

## BY-LAWS OF HARWICH BASEBALL, INC.

### Article 1. Board of Directors

The business of this corporation shall be managed by a Board of Directors (the Board) consisting of not less than eight and not more than twelve members together with the officers of this corporation.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this corporation in the same manner and style as the officers of this corporation and they shall serve for a term of one year.

The Board of Directors shall have the control and management of the affairs and business of this corporation when it shall be regularly convened by its chairperson after due notice to all the directors of such meeting.

The Board of Directors may make such rules and regulations covering its meeting as it may in its discretion determine necessary.

Vacancies in the Board of Directors or among officers shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year. The Board of Directors shall have and may exercise all of its powers notwithstanding the existence of one or more vacancies in their number.

The president of the corporation by virtue of the office shall be chairperson of the Board of Directors.

### Article 2. Regular Meetings

A regular meeting of the Board for the election of directors and officers and such other business as may come before the meeting shall be held on the second Thursday of October of each year upon not less than ten or more than sixty days written notice of the time, place and purposes of the meeting at the principal office of the corporation, or such other time and place as shall be specified in the notice of meeting. The Board may provide for additional regular meeting which may be held without notice by resolution adopted at any meeting of the Board.

### Article 3. Special Meeting of the Board

Special meetings of the Board for any purpose or purposes may be called at any time by the president or by any majority of the directors. Such meetings shall be held upon not less than two days notice given personally or by telephone, or upon not less than four days notice given by depositing notice in the United States' mails, postage paid. Such notice shall specify the time and place of the meeting.

### Article 4. Waivers of Notice of Board Meetings; Adjournments

Notice of a meeting need not be given to any director who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such director of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in

the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten days in any one adjournment.

#### Article 5. Action Without Meeting

The Board or any committee of the Board may act without a meeting if, prior or subsequent to such actions, each director or committee member shall consent in writing to such actions. Such written consent or consents shall be filed with the minutes of the meeting. A committee of the Board may also carry out actions authorized by the Board as noted in the minutes without further written authorization.

#### Article 6. Meeting by Telephone

The Board or a committee of the Board may participate in a meeting of the Board or such committee by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

#### Article 7. Quorum

Five of the directors shall constitute a quorum of the Board for the transaction of business. The act of the majority of the directors at a meeting at which a quorum is present shall be the act of the Board (except that the act of a majority of the entire Board shall be required with respect to any amendment to these by-laws or the Articles of Organization or the making of any grant or distribution of funds).

#### Article 8. Committee

The Board may appoint one or more committees (which may include persons who are not directors, provided that at least one member of each committee shall be a director and that any act of any committee which has members which are not directors shall be advisory, shall not bind the Board of the Corporation and shall be subject to the Board's approval) each of which, to the extent provided in the resolution, shall have and may exercise the authority explicitly granted to it by the Board, except that no such committee shall:

- (a) make, alter or repeal any by-law of the corporation,
- (b) elect or appoint any officer or director, or remove any officer or director,
- (c) make any grants or distribution of funds; or
- (d) amend or repeal any resolution previously adopted by the Board.

The Board by resolution, may:

- (a) fill any vacancy in such committee;
- (b) appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee;
- (c) abolish any such committee at its pleasure; or
- (d) remove any members of such committee at any time, with or without cause.

A committee shall consist of three or more members. A majority of members of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of such committee. Each committee shall appoint from among its members a chairperson (or two chairpersons) unless the resolution of the Board establishing such committee designated the chairperson, in which case, in the event of a vacancy in the chair, the Board shall fill the vacancy.

Actions taken at a meeting of any such committee shall be kept in a record of its proceedings which shall be reported to the Board at its next meeting following such committee meeting. Such report shall, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

#### Article 9. Compensation

No director, officer, or committee member shall receive any fee, salary or remuneration of any kind for their services as directors and/or officers and/or committee members, provided however, that directors, committee members and officers may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers.

The Board shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the corporation.

#### Article 10. Officers

At its annual meeting, the Board shall elect a president, one or more vice presidents, a treasurer, a secretary, and such other officers as it shall deem necessary, totaling not less than eight and not more than twelve members. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these by-laws to be executed, acknowledged or verified by two or more officers. The Board, by resolution adopted by a majority of the entire Board, may remove any officers, with or without cause. The duties and authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officers shall have the following duties and authority;

- (a) The president shall be chief executive officer of the corporation, shall have general charge and supervision over and responsibility for the affairs of the corporation, and shall, along with or instead of any other director chosen by the directors as a chairperson, preside at all meetings of the Board. All other officers shall be subject to the authority and the supervision of the president. The president may enter into and execute in the name of the corporation contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board. The president shall have the general powers and duties of management usually vested in the office of president of a corporation. The president may delegate from time to time to any other officer, any or all of such duties and authority.
- (b) The vice president (or vice presidents) shall have such duties and possess such authority as may be delegated to the vice president(s) by the president.
- (c) The treasurer shall have the custody of the funds and securities of the corporation and shall keep or cause to be kept regular books of account for the corporation. The treasurer

shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the president of the Board.

- (d) Assistant treasurers, if elected, shall have such duties and possess such authority as may be delegated to them by the treasurer.
- (e) The secretary shall cause notices of all meetings to be served as prescribed in these by-laws and shall keep or cause to be kept the minutes of all meetings of the Board. The secretary shall have charge of the seal of the corporation and shall perform such other duties and possess such powers as are incidental to the office or as shall be assigned by the president or the Board.
- (f) Assistant secretaries, if elected, shall have such duties and possess such authority as may be delegated to them by the secretary.

#### Article 11. Resignation and Removal of Directors and Officers

Any director or officer may resign from the corporation by delivering a written resignation to the president or the secretary of the corporation and, from and after receipt of such resignation, the director or officer resigning shall have no further connection with the corporation. Any director or officer may be removed from the Board by the affirmative vote of two-thirds of the entire Board of Directors, provided the director or officer is given at least five days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon, and the director or officer shall be entitled to appear before and be heard at such meeting, and may be represented by counsel. Upon resignation or removal of a director, the director shall automatically no longer be on the Board of Directors. The Board of Directors may entertain charges against any director or officer following any removal for cause.

#### Article 12. Force and Effect of By-Law

These by-laws are subject to the provisions of Massachusetts General Laws, Chapter 180, (The "Act"), and the Articles of Organization as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision in the Act or the Articles of Organization, the provision of the Act or the Articles of Organization shall govern to the extent of such inconsistency.

#### Article 13. Fiscal Year

The fiscal year of the corporation shall be January 1 to December 31.

#### Article 14. Nondiscrimination Policy

It shall be the policy of the members of the corporation to maintain a nondiscriminatory policy with respect to gender, sexual orientation, race, color, national or ethnic origin, creed or religion in the furtherance of the purposes for which the corporation is formed.

## Article 15. Dissolution

Except as may be otherwise required by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts by the affirmative vote of a majority of the directors of the corporation then in office, provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation, (whether voluntary, involuntary, or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the corporation, which qualify as exempt from income tax under section 501 (c) (3) of the Internal Revenue Service Code, as a majority of the total number of the directors of the corporation may vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the corporation's property may be applied to charitable or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.

## Article 16. Standards Of Conduct

A director or officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the director or officer reasonably believes to be in the best interests of the corporation. Neither a director nor an officer shall be liable to the corporation for any decision to take or not to take any action taken, or any failure to take any action, as a director or officer, if the duties of the director or officer are performed in compliance with this section.

## Article 17. Personal Liability

The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

## Article 18. Purposes and Powers

This Corporation will have the powers as may be stated in the Articles of Organization and such powers are now or may be granted hereafter by law. The primary purposes of this Corporation are stated in its Articles of Organization.

## Article 19. Amendments to By-Laws

These by-laws may be altered, amended or repealed by a vote of the majority of the entire Board (Written notice of any such by-laws change to be voted upon by the Board shall be given not less than 10 days prior to the meeting at which such change shall be proposed.)

Article 20. Name

The name of this non-profit corporation, organized under Massachusetts General Laws, Chapter 180, shall be HARWICH BASEBALL, INC.

Article 21. Definition of By-Laws

These by-laws constitute the code of rules adopted by HARWICH BASEBALL, INC. for the regulation and management of its affairs. WITNESSED:

HARWICH BASEBALL, INC.

By: Scott Ridley  
PRESIDENT

DATE: 9/13/07

David C. O'Hara  
SECRETARY

DATE: 9/13/07

Addendum to by-laws: Conflict of Interest Policy

Article I  
Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II  
Definitions

1. Interested Person: Any director, principal officer, or member of a committee with governing board designated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has financial interest if the person has, directly or indirectly, through business, investment or family:
  - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement,
- c. A potential ownership or investment interest in, or compensation agreement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

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

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

### Article III Procedures

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest:**
  - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the

above determination it shall make its decision as to whether to enter into the *transaction or arrangement*.

4. Violations of the Conflicts of Interest Policy:
  - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Article IV Records of Proceedings

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

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action take to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction included compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction included compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.



Article VI  
Annual Statements

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

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.