

Filing Fee \$10.00

State of Rhode Island and Providence Plantations  
NON-PROFIT CORPORATION

27230

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

Johnston Recreation Parents' Association.....

Pursuant to the provisions of Section 7-6-40 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is.....Johnston Recreation Parents' Association.....

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:  
(Insert Amendment)

The name of the corporation is to be changed to read Johnston  
Girls Softball Inc.

THIRD: The amendment was adopted in the following manner:

(Note 1)

"The amendment was adopted at a meeting of the Board of Directors held on 2-4-1992, and received the vote of a majority of the Directors in office. there being no members entitled to vote in respect thereof."

Dated 2/9/, 1992

Lebanon Recreation Parents' Association (Note 2)

By Anthony J. Carlo (Note 3)

Its Current President

and Jon Frances Celli (Note 3)

Its Current Secretary

NOTES:

1. Insert whichever of the following statements is applicable:

- (a) "The amendment was adopted at a meeting of members held on , at which a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast."
- (b) "The amendment was adopted by a consent in writing signed under date of by all members entitled to vote in respect thereto."
- (c) "The amendment was adopted at a meeting of the Board of Directors held on , and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof."

2. Exact corporate name of corporation adopting the Amendment.

3. Signatures and titles of officers signing for the corporation.

## CONSTITUTION AND BY-LAWS

### JOHNSTON GIRLS SOFTBALL INC.

#### ARTICLE I-- NAME:

This organization shall be known as the Johnston Girls Softball Inc., in the town of Johnston, in the State of Rhode Island.

#### ARTICLE II-- OBJECTIVE

##### Section 1.

The objective of the local Incorporation shall be to implant firmly in the youth of the community the ideals of good sportsmanship, honesty, loyalty, so that they will grow to be decent and healthy adults.

##### Section 2.

To achieve this objective the local Incorporation will assist the local recreation department in providing supervised activities through their efforts of providing volunteer services. The local Incorporation will further assist by conducting fund raising activities consistent with the By-Laws.

##### Section 3.

All directors, officers and members shall bear in mind that the attainment of exceptional skill or the winning of games is secondary and the molding of future adults is the prime importance.

#### ARTICLE III-- MEMBERSHIP

##### Section 1. Eligibility

- a. Any person sincerely interested in active participation to effect the objective of the local Incorporation may apply to become a member.
- b. Regular members, any person actively interested in furthering the objective of the local organization may become a regular member upon election as hereinafter provided.
- c. Application for membership in this Incorporation shall be submitted in writing, at any regular meeting, or to a member in good standing, for acceptance.
- d. An applicant shall be elected to the membership at the next regular meeting of the Board of Directors upon a majority vote of the board.
- e. All officers, board members, committee members, volunteers and other elected or appointed officials must be active regular members in good standing.

As used hereinafter, the word member shall mean a regular member unless otherwise stated.

g. All coaches must be NYSCA certified.

#### Section 2-- Suspension or Termination

a. Membership shall be terminated by resignation or action of the Board of Directors.

b. The Board of Directors by a two-thirds vote of those present at any duly constituted meeting shall have the authority to discipline or suspend or terminate the membership of any member when the conduct of such person is considered detrimental to the best interest of the local Incorporation. The member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

### ARTICLE IV-- MEETINGS

#### Section 1-- Annual Meeting

The Annual Meeting of the local Incorporation shall be held during the second week in January for the purpose of electing officers, directors and members receiving reports, and for the transactions of such other business as may properly come before the meeting.

#### Section 2-- Regular Meeting

a. The local Incorporation shall meet the second Thursday of each month, with approximately nine meetings.

b. The presence in person of five members shall be necessary to constitute a quorum.

#### Section 3-- Voting

a. Only regular members in good standing shall be entitled to vote at any meeting.

b. Members must attend 60% of meetings and participate in two fund raisers per year. Heritage weekend is mandatory.

c. Each member shall be entitled to one vote in person or by proxy. All proxies must be in written form and may be withdrawn at any time.

d. Proxy ballot must be obtained from the secretary, and turned in by her at the meeting.

#### Section 4-- Rules of Order

Roberts Rules of Order shall govern the proceedings of all meeting except where same conflict with the constitution or By-Laws of the local Incorporation.

ARTICLE V-- BOARD OF DIRECTORS

Section 1-- Board and Number

a. The management of the property and affairs of the local Incorporation shall be vested in the Board of Directors. The number of directors shall be not less than five nor more than ten. The directors shall upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be elected and duly qualified.

Section 2-- Required Members

a. The board membership shall include as follows:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

b. Recreation or his designee will be player rep.

Section 3-- Vacancies

If any vacancy occurs in the Board of Directors by death, resignation or otherwise, it may be filled by a majority vote of the remaining directors at any regular meeting or at any special meeting called for the purpose.

Section 4-- Meetings, Notices and Quorum

Regular meetings of the Board of Directors shall be held immediately following the annual election and on such days thereafter as shall be determined by the Board. The President or Secretary may, whenever any of them deems it advisable, and the Secretary shall, at the request in writing of five (5) directors, issue a call for a special meeting of the board, notice of such meeting shall be given by the Secretary to each director either by mail or at least three days before the time appointed for the meeting to the last recorded address of each director or by telephone or telegraphic or personal notice twenty-four hours preceding the meeting. In case of special meetings such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting. Five members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5-- Duties & Powers

- a. The Board of Directors shall have the power to appoint such standing and special committees as it shall determine and to delegate such powers to them as the board shall deem advisable and which it may properly delegate.
- b. The Board may adopt such rules and regulations for the conduct of its meetings and management of the local Association as it may proper.
- c. The Board shall have the power by a two thirds vote of those present at any regular or special meeting to discipline, suspend or remove any director, officer

member of the local association as set fourth in Article III, Section 1&2.  
d. The Board shall receive at the regular meeting of the members of the local Incorporation, a report verified by the President and the Treasurer or by a majority of the directors, showing the whole amount of real and personal property acquired during the year preceeding, the date of the report, and the manner of the acquisition; the mount applied, appropriated or expended during the year preceeding such date, and the purpose, objects or persons to or for which such application have been made; and the place of residence of the persons who have been admitted to membership in the local Incorporation during such year.

#### ARTICLE VI-- OFFICERS DUTIES AND POWERS

##### Section 1-- Election

Immediatly following the annual meeting the members present provided there a quorum, shall meet for the purpose of electing officer, for the ensuing year.

##### Section 2-- Officers

The office of the local Incorporation shall consist of a President, Vice President, Secretary, and Treasurer all whom shall hold office for the ensuing year or until their successors are duly elected.

##### Section 3-- President

a. The President shall be responsible for conducting the affairs of the local Incorporation and for executing the policies established by the Board of Directors. He/She shall present a report on the condition of the local Incorporation at the annual meeting, and at such other times as he or the board shall deem appropriate, he shall communicate to the Board of Directors such matters and make such suggestions as may, in his opinion, tend to promote the welfare of the local Incorporation.

b. He/She preside at all meeting of the members and Board of Directors.

c. He/She shall be responsible for the conduct of the local Incorporation in strict conformity to the policies, principals rules and regulations, of the local Incorporation as agreed to under the conditions of the charter.

d. The President or such other officer that he/she may designate in writing shall have the power to make an execute for and in the name of the local Incorporation such contracts and leases as may have received the prior approval of the Board.

e. He/She shall investigate complaints, irregularities and conditions detrimental tot he local Association and report thereon the Board or executive committee as circumstances warrant. He/She shall prepare and submit an annual budget to the board and be responsible for the proper execution thereof.

Section 4-- Vice President

a. In the case of the absence or disability of the President and provided he/she is authorized by the President or Board to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of that office, and shall have such other duties as from time to time may be assigned to he/she by the Board of Directors or by the President.

Section 5-- Secretary

a. The Secretary shall be responsible for recording the activities of the local Incorporation, and maintaining appropriate files, mailing list, and necessary records. He/She shall perform such duties as customarily incident to the office of Secretary or as may be assigned to he/she by the Board of Directors.

b. He/She shall maintain a list of all regular, sustaining and honorary member directors and committee members and give notice of all meetings of the local Incorporation, the Board of Directors, and committees.

c. He/She shall keep the minutes of meetings of the members, the Board of Directors and the executive committee and cause them to be recorded in a book kept for the purpose.

d. He/she shall conduct all correspondence not other wise specifically deligat in connection with said meetings and shall be responsible for carrying out all orders, votes, and resolutions not other wise committed.

e. He/she shall notify members, directors, officers and committee members of their election or appointment.

Section 6-- Treasurer

a. The Treasurer shall perform such duties as are herein specifically set four and such other duties as are customarily incident to the office of Treasurer and may be assigned to he/she by the Board of Directors.

b. He/she shall receive all monies and securities, and deposit same in a depository approved by the Board of Directors.

c. He/she shall keep records for the receipts and dispursments of all monies and securities of the local Incorporation, approve all payment from allocated funds and draw checks thereof.

d. Under the direction of the President, he/she shall prepare an annual budget for submission to the Board of Directors at their annual meeting.

ARTICLE VII-- FINANCIAL AND ACCOUNTING

Section 1.

a. The Board of Directors shall decide all matters pertaining to the finances of the local Incorporation and it shall place all income in a common league

1993-2003



treasury, directing the expenditure of same in such manner as will give no individual or team any advantage over those in competition with such individual or team.

b. The Board shall not permit the solicitation of funds in the name of the local Incorporation unless all funds so raised be placed in the local Incorporation treasury. The Board shall not permit the disbursement of local Incorporation funds for other than to conduct activities in accordance with the rules and policies of the Johnston Girls Softball Inc.

c. No Director, Officer or member of the local Incorporation shall receive directly or indirectly a salary, compensation, involvement from the local Incorporation for services rendered as Directors, Officers or Members.

d. All monies received shall be deposited to the credit of the local Incorporation in a bank in Rhode Island, and all disbursements shall be made by check, and checks should be signed by the local Incorporation Treasurer and such Officer or Officers or person/persons as the Board of Directors shall determine.

e. The fiscal year of the local Incorporation shall begin on the 1st day of January, and shall end on the last day of December.

#### Section 2-- Distribution of Property upon Dissolution

a. Upon dissolution of the local Incorporation, and after all outstanding claims and debts have been satisfied, the members shall distribute the property of the local Incorporation to the Johnston Recreation Department, or in the event of refusal to such other organization/organizations maintaining an objective similar to that set forth herein which are or may be entitled to exemption under Section 501 of the Internal Revenue code or any future corresponding provision.

### ARTICLE-- VIII AMENDMENTS

#### Section 1.

This constitution and By-Laws may be amended, replaced or altered in whole or in part by a majority vote at any duly organized meeting of the Directors provided notice of the proposal changed is included in notice of such meeting



1876 2.11.11 32

# JOHNSTON RECREATION PARENTS ASSOCIATION

JOHNSTON GIRLS SOFTBALL YEARLY REPORT  
AS OF DECEMBER 31, 1991

Opening Balance as of January 1, 1991

\$ 1,103.16

## DEPOSIT'S

Interest on Eastland Certificate	\$ 883.75	
Town of Johnston	1500.00	
Refund Gary Merlino (Pictures)	142.00	
Soda Machine	1215.00	
Sponsors	3,200.00	
Registrations	3,500.00	
Tournament	3,450.00	
Spring Festival	2,764.50	
Raffle	3,735.00	
Parents Association	300.00	
Refund from 15 & 16 team	500.00	
Dances	1001.00	
Money left from Market Certificates	4,598.00	
		\$ 26,789.25
		\$ 27,892.41

## EXPENSES

Daniel Mazzulla Fund (Golf)	\$ 100.00	
Daniel Mazzulla Fund (Basketball)	25.00	
Lincoln Packing (Spring Fest)	690.48	
Lincoln Packing (Picnic)	218.51	
Superior Bakery (Spring Fest)	218.60	
Superior Bakery (Picnic)	143.38	
BJ'S Supplies for year	249.81	
Parent's Association Donation	50.00	
Registration 14 teams A.S.A.	98.00	
Farmington Insurance	649.62	
Printing (flyers, schedules, tickets)	306.00	
Trophies (Tournament)	712.60	
Trophies (League & Sponsors)	1792.10	
Portable Restrooms	300.00	
Fence (Cricket Field)	3,000.00	
Soda	1,000.00	
Prov. Journal	293.48	
Elmwood Sports	6,298.40	
Umpires (League)	1,423.00	
Umpires (Tournament)	970.00	
Tournament Entry Fee's	2,420.00	
Donation to 15&16 Team (Georgia)	650.00	
Miscellaneous	490.79	
		\$ 22,168.27
		\$ 5,724.14
		\$ 60,000.00

CLOSING BALANCE AS OF DECEMBER 31, 1991

MARKET CERTIFICATES CLOSED OUT FOR WOODLAKE PARK

BARBARA COLAGIOVANNI TREASURER JOHNSTON GIRLS SOFTBALL 1991

RECEIVED  
FEB 16 2 20 PM '92

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# JOHNSTON RECREATION PARENTS ASSOCIATION

JOHNSTON RECREATION GIRL'S SOFTBALL YEARLY REPORT

AS OF DECEMBER 31, 1990

Opening Balance as of January 1, 1990 \$ 979.72

## Deposit's

Interest on Certificate's (Eastland)	1,212.07	
Town of Johnston	\$ 1,500.00	
Refund Pictures (Gary Melino)	189.00	
Rebate on Coco Cola Machine from Recreation	1,233.00	
Service Substance Abuse (MHRH)	1,000.00	
Sponsor's	3,000.00	
Registration	3,419.00	
Candy	3,765.08	
Tournament's	2,433.75	
Spring Festival	6,190.10	
Parent's Association	670.80	
Soda	1,323.85	
Poker Night's	2,003.00	
Banquet	4,472.00	
Halloween	1,320.00	
		\$ 33,731.65
		\$ 34,711.37

## Expenses

Old Stone Bank (to open certificate)	\$ 7,000.00	
Daniel Mazzulla Fund	100.00	
Spring Festival - Lemonade	198.00	
Lincoln Packing	999.19	
Chips & Cards	247.00	
Parent's Association - Band	75.00	
Registration teams in ASA	98.00	
Insurance	659.30	
Gas Grill's	399.98	
Printing	227.40	
Candy	2,775.00	
Get Well Cards	180.00	
World Trophies Inc.	1,768.63	
Portable Restrooms	300.00	
Soda	1,200.00	
N.Y.S.C.A. (coaches)	435.00	
Coco-Cola Machine	2,343.00	
Observer & Journal	368.72	
Miscellaneous	575.24	
Elmwood Sports	5,220.65	
Empire's	2,201.00	
Banquet	4,227.10	
Rebate (Smithfield Girl's)	95.00	
Tournaments	1,915.00	
		33,608.21

Closing Balance as of December 31, 1990 \$ 1,103.16

MARKET'S CERTIFICATE'S

ON HAND AS OF 12-31-90

\$ 61,973.22

9700 0000 0  
9700 0000 0 12

FEB 10 2 20 PM '32

AS. A. Insurance # Certificate