

BY-LAWS FOR THE NORTHFIELD LEAGUE, INC.
Passed, June 21, 2020

Article I. Organization

The Board of Directors of the League is chaired by the President and is responsible for the legal, accounting, strategic planning, and investment activities of the organization.

The Executive Committee, which is chaired by three Conference Coordinators, is responsible for conducting conferences, which is the League's primary activity.

Article II. Meetings of the League

Section 1. Annual Meeting. There shall be an Annual Meeting of the members of the League for the purpose of electing directors and officers and transacting such other business as the Board shall have determined to submit to a vote of the League. Said meetings shall be held during the Summer Conference at such a time and place as the Board of Directors shall designate and shall be run by the senior Conference Coordinator. The Treasurer shall submit an annual financial report to the meeting.

Section 2. Scheduling. The Annual Meeting may be moved at the discretion of the Board, with the provision that at least one meeting be held within each fiscal year. A special meeting of the League may be called upon 30 days notice by the Board.

Section 3. Membership. Members are those at least 10 years of age who have shown a continuing interest in the Northfield Conference by attending two or more of the last four Summer Conferences. Members who fail to meet the ongoing attendance requirement may continue membership via request to the Secretary.

Article III. Directors

Section 1. Directors. The Directors shall be the officers of the League (the President, the Secretary, and the Treasurer), three Conference Coordinators, the Registrar, and up to three At-Large Directors. No person shall be eligible to hold the office of Director who shall not be at least 18 years of age and a member of the League.

Section 2. Elected Directors. The three officers and three conference coordinators shall be elected for a term of three years. One officer and one conference coordinator shall be elected at each year's annual meeting.

The conference coordinators will be nominated by the Conference Nominating Committee. The officers will be nominated by the Board of Directors.

The senior conference coordinator shall present to the Annual Meeting the names of the candidates for election to the Board. Other nominations may be made from the floor provided that those nominated are present and willing to serve. On demand of any 5 members present at the Annual Meeting, elections shall

be by secret ballot, in which event the presiding officer shall appoint two ballot clerks to tally the vote. Elections shall be decided by plurality vote and Directors elected shall take office at the fall retreat, or no later than October 31.

The President may serve two full consecutive terms of three years each; following the completion of a second consecutive term the President must step down for at least one term. The Treasurer and Secretary shall serve three year terms with no limit on the number. The Conference Coordinators serve three year terms, with no limit on the number they can serve non-consecutively.

Section 3. Appointed Directors. The Registrar is appointed by the Board for a one year term, which begins at the fall retreat, with no limit on the number of terms. The Board may appoint up to three At-Large members to serve one-year terms, with no limit on the terms.

Section 4. Vacancies. Vacancies among any of the Directors occurring during a term shall be filled for the unexpired period of the term by a majority vote of the Board.

Section 5. Duties of Directors. The Board shall have full authority in all respects to govern and/or conduct the business and affairs of the League, including the appointment of the conference Youth Program Coordinator, and to do all things provided for elsewhere in the Constitution and in these By-Laws.

A. President. The President shall be the chief executive officer of the League and shall preside at the Board of Directors meetings. Subject to the consent of the Board, the President shall have the power to act for and bind the League in its regular and ordinary business engagements and transactions. The President shall have the power to make and execute all deeds, leases, mortgages, bonds, contracts, and other obligations and instruments. He/she shall perform all the duties incidental to the office.

In the absence of the President, or in the event of the inability of the President to act, or if the office of the President be vacant, the Secretary shall perform the duties and exercise the powers of the President.

B. Secretary. The Secretary shall keep the minutes and act as Secretary of all meetings of the League and the Board. The Secretary shall be responsible for all correspondence for the League.

C. Treasurer. The Treasurer shall be the custodian of all funds of the League. The Treasurer shall be responsible for keeping full and accurate records of all receipts, disbursements, investments, and other financial affairs of the League. The Treasurer shall present to the Board at each regular Board meeting a statement of the receipts and disbursements for the year to date. The Treasurer, or his/her appointee, shall pay all bills of the League when approved for the payment by the President or a Conference Coordinator. The Treasurer shall attend to the investment of League funds in consultation with the Board and with the advice of other members as may be determined by the President or Treasurer. The Treasurer of the League shall present for adoption at the regular Annual meeting of the Board a budget of estimated receipts and expenditures for the League for the coming year.

The Treasurer shall have the power to make and execute all deeds, leases, mortgages, bonds, and contracts, and other obligations and instruments. The Treasurer shall be custodian of the Corporate Seal, and shall have authority to affix such seal into contracts and instruments of the Corporation.

D. Conference Coordinators. The Conference Coordinators shall preside at all meetings of the Executive Committee, call special meetings of the same; appoint standing and special committees and serve as members ex-officio of all committees except the Nominating Committee;

E. Registrar. The Registrar, who shall be appointed by the Board, shall handle registrations and assign housing accommodations at the Conference, and present a Report at the Annual Meeting.

Section 6. Meetings of the Board of Directors.

A. Regular Meetings. There shall be in each year at least two regular meetings of the Board, held at such time and place as may be specified in the notice of the meeting. Meetings may take place in person, via telephone, or in such manner as the Board shall designate. Notice shall be given at least two weeks in advance.

B. Quorum. At any meeting of the Board the number present shall constitute a quorum provided that a majority of the Directors are present. Any act of a majority of the Directors present at any meeting shall be the act of the Board, except as may be otherwise specifically provided by law, or on the certificate of incorporation or in the Constitution of the League or in these By-Laws.

C. Special Meetings. Special meetings of the Board may be called at any time by the President or by any three Directors. The President or the Secretary must call such a meeting within 30 days, or a mutually agreeable time frame if requested to do so in writing by three or more Directors. Such call must state the time, place, and purpose of such meeting. Business transacted at a special meeting shall be confined to the purpose stated in the call and notice, unless all the Directors are present at the meeting. Notice shall be given at least two weeks in advance.

D. Method of Giving Notice. Whenever, under the provisions of the constitution or these By-Laws, or of any laws of the state of New York, notice is required to be given to any Director, Officer, or Member, it shall not be construed to mean personal notice, but such notice may be given in writing or in printed form addressed to each such Director, Officer, or Member at her/his address as it appears on the books of the League. Such notice shall be deemed to have been given at the time when it shall have been mailed or emailed.

Article IV. Standing Committees

There shall be the following standing committees of the Board:

1. Executive Committee
2. Conference Nominating Committee

Section 1. Executive Committee. The Executive Committee shall consist of the members of the board and the program chair(s) of the Summer Conference. The Committee shall meet at the request of the Conference Coordinators, at a time and place to be determined by the senior Conference Coordinator.

The Executive committee will have singular responsibility for the planning and execution of the Northfield conferences.

The Conference Coordinators, together with the Program Chair(s), shall have the responsibility of overseeing the operations of the Summer and Mid-Winter Conferences, including appointing those persons who have volunteered for the myriad leadership roles in the Conference and managing the day to day operations.

The Program Chairs shall be appointed by the Executive Committee to prepare a program for the Summer Conference (and for the Midwinter Weekend, unless other leadership is assigned by the Executive Committee), serving as a liaison with the Program Committee to present program plans for approval of the Executive Committee and, when such approval has been obtained, to invite the various participants to play their specific roles in the Conference. The Program Chairs shall attend Executive Committee meetings, submit a written report at the Fall Retreat.

Section 2: Conference Nominating Committee. The Conference Nominating Committee shall consist of at least: 1) a chairperson, who shall be elected at the Annual Meeting of the previous Summer Conference, and 2) two or more members chosen exclusively by the chair, plus any other members who wish to serve. It shall nominate the Conference Coordinator and the succeeding Nominating Committee Chair for election at the Annual Meeting, obtaining the prior consent of those whose names are to be presented and notifying those who may be absent of the results of the election. In choosing said slate, the Nominating Committee may choose to consult with the Executive Committee but is under no obligation to do so. If the elected Nominating Committee Chair is unable to serve, the Executive Committee shall be authorized to appoint a replacement.

Article V. Fiscal Year

The fiscal year of this corporation shall be from the first day of April to the thirty-first day of March, inclusive in each year.

Article VI. Amendments

These By-Laws may be amended or repealed only at an Annual Meeting of the League by the affirmative vote of two-thirds of the members present. Each member shall receive three weeks notice with the exact wording of the proposed amendment and the place, date, and hour of the meeting. Members unable to attend may submit their vote to the Secretary. A proposed amendment may, before the vote on its adoption is taken, be amended at such meeting by a two-thirds majority of the members present.