

BY-LAWS OF

Freetown Youth Athletic Association

Article I

PURPOSE AND OFFICE

SECTION 1. The purpose of the Freetown Youth Athletic Association, herein known as the “FYAA”, shall be to promote, organize, administer and fund athletic programs within the community. In doing so, those who administer these programs seek to create and inspire high moral character firmly in the youth of the community, teaching and modeling the ideals of good sportsmanship, honesty, loyalty, courage and reverence, so that they may be finer, stronger and happier youth and will grow to be adults who demonstrate these same characteristics. Those who administer these programs shall bear in mind that attainment of exceptional athletic skill or the winning of games is secondary; molding of future adults and citizens is of prime importance.

SECTION 2. The principal office of the FYAA in the Commonwealth of Massachusetts shall be located in the Town of Freetown, County of Bristol as selected by the Board of Directors.

Article II

MEMBERSHIP/VOTING

SECTION 1. A parent of a child residing in Freetown or any resident of Freetown, eighteen years of age or older, is eligible to become a member of the FYAA.

SECTION 2. Generally, monthly meetings of the FYAA are held on the second Thursday of each month.

SECTION 3. Voting may be held with a quorum of the membership present at any scheduled meeting. A quorum will consist of ten (10) voting members of who at least five (5) are Officers and Directors. Only members who have attended 50% or more of regular monthly meetings within the fiscal year (October 1st to September 30th) may vote.

Article III

BOARD OF DIRECTORS

SECTION 1. The Board of Directors consisting of elected Officers and Directors shall manage the affairs of the FYAA. The number of the Board of Directors shall be no less than ten (10) and no greater than fifteen (15). Each Director shall hold office for one year and until his/her successor has been elected.

A. The Board of Directors will consist of elected members. These elected members are the President, Vice President, Treasurer, Secretary, Director of Girls’ Programs, Director of Boys’ Programs, Director of Babe Ruth Program, Director of Tee Ball Program, Director of Field Maintenance, Director of Field Coordination, Director of Fundraising, Director of Public Relations, Director of Umpires and Director of Central Park.

B. Nominations for election of Board of Directors members will be held at the August meeting of the FYAA. Elections will be held at the September FYAA meeting.

- C. Special elections in the event of a need to fill vacancies for members of the Board of Directors may be held, as need arises, with nominations and voting being held at the same meeting. Vacant positions filled in this manner will be held until the September elections.
- D. For the purpose of voting should vacancies exist, Board of Directors shall vote to fill these vacancies. A quorum of Board of Directors must be present to vote to fill the vacancies. A quorum will consist of a majority of the Board of Directors.
- E. The Board of Directors may be expanded with the approval of the FYAA's membership.

SECTION 2. The President will serve as Chairman of the Board of Directors and of the FYAA. In the President's absence, the Vice-President shall preside. In the absence of both the President and Vice President, the attending members will elect a temporary chairperson.

SECTION 3. The calendar to which the Board of Directors of the FYAA will adhere holds that the Fiscal Year begins on the first day of October and ends on the last day of September.

Article IV

DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors of the FYAA shall:

- A. Appoint positions that will perform specific functions needed by the FYAA which are not performed by elected members.
- B. Make decisions concerning the addition or subtraction of teams to best suit the numbers of children involved.
- C. Enforce the rules and regulations of the FYAA's leagues, Intertown league and other affiliates including tournaments.
- D. Oversee the use of all FYAA property.
- E. With the exclusion of the President and Treasurer, audit the financial records of the FYAA on an annual basis.
- F. Organize and delegate all fund raising for the FYAA.
- G. Act as a body to hear complaints or requests received through its athletic programs that cannot first be resolved at the individual director level.
- H. Organize or delegate registrations for all divisions of its athletic programs.
- I. Act upon any emergency that can not wait until a regular monthly FYAA meeting.

Article V

OFFICERS AND DIRECTORS

SECTION 1. The Officers of the FYAA shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions with this article. The same person may not hold more than one office.

The Directors of the FYAA shall be a Director of Girls' Programs, Director of Boys' Programs, Director of Tee Ball Program, Director of Babe Ruth Program, Director of Field Maintenance, Director of Field Coordination, Director of Fundraising, Director of Public Relations, Director of Central Park and such other Directors as may be elected to fulfill a function of the FYAA.

- SECTION 2.** The Officers and Directors of the FYAA shall be elected annually by the members at the regular annual meeting in September. If the election of Officers and Directors shall not be held at such meeting, such election shall be held as soon as possible following the annual meeting in September. New offices and directorships may be created and filled at any meeting of the Board of Directors. Each Officer and Director shall hold office until the successor has been duly elected.
- SECTION 3.** Any elected Officer and Director may be removed by 2/3 vote of the Board of Directors whenever in its judgment the best interests of the FYAA would be served. Reasons for being removed may be inclusive of but not limited to the items listed in Article X, Section 2 and 3.
- SECTION 4.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be nominated by the President and approved by majority vote of the Board of Directors for the unexpired portion of the term.
- SECTION 5.** The **President** shall be the principal executive officer of the FYAA and shall in general supervise and control all of the business and affairs of the FYAA. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary, or any other designated Officer or Director, proper deeds, mortgages, bonds, contracts, or other instruments which 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 by-laws or by statute to some other officer or agent of the FYAA. In general, the President 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 6.** The **Vice President**, in the absence of the President or in event of the President's inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.
- SECTION 7.** The **Treasurer** shall have the bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall require. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the FYAA; receive and give receipts for money due and payable to the FYAA from any source whatsoever, and deposit all such money in the name of the FYAA in such banks, trust companies, or other repositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; 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 the Treasurer by the President or by the Board of Directors, and shall be bonded to perform such duties in such amount as the Board of Directors may vote. In addition and more specifically, The Treasurer will track and record all expenses and income, and such records will be available for formal consideration at each monthly meeting. The Treasurer will co-sign all checks and appropriations of \$500 or more.
- SECTION 8.** 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 by-laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be

furnished to the Board of Directors 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 the Secretary by the President or by the Board of Directors.

SECTION 9. The **Directors of Girls' Programs** (at discretion of Board, one Director for various levels of play) will be in charge of girls' registrations, of setting up the number of teams required and finding managers, in charge of teams' practice times and field practice availability to insure equal time on the field, coordination of umpires, and responsible for the purchase of all equipment needed for all teams, submitting an annual budget to the Board of Directors for approval.

SECTION 10. The **Directors of Boys' Programs** (one Director for Minor and one Director for Little League) will be in charge of boys' registrations, of setting up the number of teams required and finding managers, in charge of teams' practice times and field practice availability to insure equal time on the field, coordination of umpires and responsible for the purchase of all equipment needed for all teams, submitting an annual budget to the Board of Directors for approval.

SECTION 11. The **Directors of Instructional Programs** (one Director for Tee Ball, one Director for Rookie League) will be in charge of registrations, of setting up the number of teams required and finding managers, in charge of teams' practice times and field practice availability to insure equal time on the field, and responsible for the purchase of all equipment needed for all teams, submitting an annual budget to the Board of Directors for approval.

SECTION 12. The **Director of Babe Ruth Programs** will be in charge of registrations for the Babe Ruth programs, of setting up the number of teams required and finding managers, in charge of teams' practice times and field practice availability to insure equal time on the field, coordination of umpires and responsible for the purchase of all equipment needed for all teams, submitting an annual budget to the Board of Directors for approval.

SECTION 13. The **Director of Field Maintenance** is directly responsible for the general upkeep of the fields upon which the FYAA's members play, for procuring any new fields that may be needed for practice or league games, and for reporting to the Board of Directors any and all costs for the upkeep and use of these fields.

SECTION 14. The **Director of Field Coordination** is in charge of scheduling all fields for practice and game dates and to insure equal time on all fields.

SECTION 15. The **Director of Fundraising** is in charge of all fund raising for the FYAA along with any sub-committees needed to assist in this matter.

SECTION 16. The **Director of Public Relations** is in charge of all public relations for the FYAA along with any sub-committees needed to assist in this matter.

SECTION 17. The **Director of Central Park** is in charge of all operational aspects whose purpose is related to the development and maintenance of Central Park. All funding for the Central Park project is obtained through grants and donations, and revenues generated by the Central Park concession stand. The Director of Central Park shall preside over the Central Park Committee.

The Central Park Committee, comprised of seven members and one non-voting treasurer, sets its own budget separate from the FYAA's budget, having autonomy to conduct its own purpose.

Article VI

APPOINTED POSITIONS

SECTION 1. Umpire-in-Chief in collaboration with team Managers and Directors of each division of play shall ensure that all scheduled games are assigned umpires when umpires are required. The Umpire-in-Chief shall resolve all disputes related to play when a game has been appealed according to the procedure set out by the official rules of the division of play (ASA, Little League, Babe Ruth, etc.)

SECTION 2. Other positions, as needed, may be appointed by the Board of Directors to fulfill the functions of the FYAA from time to time.

Article VII

COMMITTEES

SECTION 1. 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 one Director. Each committee, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the FYAA. 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 that it has as outlined in these by-laws.

SECTION 2. Other committees not having and exercising the authority of the Board of Directors and the management of the FYAA 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 FYAA, and the President of the FYAA 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 FYAA shall be served by such removal.

SECTION 3. Each member of a committee shall continue as such until the next annual meeting of the members of the FYAA and until his/her 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 4. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint members thereof.

SECTION 5. 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 6. 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

majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

Article VIII

ORGANIZATION STATUS, TAXATION AND DISSOLUTION

SECTION 1. Notwithstanding any other provisions of these articles, the FYAA is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code (IRC) of 1986, and shall not carry on any activities not permitted to be acted on by an organization exempt from Federal income tax under IRC 501 (c) (3) or corresponding provisions of any subsequent tax laws.

SECTION 2. No part of the net earnings of the FYAA shall inure to the benefit of any member, trustee, director, officer of the FYAA, or any private individual (except that reasonable compensation may be paid for services rendered to or for the FYAA), and no member, trustee, officer of the FYAA or any private individual shall be entitled to share in the distribution of any of the FYAA's assets on dissolution of the FYAA.

SECTION 3. No substantial part of the activities of the FYAA shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC 501 (h)] or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

SECTION 4. In the event of dissolution, all of the remaining assets and property of the FYAA shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or Local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the Commonwealth of Massachusetts.

SECTION 5. In any taxable year in which the FYAA is a private foundation as described in IRC 509 (a), the FYAA shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the FYAA shall not (a) engage in any act of self-dealing as defined in the IRC 4941 (d), (b) retain any excess business holdings as defined in IRC 4943 (c), (c) make any investments in such a manner as to subject the FYAA to tax under IRC 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

Article IX

DAY TO DAY OPERATIONS AND ROUTES OF APPEAL

SECTION 1. Any matter not covered by these by-laws will be the responsibility of the membership of the FYAA or its sub-committees and is subject to approval or disapproval by a majority vote of the present and eligible voting members.

SECTION 2. Any vote taken of the FYAA membership may, by a motion and a second by Board of Director members in attendance, be placed for reconsideration by the FYAA if two thirds of the present Board of Director members vote for it to be reconsidered. The issue will then be reconsidered at the next regularly scheduled meeting giving both sides opportunity to reorganize their points. If reconsideration can not be held until the next regularly scheduled meeting, the President will determine if the issue should be re-discussed prior to the adjourning of the meeting.

SECTION 3. Any vote of the Board of Directors shall be recorded and read at the next FYAA meeting.

SECTION 4. No action taken by the FYAA can supersede Intertown rules or rules governing that area (ASA, Little League, Babe Ruth, etc.)

SECTION 5. All protests related to play will be submitted by the team's manager in writing to the Umpire-in-chief within 24 hours with a \$25 fee. A decision will be made on the protest solely by the Umpire-in-chief and, if upheld, the fee will be returned to the manager. If the protest is denied, the \$25 fee will go into the general fund of the FYAA.

Article X

CODE OF ETHICS

SECTION 1. As stated in Article I, PURPOSE AND OFFICE, Section 1., "The purpose of the Freetown Youth Athletic Association shall be to promote, organize, administer and fund athletic programs within the community. In doing so, those who administer these programs seek to create and inspire high moral character firmly in the youth of the community, teaching and modeling the ideals of good sportsmanship, honesty, loyalty, courage and reverence." To this aim, the FYAA has assigned and adopted the following code of ethics:

- A. The FYAA shall pursue equality of treatment as relates to all aspects of athletic programs amongst all participants. This treatment shall be race and gender blind, and attend solely to the athletic pursuit of all participants of all ages.
- B. All members of teams, all coaches, all representatives and all participants of the FYAA and its events must represent themselves with the highest degree of sportsmanship and fairness, civility and teamwork, support and the spirit of volunteerism.
- C. All adult participants in FYAA events must represent themselves with behavior that should serve as a sound example to the youth of Freetown and to the youth of other communities participating. Specifically, see Article X, Section 2.
- D. All coaches shall pursue high personal standards of performance from themselves and from participants demonstrating the highest quality of play possible through a combination of competition, practice, education, and sportsmanship. Excellence in performance should be recognized without bias and without exception.

SECTION 2. The following disciplinary code will be fully enforced:

- A. Participants shall refrain from the use of alcohol or illegal substances prior to or during any FYAA athletic event.

- B. Participants shall refrain from profane and vulgar language or discussion during any FYAA event. Taunting of any participant during, prior to or following any FYAA event is forbidden.
- C. No coach or participant shall discipline by the use of physical contact, any player or other participant in any FYAA event.
- D. Tobacco products will be prohibited on all playing fields or in other sporting arenas during practices or games.
- E. No participant shall steal, destroy or deface any FYAA property in any way that falls outside of what can be reasonably expected during appropriate competition.
- F. The use of FYAA resources, including monies, shall not be utilized for any purpose other than for those expenditures approved by the FYAA, its charter, its votes or assignments.

This code is intended to serve as a guideline and shall not limit the FYAA in any way in further defining disciplinary violations and expectations, or in limiting the manner by which it institutes its code.

SECTION 3. All players, players' parents and/or guardians, and FYAA members are held responsible for knowing and obeying the contents of the Code of Conduct. Each player will be given two copies and will return one copy signed by the player and the player's parent(s)/guardian(s) before the first game of the season.

Any unsportsmanlike conduct will result in a warning from the league. A second infraction will result in suspension from the league for one full year from the date of infraction. Unsportsmanlike conduct includes, but is not limited to, acts or behaviors such as:

- Disrespectfully addressing or contacting an official or other persons involved in the game or gesturing in such a manner as to indicate resentment.
- Using profane or inappropriate language or obscene gestures.
- Baiting or taunting an opponent.
- Violent contact such as striking, kicking, kneeling, etc.

SECTION 4. The Board of Directors has the power to dismiss, suspend or reprimand any coach or player.

- A. Grounds for dismissal or discipline shall be any action considered to be detrimental to the operation of the League or contrary to the philosophy, objectives or code of ethics of the FYAA.
- B. Prior to a hearing being called, a formal written complaint must be submitted to the President of the FYAA.
 - 1. The President of the FYAA shall serve as chairman of the hearing.
 - 2. No participant may speak unless formally recognized by the hearing chairman.
 - 3. All FYAA participants agree to conduct themselves during the hearing by Roberts Rules of Order.
 - 4. At the close of the hearing, the involved parties will be dismissed from the hearing room, and the FYAA's Board of Directors will go into executive session.
 - 5. The first decision to simply take or not to take action will be based upon a two-thirds (2/3) vote of the Board of Directors. The subsequent determination, if the decision is to take action, of what action shall be taken shall be based upon a two-thirds (2/3) vote.

6. All parties will be informed of the findings within three (3) calendar days or as soon as is reasonably possible. Until issuance of the findings, any temporary measures taken by the FYAA President shall continue in the interim. The findings will be communicated by the FYAA President.
- C. A formal written complaint brought to the attention of the President shall be aired at a hearing of involved parties with the Board of Directors. However, the President shall have the power to issue a temporary suspension until the hearing. During this suspension, a suspended coach may not perform any of his/her duties as a coach and will not contact any of his/her players. A suspended player may not participate in any FYAA event during this period.
- D. The hearing will be called by the President and scheduled within seven (7) days of charges being presented.

Article XI

AMENDMENTS

SECTION 1. Amendments to these by-laws must be submitted for consideration in writing to the Board of Directors. Such considerations will be read at the next regular FYAA meeting and voted on at the following FYAA meetings.

SECTION 2. Amendments will require a three-fourths (3/4) majority vote of the FYAA present to pass, and the amendment, as determined by a three-fourths (3/4) majority vote, will become effective immediately upon approval.

These by-laws have been approved and ratified by the membership of the Freetown Youth Athletic FYAA on November 14, 2002 as witnessed by the Board of Directors of the Freetown Youth Athletic FYAA.

President (Daniel Couet)_____

Vice President (Al Gauthier)_____

Secretary (Jim Monahan)_____

Treasurer (Susan LeBlanc)_____

Directors of Girls' Programs (Dave Crose, Kevin Pelland)_____

Directors of Boys' Programs (Alex Stylos, John McIntosh)_____

Directors of Instructional Programs (Melissa Hanson, Brian Allaire)_____

Director of Babe Ruth Programs (Robert Rushton)_____

Director of Field Maintenance (Greg Tavares)_____

Director of Field Coordination (Tony Freitas)_____

Director of Fundraising (vacant)_____

Director of Public Relations (Jim Monahan)_____

Director of Central Park (James Hadfield)_____