrument on behalf of this Association.

Section 12.5 Power of Board to Borrow Money

The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said power is required in the general interests of this Association, and in such case the Board of Directors may authorize the proper Officers of this Association to make, execute and deliver in the name and behalf of this Association such notes, bonds, and other evidence of indebtedness as said Board shall deem property, and said Board shall have full

power to mortgage the property of this Association, or any part hereof, as security for such indebtedness, and no action on the part of the Membership of this Association shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

Section 12.6 Waiver of Epping Residency Requirement

~~The Board of Directors may grant a child who doesn't live in Epping a waiver to play in EYAA sports. This waiver will be approved by an affirmative vote by the majority of the Board of Directors.~~

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CERTIFICATIONS

We, the undersigned, being all the Directors of the Association, do hereby certify that the foregoing is a true and correct copy of the Bylaws adopted at the Special Meeting of the Association held on <<OrgDate1>>.

Date

Date

Date

Date

Date

EYAA BYLAW CHANGE

Bylaw Section 2.1 Member Qualifications has been changed to read as follows:

~~Any person 16 years of age or over may volunteer in any capacity in EYAA with exception of Head Coach and All-Star Coach upon recommendation by Sports Director. The following stipulations apply:~~

- ~~• The Director must conduct an interview of all candidates using EYAA Evaluation Form.~~
- ~~• The Director must recommend the candidate to the Executive Board for approval in all cases.~~
- ~~• The Head Coach is fully responsible for actions of the 16-18 year old volunteer. At no time will the Assistant be left alone with players at practice and/or games.~~
- ~~• If the Head Coach is not able to attend a game the team risks forfeit.~~
- ~~• The 16-18 year old volunteer cannot be present or participate in any drafts.~~
- ~~• The 16-18 year old officials will only be permitted under the direct supervision of an adult volunteer, with **NO EXCEPTIONS.**~~

~~Sept. 10th, 2001~~

~~Bylaw Change:~~

~~Bylaw Section 2.1 Member Qualifications to read as is with the following addition:~~

~~"EYAA Soccer may be officiated by either an adult volunteer or a certified NHSA or FIFA Minor Referee for age groups below their own or as authorized by the EYAA Board."~~