

**BY-LAWS OF THE EMASS SENIOR SOFTBALL ASSOCIATION, INC.
[A MASSACHUSETTS NOT-FOR-PROFIT CORPORATION]**

ARTICLE I: ORGANIZATION NAME AND LOCATION

Section 1: Name

The name of this organization shall be the EMASS Senior Softball Association, Inc.

Section 2: Location

The location for mail and notice delivery purposes, and the location of the Association records, shall be the address set forth in the Articles of Organization or the latest Annual Report filed with the Secretary of State of the Commonwealth of Massachusetts, each as designated from time to time by the Board. In addition, the home address of the Secretary may also be used as a location for the Association.

Section 3: Incorporation

The Association shall be incorporated as a Massachusetts Not-For-Profit Corporation pursuant to the laws of the Commonwealth of Massachusetts. The Board may, but shall not be obligated to attempt to qualify as a 501 (c) (3) Corporation under the Code.

Section 4: Definitions Used In These By-Laws

"Advisory Committees" shall mean the committees established by the Board from time to time pursuant to Article VII, Section 13.

"ASA" shall mean the Amateur Softball Association.

"Association" shall mean the Eastern Massachusetts Senior Softball Association, Inc.

"Association Website" shall mean the official website established and maintained from time to time by the Board. The current Association Website may be found at www.emass-seniorsoftball.com.

"Board" shall mean the Board of Directors.

"Board-Endorsed Candidates" shall mean the slate of candidates which has been endorsed by the N&E and the Board pursuant to Article VIII, Section 2.

"Code" shall mean the Internal Revenue Code.

"Director(s)" shall mean the members of the Board of Directors.

"EMASS" shall be the abbreviation for the EMASS Senior Softball Association, Inc.

"EMASS Ballot Form" shall mean the written form of ballot prepared and endorsed by the N&E to be used by the Board for absentee balloting for the Annual Meeting or a Special Meeting of the Association pursuant to Article IV, Section 6.

"FS&U" shall mean the Fields, Schedule and Umpire Committee established pursuant to Article VII, Section 7.

"Meeting Notice" shall mean the notice of the Annual Meeting or any Special Meeting of the Members provided in accordance with Article IV, Section 3

"Member" shall mean a person who has registered with the Association and met all of the membership requirements set forth in Article III.

Adopted
February 5, 2008

"N&E" shall mean the Nomination & Election Committee established pursuant to Article VII, Section 3.

"Petition Amendments" shall mean the amendments to the By-Laws proposed by Members pursuant to and in accordance with Article IX, Section 2.

"Petition Candidates" shall mean those Members standing for election to the Board pursuant to Article VIII, Section 2, who are not Board-Endorsed Candidates.

THE REMAINDER OF THIS PAGE IS LEFT BLANK. ARTICLE II CONTINUES ON THE NEXT PAGE.

ARTICLE II: MISSION/PURPOSE

Section 1: Purpose

The purpose of EMASS is to provide a means of recreation and social opportunities for senior men and women, by playing slow-pitch softball, and such other sports and social activities as may be adopted by the Board (e.g. basketball, bowling, golf, etc.), in an organized, competitive and safe environment.

Section 2: Mission Statement

While all games organized by the Association should be played with the intent to win, the goal of the Association is to ensure to the best of its ability that the Members of the Association (i) have a positive, fun, athletic, and social experience, and (ii) compete and play in a sportsmanlike manner. It is an essential principal of the Association that all games and activities be conducted in a constructive, non-criticizing manner and to ensure that all members are treated with respect and dignity, and are provided a fair and equitable opportunity to participate.

Section 3: Not-For-Profit Purposes

3.1 The Association is organized exclusively for one or more of the purposes, including specifically, without limitation, as a “social club” as specified in Section 501 (c) (3) of the Code. The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws.

3.2 No portion of net earnings, gains or assets of the Association shall inure to the benefit of or be distributed to the Officers, Directors, Members, other private individuals, or organizations that are formed and operated for profit, except to pay reasonable compensation for services rendered by such persons or entities and to make payments and distributions in furtherance of the purposes set forth above.

3.3 The Association shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly engage in any activity that would prevent the Association from qualifying and continuing to qualify, as the case may be, as a corporation described in Section 501 (c) (3) of the Code.

3.4 In the event of termination, dissolution, or winding up of the Association in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to one or more organizations described in Section 501 (c) (3) of the Code.

THE REMAINDER OF THIS PAGE IS LEFT BLANK. ARTICLE III CONTINUES ON THE NEXT PAGE.

ARTICLE III: MEMBERSHIP

Section 1: General Membership Requirements

Any person may become a Member of the Association who:

- (a) has attained such minimum age as is determined by the Board, from time to time;
- (b) completes the Association's registration process, as adopted by the Board from time to time;
- (c) pays the then requisite dues and/or fees as adopted by the Board from time to time; and
- (d) executes and delivers any other documentation as determined by the Board from time to time, including, without limitation, a waiver of liability.

Section 2: Types of Membership

The Board may, but shall not be obligated to, establish various types of membership from time to time.

Section 3: Members

- (a) Members are entitled to participate in the activities of the Association and shall have all of the rights and obligations as set forth in these By-Laws including, without limitation, the right to vote on any matter brought before the membership of the Association and to serve as Directors and/or Officers of the Association.
- (b) In order to ensure the health, welfare and safety of all Members, the Board shall have the right to restrict the participation of a Member in an Association athletic activity if such Member is unable to demonstrate minimum skill levels and/or physical abilities (uniformly applied) appropriate to such activity.

Section 4: Membership Fees/Dues

- 4.1 Annual dues and/or fees for Members shall be fixed, determined and changed, from time to time, by the Board.
- 4.2 The Board shall have the right, upon the written request of a Member, to waive or reduce dues/or fees for any Member on the basis of financial hardship or physical disability which limits a Member's participation in the activities of the Association. By way of example, a Member with an injury that prohibits play for the entire season may petition to have his dues/fees reduced or eliminated so as to permit him/her to continue to be an otherwise active Member.

THE REMAINDER OF THIS PAGE IS LEFT BLANK. ARTICLE IV CONTINUES ON THE NEXT PAGE.

ARTICLE IV: MEETINGS OF THE GENERAL MEMBERSHIP

Section 1: Annual Meeting

1.1 There shall be an annual meeting of the Members of the Association.

1.2 The Annual Meeting shall be held on or before November 30th as determined by the Board.

1.3 The purposes of the Annual Meeting, in addition to those prescribed by these By-Laws, shall be to receive election results for the Board if the balloting has been conducted previously, to hold such election if the balloting has not been conducted previously, to receive reports of the Officers and Committees and to conduct other business as determined by the Board. In the event that for any reason the Annual Meeting has not been held as provided above, a Special Meeting in lieu thereof may be held and any action at such Special Meeting shall have all the force and effect as if taken at the Annual Meeting.

Section 2: Special Meeting

A Special Meeting of the Members of the Association may be called at any time by a majority of the Board or by any single Director upon written application by not less than fifteen percent (15%) of the Members.

Section 3: Notice of Meetings

3.1 A notice stating the place, date and time and purpose of the meeting shall be provided to the Members by the Secretary at least ten (10) days before the Annual Meeting or Special Meeting (the "Meeting Notice").

3.2 The method of notification shall be determined by the Board from time to time and may be provided by any one or combination of the following: (a) mail to the address designated by each Member during the registration process, (b) e-mail to the e-mail address designated by each Member during the registration process, (c) telephone voice message to the telephone number designated by each Member during the registration process, (d) text messaging to the address/number designated by each Member during the registration process, and/or (e) such other technological means as may be generally available.

3.3 Publication of the Meeting Notice on the Association's Website shall also be deemed to constitute proper notice to all Members.

3.4 As long as the Board has provided the Meeting Notice by one or more of the methods set forth in Sections 3.2 and/or 3.3 above, the failure of one or more Members to have received actual notice, shall not be grounds for challenging or invalidating any action taken by the Members at such meeting.

Section 4: Quorums

At any Annual Meeting or Special Meeting of the Members, a quorum shall consist of the Members present.

Section 5: Voting

5.1 Each Member shall be entitled to one vote at an Annual Meeting or Special Meeting. Votes may be cast in-person at the Annual Meeting by raised hand, by voice or by written ballot at the discretion of the Board. Votes may also be cast by mail via Absentee Ballot, or electronic means at the discretion of the Board.

5.2 At any Annual or Special Meeting at which a quorum is present, a majority of Members (except where a larger vote is specified by the Articles of Organization or by these By-Laws) casting votes by an authorized method shall decide any matter brought before the meeting.

Section 6: Absentee Ballots

6.1 Absentee ballots shall be permitted provided that all absentee ballots shall be in writing on the EMASS Ballot Form and filed with the Secretary prior to the beginning of the Annual Meeting or the Special Meeting of the

Adopted
February 5, 2008

Association, as the case may be.

6.2 The EMASS Ballot Form must (a) provide the name and address of the Member voting, (b) be signed and dated by the voting Member and witnessed by a third party, (c) set forth in clear detail the issue being voted , and (d) be dated no earlier than one (1) month prior to the date of the election/vote at which it is to be used. The EMASS Ballot Form shall be made available to the Members by the Secretary.

THE REMAINDER OF THIS PAGE IS LEFT BLANK. ARTICLE V CONTINUES ON THE NEXT PAGE.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Number of Directors

The Association shall be governed by a Board of Directors consisting of at least seven (7) Members and not exceeding thirteen (13) Members. The specific number of Directors to be elected for the ensuing year shall be as determined by the N&E and endorsed by the Board. Provided, however, that the number of Directors shall not be decreased from its then current number, unless the N&E has determined that there are not a sufficient number of qualified Members to fill all of the current Board positions.

Section 2: Powers

The Board shall have and may exercise all of the powers of management of the Association, except as specifically conferred upon the Members by applicable laws, the Articles of Organization and these By-Laws. The Board shall be the sole and exclusive authority for determining, implementing and overseeing policies, rules and regulations with respect to the Association. The Officers of the Association will have no independent policy or rule making authority.

Section 3: Meetings and Conduct of Meetings

3.1 The Board shall use reasonable efforts to hold regularly scheduled MONTHLY meetings of the Board throughout the year. However, the Board MUST hold at least six (6) regularly scheduled meetings throughout the year. Special Meetings of the Board may be called by the Commissioner, the Treasurer or two or more other Directors. Meetings of the Board may be held at such places and at such times as the Board may determine, from time to time.

3.2 All meetings of the Board shall be open to all Members unless notice to the contrary is provided to the Members in accordance with Article V, Section 4 at least two (2) days prior to any regularly scheduled meeting.

3.3 The Board may, by majority vote of those present, elect to close all or any part of a meeting so as to convene in executive session to discuss matters which the Board has determined should, in the best interest of the Association, be discussed in executive session. By way of example, but not limitation, the Board should elect to discuss the following type of matters in executive session:

- (a) matters which could reasonably lead to discussions of and/or references to individual Members of the Association;
- (b) matters which if discussed in open session could reasonably lead to ill feelings amongst one or more Members;
- (c) matters which might disclose private information or which might violate a Member's reasonable privacy rights;
- (d) matters which if discussed in open session could be detrimental to the general welfare of the Association.

3.4 The Board may, but shall not be obligated to, permit Members of the Association who are not Directors, to address the Board with respect to a specific matter before the Board. The Board may also, but shall not be obligated to, permit a non-binding straw poll of the Members in attendance on any given matter.

3.5 Notwithstanding Section 3.4 to the contrary, at any meeting of the Board which is open to the Members, there shall be a public comment period of sufficient duration to allow each Member in attendance to address the Board at least one (1) time for no more than one (1) minute. The Board may, but shall not be obligated to, increase the time allocated to the public comment period.

3.6 The Board shall have the right, from time to time, to adopt rules and regulations regarding the conduct of its meetings and such rules and regulations shall then govern.

3.7 In order to ensure that meetings of the Board are productive and efficient, at least two (2) days prior to any meeting of the Board, the Secretary (or in the Secretary's absence any other Director selected by the Secretary), shall publish a "Meeting Agenda" for the upcoming meeting. The Meeting Agenda shall be sent by e-mail to every

Director and published on the Association's Website.

3.8 The Meeting Agenda shall set forth a reasonable summary of the matters to be addressed by the Board at the upcoming meeting.

3.9 Any Director may request to have a matter added to the Meeting Agenda by submitting a written request to the Secretary at least five (5) days prior to the meeting. The request shall set forth the topic of discussion in sufficient detail so as to ensure that the Board has a reasonable understanding of the matter to be discussed.

3.10 Any Member may request to have a matter added to the Meeting Agenda by submitting a written request to the Secretary at least five (5) days prior to the meeting. Provided, however, at least one (1) Director agrees that the matter raised by the Member is of sufficient relevance and import to be added to the Meeting Agenda.

3.11 The Board may discuss the items on the Meeting Agenda in any order it determines to be reasonable. Matters not set forth on the written Meeting Agenda may only be discussed after all matters on the Meeting Agenda have been discussed.

Section 4: Notice of Board Meetings

4.1 Notice of all meetings of the Board shall be given to each Director at least 48 hours prior to such meeting.

4.2 The method of notification shall be as determined by the Board to be fair and reasonable, from time to time, but specifically may be provided by (a) mail to the address designated by each Director during the registration process, (b) e-mail to the e-mail address designated by each Director during the registration process, (c) telephone voice message to the telephone number designated by each Director during the registration process, (d) text messaging to the address/number designated by each Director during the registration process, and/or (e) such other technological means as may be generally available.

4.3 The Board shall endeavor to notify the Members of the Association of any regularly scheduled meeting or Special Meeting of the Board at least 48 hours prior to such meeting, in the same manner as set forth in Article IV, Section 3. The failure of one or more Members to have received actual notice, shall not be grounds for challenging or invalidating any action taken by the Board at such meeting.

Section 5: Quorums

At any meeting of the Board, a quorum shall consist of at least one-half (1/2) of the Directors then in office.

Section 6: Actions Of The Board

6.1 At any meeting of the Board where a quorum is present, the vote of the majority of those Directors present, except where a larger vote is specified in the Articles of Organization or by these By-Laws, shall decide any matter brought before the meeting.

6.2 The Board shall act on any matter brought before it by motion of a Director and seconded by another Director.

Section 7: Action By Directors Without A Meeting

7.1 Unless the Articles of Organization or these By-Laws prohibit the authorization or taking of an action by the Directors without a meeting, any action that may be authorized or taken at a regular meeting of the Board, may be authorized or taken without a meeting. Such action will require the affirmative vote or approval of a majority of the Directors then in office by written instrument received by the Secretary and filed with or entered upon the records of the Association. A letter, fax, electronic mail, or other transmission capable of authentication, that appears to have been sent by a Director and that contains that person's affirmative vote or approval is a signed writing for the purposes of this Section. The date on which that letter, fax, electronic mail, or other transmission is sent is the date on which the writing is signed.

7.2 In addition to Section 7.1 above, Board votes by telephone conference call and/or calls placed by individual Directors to the Secretary shall be permitted.

7.3 Any actions of the Board taken pursuant to this Section 7 shall be posted on the Association's Website as soon as is reasonably practical.

Section 8: Election of the Board

The Board shall be elected annually by the Members pursuant to and in accordance with the provisions of Article VIII.

Section 9: Term of the Board

The term of the Board shall commence immediately upon the completion of the Annual Meeting and shall end at such time as a new Board has been elected at the end of the next subsequent Annual Meeting.

Section 10: Resignation/Removal

10.1 A Director may resign by written notice to the Secretary. Unless another specific time is specified in the notice, a Director's resignation shall be effective upon receipt by the Secretary.

10.2 Any elected Director may be removed from the Board for neglect (which may include failure to attend at least 75% of the regularly scheduled meetings of the Board), dishonesty, fraud, or misrepresentation in connection with the affairs of the Association. Removal shall require a vote of two-thirds (2/3rd) of the Members at a duly held meeting of the Members of the Association OR by a vote of two-thirds (2/3rd) of the Directors (not including the Director whose removal is being sought).

Section 11: Vacancy

Any vacancy on the Board for any reason including illness, resignation or removal, including the creation of a new position on the Board, may be filled by the existing Directors to serve until the next Annual Meeting of the Members; however, if the remaining Directors do not choose to fill the vacancies, they may exercise the power of the full Board until new Directors are elected.

Section 12: Immediate Responsibilities of the Board

12.1 At the first (1st) meeting following their election (which meeting may take place in conjunction with the Annual Meeting), the time and place of which shall be set by the incoming Board, the members of the Board shall elect the Officers of the Corporation.

12.2 At the first (1st) meeting following their election (which meeting may take place in conjunction with the Annual Meeting), the time and place of which shall be set by the incoming Board, the members of the Board shall elect the American Division Coordinator, the National Division Coordinator, the Atlantic Division Coordinator and a Coordinator for any other then active Softball or other Division operated or endorsed by the Association. Each Division Coordinator shall be the Chairperson of its respective Division Committee and represent the interests of his/her respective Division on the Board and shall coordinate Division activities as directed by the Board.

12.3 At the first (1st) meeting following their election (which meeting may take place in conjunction with the Annual Meeting), the time and place of which shall be set by the incoming Board, the members of the Board shall appoint the Rules Coordinator.

THE REMAINDER OF THIS PAGE IS LEFT BLANK. ARTICLE VI CONTINUES ON THE NEXT PAGE.

ARTICLE VI: OFFICERS OF THE ASSOCIATION

Section 1: Enumeration, Election and Term of Office

- 1.1 The Officers of the Association shall be a Commissioner, a Treasurer and a Secretary.
- 1.2 The Commissioner, Treasurer and Secretary must have been elected to the Board at the most recently completed Annual Meeting.
- 1.3 The Commissioner, Treasurer and Secretary shall be elected by vote of the Board carried out in such manner as the Board may determine from time to time to be fair and reasonable.

Section 2: Duties Of The Commissioner

- 2.1 The Commissioner shall, subject to the limitations set forth in these By-Laws, exercise general supervision over the affairs of the Association consistent with policies established by the Board.
- 2.2 The Commissioner shall preside at all meetings of the Board and the Members and shall be the principal spokesperson for the Association with respect to the general public. In the event of his absence from a Board meeting, the Commissioner may appoint another Director to preside at such Board meeting by notifying the Secretary of such designation. In the absence of such designation, the Board shall appoint a Director to serve in such capacity for a particular meeting.
- 2.3 The Commissioner shall serve, ex-officio (i.e. non-voting), on all Committees of the Board.
- 2.4 The Commissioner shall take such other actions as may be directed by the Board from time to time.

Section 3: Duties of the Treasurer

- 3.1 The Treasurer shall ensure the fiscal integrity of the Association and be responsible for signing all checks, notes and drafts or other payment authorizations.
- 3.2 The Treasurer shall have custody of the cash, other assets and books of the Association, and said books shall be open at all times for inspection by the Board.
- 3.3 The Treasurer shall maintain all the financial records of the Association in accordance with generally accepted accounting policies and practices.
- 3.4 The Treasurer shall be responsible for developing the Annual Budget of the Association and securing the approval of the Board.
- 3.5 The Treasurer shall be authorized to receive, deposit and disburse funds in and from the Association's bank accounts in accordance with the approved Annual Budget without further authorization. All non-budgeted expenses or expenses that exceed 10% of the line item in the Annual Budget must be approved by the Board.
- 3.6 The Treasurer shall supply balance sheet, income statement and other appropriate financial reports to the Board and Association members as directed by the Board.
- 3.7 The Treasurer shall take such other actions as may be directed by the Board from time to time.

Section 4: Duties of the Secretary

- 4.1 The Secretary shall serve as the Clerk of the Association and shall be a Massachusetts resident.
- 4.2 The Secretary shall cause to be published and distributed all notices required by the Association, its Directors and Officers and these By-Laws including the Meeting Agenda for the Board.
- 4.3 The Secretary shall be responsible for the timely filing of the reports to the Commonwealth of Massachusetts,

for keeping a role call of those present at all meetings, for keeping minutes of all meetings and shall be the repository of all Association documents.

4.4 The Secretary shall perform other actions as may be directed by the Board from time to time including, without limitation: maintaining a data base of all Members of the Association; maintaining the official Association records; and preparing and distributing minutes of all meetings.

4.5 The Secretary shall be entitled to appoint one or more Assistant Secretaries to assist the Secretary in fulfilling the duties of the office of Secretary. Any such Assistant Secretary shall be a Member of the Association, shall be subject to Board approval and may attend all Board meetings.

Section 5: Other Appointments of the Board

5.1 In addition to the Officers of the Association, the Board shall have the right at any time, and from time to time, to create other specific individual positions which the Board deems reasonable and necessary for the operation of the Association.

5.2 The current other offices to be filled by the Board are as follows:

- 5.2.1 American Division Coordinator
- 5.2.2 Atlantic Division Coordinator
- 5.2.3 National Division Coordinator
- 5.2.4 Rules Coordinator

Section 6: American Division Coordinator and Duties

6.1 The American Division Coordinator shall be a Director unless there is no qualified and willing Director, in which event a Member, who is not a Director but who is a participant in the American Division, may be appointed by the Board. The American Division Coordinator may be a manager.

6.2 The American Division Coordinator shall serve as the Chairperson of the American Division Committee and shall be responsible for insuring that the American Division Committee meets on a regular basis and carries out its duties and responsibilities pursuant to these By-Laws.

6.3 The American Division Coordinator shall be charged with insuring that all teams in the American Division have qualified Members to serve as Managers for each of the teams competing in the American Division.

6.4 The American Division Coordinator shall submit the name, background and relevant qualifications of each proposed Manager to the Board for its approval. No person may become a Manager in the American Division without the prior approval of the Board.

Section 7: Atlantic Division Coordinator and Duties

7.1 The Atlantic Division Coordinator shall be a Director unless there is no qualified and willing Director, in which event a Member, who is not a Director but who is a participant in the Atlantic Division, may be appointed by the Board. The Atlantic Division Coordinator may be a manager.

7.2 The Atlantic Division Coordinator shall serve as the Chairperson of the Atlantic Division Committee and shall be responsible for insuring that the Atlantic Division Committee meets on a regular basis and carries out its duties and responsibilities pursuant to these By-Laws.

7.3 The Atlantic Division Coordinator shall be charged with insuring that all teams in the Atlantic Division have qualified Members to serve as Managers for each of the teams competing in the Atlantic Division.

7.4 The Atlantic Division Coordinator shall submit the name, background and relevant qualifications of each proposed Manager to the Board for its approval. No person may become a Manager in the Atlantic Division without the prior approval of the Board.

Section 8: National Division Coordinator and Duties

8.1 The National Division Coordinator shall be a Director unless there is no qualified and willing Director, in which event a Member, who is not a Director but who is a participant in the National Division, may be appointed by the Board. The National Division Coordinator may be a manager.

8.2 The National Division Coordinator shall serve as the Chairperson of the National Division Committee and shall be responsible for insuring that the National Division Committee meets on a regular basis and carries out its duties and responsibilities pursuant to these By-Laws.

8.3 The National Division Coordinator shall be charged with insuring that all teams in the National Division have qualified Members to serve as Managers for each of the teams competing in the National Division.

8.4 The National Division Coordinator shall submit the name, background and relevant qualifications of each proposed Manager to the Board for its approval. No person may become a Manager in the National Division without the prior approval of the Board.

Section 9: Rules Coordinator and Duties

9.1 The Rules Coordinator shall be a Director unless there is no qualified and willing Director, in which event a Member, who is a participant in any then existing softball Division, may be appointed by the Board. The Rules Coordinator should have a working knowledge of the general rules of senior softball and at least three (3) years of experience as an EMASS player and/or manager. The Rules Coordinator shall not be a current Officer of the Board nor a Division Coordinator.

9.2 The Rules Coordinator shall serve as an ex-officio member of the American, Atlantic and National Division Committees and any other divisions as may be established.

9.3 The Rules Coordinator is charged with insuring that the Division Committees meet on a timely basis and shall provide such assistance as may be requested by the Chairperson(s) of the individual Division Committee(s). The Rules Coordinator shall also provide the Board with his/her recommendations as to any rule, regulation or policy addition or alteration recommended by the individual Division Committees.

9.4 The Rules Coordinator shall also be charged with the coordination of the reports and recommendations of the Division Committees to the Board, insuring that such reports are placed on the agenda for the Board meeting, as well as for the the coordination of the publication and distribution of playing rules, regulations and policies for each Division as recommended by the respective Divisions and adopted by the Board.

9.5 The Rules Coordinator shall also be charged with reviewing in the first instance, on an impartial basis, all of the facts and circumstances with respect to any protest, dispute or question regarding the interpretation of existing rules, regulations and policies or other matter which may be brought by any Member or which may arise during the course of the season (a "Dispute"). Any Dispute brought to the Rules Coordinator shall be reviewed by the Rules Coordinator as soon as is reasonably possible. Following such review the Rules Coordinator shall relate his/her factual findings and recommendations to the Board for its resolution.

THE REMAINDER OF THIS PAGE IS LEFT BLANK. ARTICLE VII CONTINUES ON THE NEXT PAGE.

ARTICLE VII: COMMITTEES/OTHER OFFICES OF THE BOARD

Section 1: Purpose of Committees

1.1 The purpose for the creation of Standing Committees of the Board is to assist the Board in carrying out the Board's duties under these By-Laws.

1.2 Although the ultimate authority for the adoption of Association policies rests only with the Board, it is the intent of the Board that, to the extent reasonable and practical, the appropriate Committee shall, in the first instance, examine, review and recommend the adoption of specific rules, regulations and policies.

1.2.1 Any matter raised by a Director or Member for consideration by the Board shall, to the extent reasonable and practicable, be referred first to the appropriate Committee for consideration and recommendation. The decentralization of such policy-making recommendations to Committees is to ensure that the meetings of the Board are focused on the broad implications of Board policy and not in overly detailed discussions with respect to matters before the Board.

Section 2: Standing Committees

2.1 Standing Committees may be established or dissolved by action of the Board. Members of Standing Committees shall be appointed by the Board with the exception of the Chairperson of Committees who shall be appointed by the Commissioner, subject to the approval of the Board.

2.2 The current Standing Committees of the Board are set forth in Sections 3 - 11 below.

Section 3: Nomination & Election Committee

The N&E shall be charged with the annual nomination of a slate of candidates for the Board and the conduct of the annual election of the Board pursuant to Article VIII of these By-Laws.

The N&E shall be comprised of five (5) Members, three (3) of whom shall be Directors and two (2) of whom shall be Members but not Directors. In the event that there are no qualified Members willing and able to serve on the N&E, the Board may elect to appoint Directors in lieu thereof.

Section 4: American Division Committee - Softball

The American Division Committee shall have general oversight of the operation of the American Division and in such capacity shall be charged with proposing to the Board for its approval any Division specific playing rules and/or policies, including, specifically, without limitation, the composition of team rosters, playoff formats, pool player policies, specific age limitations for the American Division and specific playing rules that may deviate from the ASA rules adopted by the Association. The Board shall provide reasonable deference to such recommendations but as the ultimate authority as to all such matters shall have the right to adopt, amend or reject the recommendations of the American Division Committee.

The American Division Committee shall be comprised of the American Division Coordinator who shall serve as Chairperson, and all of the Board approved managers of the teams comprising the American Division, from time to time. The Rules Coordinator shall serve as an ex-officio member of the American Division Committee.

The Association has adopted the Official Rules of Softball of the Amateur Softball Association of America ("ASA") and accordingly, except for such specific rules as may be recommended, from time to time, by the American Division Committee and subsequently approved by the Board, the ASA Rules shall govern. In the event of any conflict between an Association rule or the ASA rules, the Association rules shall govern.

Section 5: National Division Committee - Softball

The National Division Committee shall have general oversight of the operation of the National Division and in such capacity shall be charged with proposing to the Board for its approval any Division specific playing rules and/or

policies, including, specifically, without limitation, the composition of team rosters, playoff formats, pool player policies, specific age limitations for the National Division and specific playing rules that may deviate from the ASA rules adopted by the Association. The Board shall provide reasonable deference to such recommendations but as the ultimate authority as to all such matters shall have the right to adopt, amend or reject the recommendations of the National Division Committee.

The National Division Committee shall be comprised of the National Division Coordinator who shall serve as Chairperson, and all of the Board approved managers of the teams comprising the National Division, from time to time. The Rules Coordinator shall serve as an ex-officio member of the National Division Committee.

The Association has adopted the Official Rules of Softball of the Amateur Softball Association of America ("ASA") and accordingly, except for such specific rules as may be recommended, from time to time, by the National Division Committee and subsequently approved by the Board, the ASA Rules shall govern. In the event of any conflict between an Association rule or the ASA rules, the Association rules shall govern.

Section 6: Atlantic Division Committee - Softball

The Atlantic Division Committee shall have general oversight of the operation of the Atlantic Division and in such capacity shall be charged with proposing to the Board for its approval any Division specific playing rules and/or policies, including, specifically, without limitation, the composition of team rosters, playoff formats, pool player policies, specific age limitations for the Atlantic Division and specific playing rules that may deviate from the ASA rules adopted by the Association. The Board shall provide reasonable deference to such recommendations but as the ultimate authority as to all such matters shall have the right to adopt, amend or reject the recommendations of the Atlantic Division Committee.

The Atlantic Division Committee shall be comprised of the Atlantic Division Coordinator who shall serve as Chairperson, and all of the Board approved managers of the teams comprising the Atlantic Division, from time to time. The Rules Coordinator shall serve as an ex-officio member of the Atlantic Division Committee.

The Association has adopted the Official Rules of Softball of the Amateur Softball Association of America ("ASA") and accordingly, except for such specific rules as may be recommended, from time to time, by the Atlantic Division Committee and subsequently approved by the Board, the ASA Rules shall govern. In the event of any conflict between an Association rule or the ASA rules, the Association rules shall govern.

Section 7: Fields, Scheduling and Umpires Committee [FS&U]

The FS&U shall be charged with (a) searching for, evaluating and making recommendations to the Board for new playing fields, (b) obtaining permits for playing fields, (c) cooperating and coordinating with cities and towns to improve playing field conditions, (d) developing and distributing schedules for all games in each EMASS playing Division, (e) arranging for and overseeing umpires, and (f) such other duties as may be directed by the Board.

Section 8: Equipment Committee

The Equipment Committee shall be charged with (a) the preparation of an annual equipment plan, (b) obtaining bids/quotes on uniforms, bats, balls, first aid kits, etc., (c) procuring necessary equipment, (d) distributing equipment to players or managers, (e) maintaining an inventory of equipment owned by the Association, and (e) such other duties as may be directed by the Board.

Section 9: Player Recruitment Committee

The Player Recruitment Committee shall be charged with (a) overseeing the recruitment of players for all Association programs, (b) coordinating with the Secretary and the Communications Committee in all recruitment matters, (c) overseeing and coordinating the evaluation of new players, and (d) such other duties as may be directed by the Board.

Section 10: Social Committee

The Social Committee shall be charged with (a) planning and organizing Association social activities and functions

throughout the year, (b) maintaining contact with injured and retired players as well as the families of deceased players, and (c) such other duties as may be directed by the Board.

Section 11: Communications Committee

The Communications Committee shall be charged with (a) oversight of all communications involving the Association, including, but not limited to, the Association Website, flyers, brochures and press releases, (b) preparation and distribution of the directory of Members, and (c) such other duties as may be directed by the Board.

Section 12: General Standing Committee Policies

12.1 The Chairperson of each Standing Committee must be a Director unless no Director is available and willing to serve and in such event the Commissioner may appoint a Member who is not a Director to serve as Chairperson.

12.2 Any Committee may have one or more members.

12.3 The Board may at any time and from time to time eliminate any Standing Committee or form any other Standing Committee as it deems reasonable and necessary for the operation of the Association. In such event the Board shall amend these By-Laws accordingly pursuant to the provisions of Article IX, Section 1.

Section 13: Advisory Committees

The Board may from time to time appoint one or more Advisory Committees whose members need not be Directors. The function of such Advisory Committees shall be to advise and assist the Board in carrying out the operation and purposes of the Association.

THE REMAINDER OF THIS PAGE IS LEFT BLANK. ARTICLE VIII CONTINUES ON THE NEXT PAGE.

ARTICLE VIII: NOMINATION/ELECTION OF DIRECTORS

Section 1: Annual Election

1.1 The Board shall be elected annually by the Members.

1.2 The annual election of the Board shall be conducted by the N&E and shall be held in such manner and on such date(s), at locations and at times as determined by the N&E and approved by the Board. The balloting may (but is not required to) be conducted at an open meeting of the Members and may (but is not required to be) conducted in conjunction with the Annual Meeting. Provided, however, to the extent possible the annual election shall be held on or before November 30th of any given year and, in any event, no earlier than two (2) weeks after the date upon which the Final Election Notice has been published.

Section 2: Nomination and Election Procedures

2.1 On or before October 1st, the N&E shall determine the number of Directors for the next coming year.

2.2 On or before November 1st, the N&E shall prepare and propose to the Board for its endorsement: (a) a slate of Directors for the next year, and (b) the balloting procedures for the election of Directors. In designating the slate, the N&E shall ensure that there is at least (i) one (1) candidate willing to serve as Commissioner, and (ii) one (1) candidate willing to serve as Treasurer and (iii) one (1) candidate willing to serve as Secretary.

2.3 If a majority of the Board fails to endorse the slate in its entirety, the N&E shall, in light of the comments received from the Board, revise the slate of candidates for re-submission to the Board. This process will continue until there is an endorsement of a slate from a majority of the Board which slate shall then be deemed the Board-Endorsed Candidates.

2.4 Promptly following the date that the Board-Endorsed Candidates have been identified, the N&E shall cause the Secretary to send a notice to the Members (the "Preliminary Election Notice"). The Preliminary Election Notice may be given by any of the means set forth in Article IV, Section 3.

2.5 The Preliminary Election Notice shall set forth (a) the list of the Board-Endorsed Candidates, and (b) the procedure by which a Member not set forth on the list of Board-Endorsed Candidates may become a candidate for the Board (a "Petition Candidate").

2.6 Any Member may become a Petition Candidate by submitting a timely Nomination Petition (in the form approved by the Board) meeting the requirements of Section 2.6.1 of this Article VIII.

2.6.1 To be considered valid, a Nomination Petition for a Petition Candidate must be (a) signed or otherwise endorsed in writing by at least 10 other Members of the Association (which signatures may be verified by the Board as it deems necessary or reasonable), and (b) must be received by the Secretary within one (1) calendar month from the date the Election Notice was first sent to the Members (the "Nomination Period").

2.6.2 At such time as the Nomination Period has ended, if there are any Petition Candidates, the N&E shall cause the Secretary to send a notice to the Members (the "Final Election Notice"). The Final Election Notice may be given by any of the means set forth in Article IV, Section 3.

2.6.3 The Final Election Notice shall set forth (a) the list of the Board-Endorsed Candidates, (b) the list of Petition Candidates, and (c) the balloting procedures for the election of the Board, that is, the Final Election Notice shall indicate when, how and where the annual election of the Board is to be conducted. Provided, however, to the extent possible, the balloting shall be no earlier than two (2) weeks after the date upon which the Final Election Notice has been published.

2.6.4 Balloting may be conducted in any manner as determined by the N&E and endorsed by the Board to be reasonable, fair and equitable, including, without limitation, hand, voice or written ballot at a meeting, and/or other alternative procedures such as on-line balloting and paper balloting by mail. The candidates receiving the most number of votes cast by any approved method of balloting shall become the Board.

Adopted
February 5, 2008

2.6.5 In the event that there are no Petition Candidates, the annual election shall be waived and the Board-Endorsed Candidates shall be deemed to have been elected by the Members.

THE REMAINDER OF THIS PAGE IS LEFT BLANK. ARTICLE IX CONTINUES ON THE NEXT PAGE.

ARTICLE IX: PROCESS FOR AMENDING BY-LAWS

Section 1: Board Initiated Amendments.

1.1 Any provision of these By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the affirmative vote of two-thirds (2/3rds) of the Directors present at any in-person meeting of the Board (which meeting must be open to the Members), provided that at least thirty (30) days prior notice of such meeting has been provided to all Members by any of the methods permitted in these By-Laws. Such notice shall set forth the proposed changes and state the intention to alter, amend, repeal or to adopt new By-Laws and shall be posted on the Association Website.

Section 2: Member-Initiated Amendments

2.1 These By-Laws may be amended at the Annual Meeting provided:

2.1.1 a written petition has been submitted to the Board, through the Secretary, which has been signed by at least twenty (20%) percent of all Members ("Petition Amendments");

2.1.2 the Petition Amendment must have been presented to the Secretary at least sixty (60) days prior to the Annual Meeting;

2.1.3 the Petition Amendment must set forth in reasonably specific detail the rationale for the proposed amendment and the specific language to be adopted;

2.2 The Secretary shall submit a proper and timely Petition Amendment to be submitted to the Board at least thirty (30) days prior to the Annual Meeting and shall cause the Petition Amendment to be included in the notice of the Annual Meeting.

2.3 In order to be adopted, the Petition Amendment must be approved by a two-thirds (2/3rds) majority vote of the Members voting by an authorized method at the Annual Meeting and must also be endorsed by at least one-third (1/3rd) of the Board.

2.4 Amendments to the Petition Amendment may be offered by any Member at the Annual Meeting but must be approved by a two-thirds (2/3rds) majority vote of the Members present at the Annual Meeting and by two-thirds (2/3rds) majority vote of the Directors present at the Annual Meeting.

THE REMAINDER OF THIS PAGE IS LEFT BLANK. ARTICLE X CONTINUES ON THE NEXT PAGE.

ARTICLE X: GENERAL PROVISIONS

Section 1: Fiscal Year

The Fiscal Year of the Association shall commence on January 1st and end on the next following December 31st.

Section 2: Parliamentary Authority

All procedural questions at meetings not resolved by these By-Laws shall in the first instance be resolved by a vote of two-thirds (2/3rd) majority of the Directors at any meeting where a quorum is present or if no such 2/3rd majority can be reached, shall be determined in accordance with "Robert's Rules of Order Revised".

Section 3: Limited Liability and Indemnification

3.1 No present or former Director shall be liable in any manner for any debts or obligations of the Association.

3.2 The Association shall, to the extent legally permissible, indemnify and defend any person serving, or who has served, as a Director from and against any and all judgments, fines, settlements and other reasonable costs, expenses and counsel fees paid or incurred in connection with any action, law suit, or proceedings to which any such person or his legal representative may be made a party by reason of his being or having been such a Director. No indemnification or advance against expenses shall be approved by the Board until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification payment or advance.

THE REMAINDER OF THIS PAGE IS LEFT BLANK. END OF BY-LAWS.