ARTICLE 1 - NAME AND OFFICIAL HEADQUARTERS

1.1 Name. The legal name of this organization shall be Northeast Ten Conference, Inc. The Conference shall also do business as Northeast-10 Conference, NE10 Conference, and NE10.

1.2 Headquarters. Unless otherwise determined by a two-thirds vote of all members of the Council of Presidents at any regular or special meeting, the official headquarters of the Northeast-10 Conference is at 792 South Main St., Suite 104 in Mansfield, Massachusetts.

ARTICLE 2 - HISTORY, PURPOSES, AND PRINCIPLES

2.1 History. Conference members are National Collegiate Athletic Association members committed to the purposes, fundamental policy and basic principles of that organization. Believing that within such principles, a program of competitive intercollegiate athletics can be mutually beneficial to institutions in reasonable geographic proximity to one another and having comparable athletic missions and facilities, the founding member institutions formed what eventually became known as the Northeast-10 Conference in 1980.

2.2 Purposes. The purposes of the Conference include, without limitation the following:

2.2.1 To conduct a well-rounded program of intercollegiate athletics within a context that holds paramount the academic programs of the member institutions and the academic and personal growth of student-athletes.

2.2.2 To hold membership as a Division II Conference in the National Collegiate Athletic Association (NCAA).

2.2.3 To engage in such intercollegiate athletic competition in accordance with the principles, policies, constitution and bylaws of the NCAA as well as such other principles, policies and bylaws as may, from time to time, be adopted by the Conference.

2.2.4 To provide procedures for the enforcement of the NCAA principles, policies, constitution and bylaws and other principles, policies and bylaws as may, from time to time, be adopted by the Conference.

2.2.5 To provide that student-athletes will be representative of the total student body of each member institution in general academic achievement and overall educational experience.

2.2.6 To provide that policies governing intercollegiate athletics, of each member institution will encourage balanced and fair competition on a continuing basis.
2.2.7 To provide for the sharing of appropriate information among the member institutions regarding their athletic programs.

2.2.8 To foster sportsmanship, ethical conduct, mutual respect and confidence among the member institutions and to foster the purposes and principles of higher academic education; and

2.2.9 To effectuate such other or additional purposes as may, from time to time, be adopted and approved by the Council of Presidents.

2.3 Core Values. The core values of the Conference are:

INTEGRITY. We ensure that all actions of the membership are inclusive, morally sound, and representative of all constituents.

DRIVE. We pursue excellence, fostered by an innovative culture that guides the collective advancements of the Conference.

COMPETITION. We promote the spirit of fairness, sportsmanship, and mutual best interest in pursuit of a distinct level of excellence that raises the profile of the Conference and our member institutions.

OPPORTUNITY. We deliver high level athletic and academic experiences by providing pathways to engage, compete, learn, and grow.

2.4 Other Principles. In addition to the purposes described above and the general purposes and principles of the NCAA, Conference members are also committed to the following principles:

2.4.1 The student-athlete’s academic experience shall remain each Conference member’s highest priority. Student-athletes shall be treated first as students, second as athletes. They should be able to attend classes and prepare for examinations without undue interruptions for athletic commitments. Member institutions should adopt appropriate measures to safeguard against such interruptions. Conference members shall be committed to assisting all student-athletes in graduating within a reasonable amount of time.

2.4.2 The Conference championship in each sport should be the focus of each season’s competitive efforts for our student-athletes. Member institutions should place a high value on Conference championships and they should be conducted in a way that reflects this value.

ARTICLE 3 - CONFERENCE CODE

3.1 Conference Code. The Conference shall be governed and administered according to the Conference Code, which shall consist of the Constitution, Bylaws, Administrative Policies, Sport Codes, and any other administrative regulations that guide the day-to-day operations of the Conference.
3.2 Waivers. A member institution may request a waiver of any provision of the Conference Code, which may be granted by a two-thirds vote of the Council of Presidents. Such requests and accompanying rationale must be sent to the commissioner to ensure accordance with the spirit of the code.

ARTICLE 4 – MEMBERSHIP

4.1 Full Membership.

4.1.1 Full Members. The number of members of the Conference shall be established by the Council of Presidents. In order to be eligible for full membership of the Conference and remain eligible for full membership, each Member Institution shall:

4.1.1.1 Maintain the minimum Division II membership requirements as required by NCAA Bylaw 20.9, as it may be amended and/or renumbered;

4.1.1.2 Be a fully accredited senior institution of higher education by a recognized regional accreditation agency.

4.1.1.3 Be an NCAA Division II member in good standing, subscribing to the Division II Philosophy and abiding by all applicable NCAA regulations.

4.1.2 Membership in the Conference is by institution only and all rights and duties inherent in the membership may be exercised by or enforced against Member Institutions only. Students enrolled in a Member Institution do not, by virtue of such enrollment, acquire membership in the Conference.

4.2 Charter Members. The following institutions constitute the list of charter members of this Conference, founded in 1980:

American International College
Assumption College
Bentley College
Bryant University
University of Hartford
Springfield College
Stonehill College

4.3 Current Members. The following institutions constitute the list of current members and effective membership date:

Adelphi University (2009)
American International College (1980)
Assumption College (1980)
Franklin Pierce University (2000)
Le Moyne College (1996)
Merrimack College (1984)
University of New Haven (2008)
Pace University (1997)
Saint Anselm College (1981)
Saint Michael’s College (1987)
The College of Saint Rose (2000)
Southern Connecticut State University (2000)
Southern New Hampshire University (2000)
Stonehill College (1980)
LIU Post (2013) – Associate member in Football and Field Hockey

4.4 Former Members. The following institutions constitute the list of former members:

University of Hartford (1980-1984)
Springfield College (1980-1995)
Quinnipiac University (1987-1998)
Bryant University (1980-2008)
University of Massachusetts Lowell (2000-2013)

4.5 Admission to Membership

4.5.1 New full and associate members may be admitted into the Conference upon proper application in accordance with criteria and a process established by the Council of Presidents and by a two-thirds vote, via secret ballot, of all members of the Council of Presidents.

4.5.2 If the applying institution is officially offered Conference membership, then the applying institution’s acceptance of Conference membership shall become effective on the date the Commissioner receives:

4.5.2.1 A signed statement of acceptance of the offer from the applying institution’s President, which shall attest to the institution’s acceptance of any condition(s) of Conference membership and to the institution’s willingness to accept all of the Conference’s obligations of membership as stated in the Conference Constitution, Bylaws, Administrative Policies, and Sport Codes;

4.5.2.2 Payment of the Conference’s membership fee, with one-half payable at the time of acceptance of Conference membership and the balance due by the end of one full calendar year from that date;

4.5.2.3 Payment of one (1) year’s annual Conference dues, which shall be counted as the institution’s first year dues payment regardless of when the institution actually begins Conference membership (the institution shall remain responsible for any other Conference assessments for that first year).

4.6 Process for Full Membership. The process for evaluating and accepting prospective members of the Conference will include the below, but the Conference may elect to alter the order or omit some of the steps if the situation warrants.
4.6.1 Preliminary discussions with the prospective member and a presentation at a Conference meeting.

4.6.2 Submission by the prospective member of a formal letter of interest.

4.6.3 A recommendation by the Commissioner to the Council of Presidents that an evaluation visit to the prospective member's campus be undertaken, along with a recommendation timetable for the process.

4.6.4 An evaluation visit and report to the Conference by the Commissioner.

4.6.5 An application by the prospective member seeking admission to the Conference.

4.6.6 A second presentation at a Conference meeting.

4.6.7 A recommendation by the Athletics Council to the Council of Presidents regarding acceptance.

4.6.8 A decision by the Council of Presidents on acceptance.

4.6.9 Payment of the initiation fee and dues.

4.7 Associate Members.

4.7.1 An Associate Member shall be defined as any institution that does not hold full membership in the Conference and competes in one or more sports sponsored by the Conference.

4.7.2 An institution wishing to become an Associate Member must submit a letter of application to the Commissioner indicating the sport or sports in which affiliation is desired.

4.7.3 Associate membership shall be granted by the Council of Presidents, by a two-thirds vote, via secret ballot, of all members of the Council of Presidents, upon recommendation of the Athletics Council. The initial review and recommendation shall be done by the Directors of Athletics sponsoring that particular sport, who will make a recommendation to the full Athletics Council.

4.7.4 The initial period of associate membership shall be determined by the Council of Presidents, prior to admission, and shall not be for less than two years. Terms of renewal shall be determined by the Council of Presidents and stated within the membership agreement. Admission to the Conference as an associate member shall be evidenced by an agreement that shall be signed by the Conference and the associate member.

4.7.5 Associate members shall be subject to an entrance fee in each sport seeking associate membership. The entry fee shall not be less than the equivalent of two years of annual associate member fees and shall be payable upon execution of associate membership agreement.

4.7.6 The annual fee for associate membership shall be set by the Council of Presidents for the initial length of the agreement. Subsequent fee increases will be determined prior to renewal. The annual membership fees shall be invoiced in July of each year of the agreement and shall not include the costs
associated with conducting the official’s bureau operated by the Conference in each sport, which will be billed separately.

4.7.7 Each Associate Member shall:

4.7.7.1 Be subject to and abide by Conference bylaws and sport policies and all subsequent amendments thereto and rules and regulations of the Conference.

4.7.7.2 Not have any stake or claim to any portion of NE10 financial reserves.

4.7.7.3 Not be eligible for NCAA Conference enhancement distributions, unless the specific NE10 Conference Grant initiative is directed to all members sponsoring the sport equally.

4.7.7.4 Be eligible for statistical inclusion, team and individual awards and Conference automatic qualification (or earned access) as applicable.

4.7.7.5 Utilize only officials assigned through the NE10 officiating bureaus for all home non-Conference and Conference games, including exhibitions and scrimmages.

4.7.7.6 Designate appropriate representatives, as required by the Conference’s policies, to attend and participate in Athletics Council meetings; however, such representatives will serve in an ex-officio capacity without entitlement to vote, except with respect to those issues which affect the sport(s) for which the Associate Membership was granted.

4.7.7.7 Designate appropriate representatives, as required by the Conference’s policies, to attend and participate on the coaches’ sport committee(s) for the sport(s) in which it will participate as part of the Conference. Such representatives will serve as full participants with the right to vote. The head coach of an NE10 Associate Member, upon meeting all criteria, shall be eligible to serve as the Coaches’ Chair in their respective sport(s), if they are so voted.

4.7.7.8 Serve as host for NE10 or NCAA championship competition.

4.7.8 Failure to complete at least one half of the original commitment term, regardless of notice, for any reason, shall subject the associate member to an early termination fee as determined by the Council of Presidents.

4.7.9 Termination notification from either party must be given by July 1 of the year preceding the final year of competition. Failure by the associate member to provide this notice shall subject the party to a notice failure fee of $20,000 per sport.

4.8 Withdrawal of Conference Membership.

4.8.1 Official Conference Resignation. A Conference member institution wishing to withdraw from full membership within the Conference must submit an official resignation letter signed by the institution’s President to the Commissioner. The effective date for said resignation shall always be specified as June 30 and the applicable institution shall be subject to provisions listed below.
4.8.1.1 Exit Fee. A withdrawing institution shall be responsible for the payment of an exit fee in the amount of $125,000. This fee shall be payable regardless of notice given.

4.8.1.1.1 Exit Fee Collection Timing. Payment shall be due within 30 days of formal notice to withdraw. The only exception to the due date of the exit fee shall be for an institution entering an NCAA DIII Exploratory Year.

4.8.1.1.2 Additional fees. The Conference also reserves the right to seek any other monetary damages that should arise, including legal costs associated with withdrawal.

4.8.1.2 A withdrawing institution shall lose permanently any interest and claim to any share of all accumulated Conference funds. However, the withdrawing institution shall continue to be liable for and share equally in any financial obligations and liabilities of the Conference that originated before or at any time during the period of the institution’s membership in the Conference until the effective date of the termination of the institution’s Conference membership. The financial obligations and liability of a withdrawing institution shall remain in effect until all such financial obligations and liabilities have been satisfied.

4.8.2 Withdrawal of Member to a Division II Conference

4.8.2.1 Notice/Intent to Withdraw. If a Conference member institution has officially notified the Conference of its intent to resign from membership, then the Conference shall automatically consider that the applicable institution has provided the Conference official notice of its intent to withdraw from the Conference.

4.8.2.2 Voting Rights. Immediately, upon providing notice of its intention to withdraw from the Conference, the applicable institution shall no longer have a vote on any Conference administrative or sports issues. Any exceptions to this provision must be approved by two-thirds vote of all members of the Northeast-10 Council of Presidents.

4.8.2.3 Scheduling Obligations. Upon providing notice of its intention to withdraw from the Conference, the applicable institution shall uphold all scheduling agreements until its official effective date of resignation from the Conference.

4.8.2.4 Championship Participation. The withdrawing institution shall remain eligible for Conference post-season championship participation until its official effective date of resignation from the Conference.

4.8.2.5 Student-Athlete Awards (Athletic and Academic). The withdrawing institution shall remain eligible for Conference end of season athletic awards and any academic awards until its official effective date of resignation from the Conference.

4.8.2.6 Conference Grant Funding/Professional Development Opportunities. The withdrawing institution shall remain eligible for Conference grant funding or professional development funding/opportunities that can be defined as directly benefiting student-athletes until its official effective date of resignation from the Conference.
4.8.2.7 Committee Representation. Immediately, upon providing notice of its intention to withdraw from the Conference, the applicable institution shall no longer eligible to represent the Conference on Conference, regional and national committees. Any exceptions to this provision must be approved by two-thirds vote of all members of the Northeast-10 Council of Presidents.

4.8.3 Withdrawal of Member Reclassifying to NCAA Division I OR NCAA Division III

4.8.3.1 Notice/Intent to Withdraw.

4.8.3.1.1 Reclassifying to NCAA Division I. If a Conference member institution has officially accepted a bona fide offer of membership from a NCAA Division I Conference, then the Northeast-10 shall automatically consider that the applicable institution has provided the Conference official notice of its intent to withdraw from the Conference.

4.8.3.1.2 Reclassifying to NCAA Division III. The Conference shall automatically consider that the applicable institution has provided the Conference official notice of its intent to withdraw from the Conference if:

   4.8.3.1.2.1 A Conference member institution has officially accepted a bona fide offer of membership from a NCAA Division III Conference, or;

   4.8.3.1.2.2 A Conference member institution has officially been accepted by the NCAA Division III Membership Committee for an exploratory year.

4.8.3.1.2.3 If after an exploratory period, the applicable institution notifies the Northeast-10 Conference that it has decided to remain a member of the Conference, then the applicable institution shall not owe the Conference any financial sums listed in NE10 Constitution 4.8.1.1 and the applicable institution shall be restored its voting rights and its rights to the Conference reserves.

4.8.3.2 Voting Rights. Immediately, upon providing notice of its intention to withdraw from the Conference, the applicable institution shall no longer have a vote on any Conference administrative or sports issues. Any exceptions to this provision must be approved by two-thirds vote of all members of the Northeast-10 Council of Presidents.

4.8.3.3 Scheduling Obligations. The applicable institution shall uphold all scheduling agreements until its official effective date of resignation from the Conference.

4.8.3.4 Championship Participation. The withdrawing institution shall remain eligible for Conference post-season championship participation until such time that the applicable institution becomes ineligible for NCAA Division II post-season championship participation.

4.8.3.5 Student-Athlete Awards (Athletic and Academic). The withdrawing institution shall remain eligible for Conference end of season athletic awards and academic awards as long as they remain as a countable NCAA Division II opponent (under NCAA selection criteria).
4.8.3.6 Conference Grant Funding/Professional Development Opportunities. The withdrawing institution shall remain eligible for Conference grant funding or professional development funding/opportunities that can be defined as directly benefiting student-athletes until its official effective date of resignation from the Conference.

4.8.3.7 Conference Committee Representation. Immediately, upon providing notice of its intention to withdraw from the Conference, the applicable institution shall no longer be eligible to represent the Conference on league, regional or national committees. Any exceptions to this provision must be approved by two-thirds vote of all members of the Northeast-10 Council of Presidents.

4.9 Expulsion, Suspension, and Probation. By the affirmative vote of not less than three-quarters of all members of the Council of Presidents, via secret ballot except the President of the offending member who shall not vote and whose vote shall not be counted as a member of the Council of Presidents for three-quarter vote purposes, and subject to the provisions of this Article of the Constitution, the Conference, through action of the Council of Presidents, may impose expulsion, suspension or probation on an active member for violation of the provisions of the Conference Code.

4.9.1 Expulsion is defined as complete severance from the Conference in all sports.

4.9.2 Suspension is defined as a temporary severance from the Conference in one (1) or more sports.

4.9.3 Probation is defined as temporary provisional membership for a specified period, during which time the active member must institute and demonstrate corrective measures to insure conformity to the Conference Code.

4.10 Criteria for Suspension or Expulsion.

4.10.1 Criteria to be considered in the case of a suspension or expulsion shall include the following:

4.10.1.1 An institution fails to retain its status as an independent not-for-profit four-year college or university that grants a baccalaureate or higher degree and which has faculty and administrative responsibility for and control of intercollegiate athletics. Or, an institution undergoes a merger or some other event that materially changes the profile of the institution.

4.10.1.2 An institution fails to maintain its accreditation by the New England Association of Schools and Colleges or Middle States Commission on Secondary Schools, the primary institutional-wide regional accrediting associations for New England and New York.

4.10.1.3 An institution fails to maintain active membership in the National Collegiate Athletic Association (NCAA) Division II and/or fails to affiliate both its men’s and women’s athletic programs with NCAA Division II and the Northeast-10 Conference. (Unless, some exception to this has received prior approval by an affirmative vote of the Northeast-10 Council of Presidents.)

4.10.1.4 To a material degree, an institution fails to administer its athletic programs in accord with any Conference membership requirements, the Conference Constitution, Bylaws, Administrative Policies, Sport Codes, or any other provisions of the Conference, or, to a
material degree, an institution fails to maintain compliance with all of the NCAA Division II principles, rules and regulations outlined in the current NCAA Division II Manual, and to all interpretations of this legislation, including in the areas of institutional control, ethical conduct, membership, eligibility, financial aid, recruiting, amateurism, student-athlete awards, benefits and expenses, and playing and practice seasons, except for any instances where Conference rules and regulations are more restrictive.

4.10.1.5 Without having received appropriate approval from the Northeast-10 Council of Presidents, an institution fails to maintain sponsorship and/or full regular-season and post-season participation in the minimum Conference sports.

4.10.1.6 An institution fails to meet all of its financial obligations to the Conference (e.g., annual dues; officiating assessments).

4.10.1.7 An institution demonstrates that its primary responsibility and loyalty are not to this Conference, including priorities in the scheduling of Conference athletic events, participation in Conference championships and events, and as representatives of this Conference to NCAA sponsored championships and extra events.

4.10.1.8 Any other factor that is deemed harmful to the Conference to a material degree.

4.10.2 Conditions of Suspension or Expulsion of Conference Membership

4.10.2.1 All Conference academic, contractual, financial and scheduling obligations must be fulfilled by a suspended institution during the period of suspension, and, by an expelled institution, until the effective date of its expulsion, or, if applicable, after that date. In the event a suspended or expelled institution fails to meets any of its obligations to the Conference, the Conference reserves the right to seek monetary damages, including legal costs associated with this status.

4.10.2.2 A suspended or expelled institution shall immediately forfeit any interest and claim to any share of all accumulated Conference funds and shall immediately cease to be eligible to vote on any Conference matters until, in the case of a suspended institution, the institution is removed from its suspended status by meeting the conditions of its suspension and receiving an affirmative vote of a majority of the members of the Northeast-10 Council of Presidents (with the applicable member institution’s President not voting and not counted for majority vote purposes), or, in the case of an expelled institution, no earlier than two full academic years after the effective date of its expulsion, being readmitted to the Conference through the Conference’s usual admission process.

4.10.3 Additional Actions That May Be Taken In The Case Of Suspension Or Expulsion Of Conference Membership. In the case of a suspension or expulsion, the following additional actions may be taken by the Northeast-10 Council of Presidents, as determined by a three-quarters vote of all members of the Council of Presidents, excluding the President of the suspended or expelled institution who shall not vote and whose vote shall not be counted for three-quarters vote purposes:
4.10.3.1 The applicable institution may be expelled from Conference membership immediately or on a designated date or placed on Conference membership suspension for a designated period of time, with a list of conditions the institution must meet in order to remove its suspended status and maintain membership in the Conference.

4.10.3.2 The President of the applicable institution may be required to inform the Northeast-10 Council of Presidents of corrective measures that will be taken and then to provide subsequent status reports.

4.10.3.3 The applicable member institution may be assessed a monetary fine payable to the Conference.

4.10.3.4 The applicable member institution’s team(s) may be removed from the applicable Conference standing(s) and/or President’s Cup points or the Conference standings and/or President’s Cup points may be modified.

4.10.3.5 The applicable member institution’s team(s) may be prohibited from participation in the applicable Conference championship(s).

4.10.3.6 The applicable member institution’s team(s) may be prohibited from being designated as the Conference’s automatic qualifier for an NCAA championship(s).

4.10.3.7 The applicable member institution may be required to forfeit or nullify any Conference victories and to vacate any Conference championship(s) and to return to the Conference office any related awards, trophies. (Non-Conference contests will be treated as per NCAA policies and rulings.)

4.10.3.8 In addition to, or rather than, the actions listed above, the Conference Presidents may vote to impose any other actions or penalties they deem appropriate.

ARTICLE 5 – FISCAL MANAGEMENT

5.1 Fiscal Year. The fiscal year of the Northeast-10 Conference shall be July 1 through June 30.

5.2 Budget. The annual budget shall be prepared by the Commissioner, with review by the Treasurer, and presented for approval by the Council of Presidents at their annual June meeting.

5.3 Annual Dues

5.3.1 Annual Conference dues shall be established by an affirmative two-thirds vote of the Council of Presidents and shall be determined no later than the conclusion of the Council’s annual spring meeting.

5.3.2 The statement of dues will be sent on approximately July 1 of each year and shall be payable 45 days from receipt of invoice.
5.3.3 The penalty for late payment of annual dues, following written notification by the Commissioner and Conference Treasurer shall be: after September 1 (5% of the annual dues); after November 1 (10% of the annual dues) plus probationary status for the following year.

5.4 Membership Fees. New members shall pay a membership fee established by the Council of Presidents by an affirmative two-thirds vote and such fee shall be in addition to the annual dues and assessments.

5.5 Special Assessments. The Council of Presidents, upon recommendation of the Commissioner and/or Treasurer, may levy special assessments of all Conference members when budget circumstances warrant. All special assessments are due and payable no later than thirty (30) days following notification.

5.6 Conference Meetings. All expenses of institutional representatives to attend Conference meetings or to participate in activities related to the operation or governance of the Conference shall be paid by their respective institution.

ARTICLE 6 - ORGANIZATION

6.1 Conference Governance. The Northeast-10 Conference is governed by three committees: The Council of Presidents, Athletics Council, and Director of Athletics Council. The Council of Presidents may establish standing and/or ad hoc councils/committees, as deemed necessary. The Commissioner shall be empowered to appoint standing and/or ad hoc committees and shall be responsible for the administrative functions associated with all committee operations.

6.2 Council of Presidents. The Council of Presidents shall have the overall responsibility for the governance of the Conference. All other Conference committees and the Commissioner shall be subject to the oversight of the Council of Presidents, and the operation and administration of the Conference shall be carried out at all times under the general oversight of the Council of Presidents.

Meaningful governance requires broad based participation, input and responsibility in connection with the development and implementation of the policies and procedures required in order for the Conference to function at all times as a high performing intercollegiate athletic conference. While the presidents serve on the Council of Presidents, each member institution also has the responsibility to designate the appropriate representatives to serve on each of the other Conference councils and committees and any Conference task force or advisory groups and to provide appropriate support of any other kind to the extent necessary to conduct the business of the Conference.

6.2.1 Voting Members. The voting members of the Council of Presidents shall consist of the president of each member institution of the Conference. No president shall be permitted to assign another institutional representative to vote on his or her behalf.

6.2.2 Authority. The Council of Presidents shall serve as the governing body of the Conference and shall have final decision making authority with respect to any legislation, policy or activity of or pertaining to the Conference.

6.2.2.1 Each member of the Council of Presidents shall be responsible for insuring that the Conference purposes are fulfilled, implementing the policies and procedures specified in the Constitution, Bylaws,
Administrative Policies, and Sport Codes of the Conference and generally providing oversight with respect to the compliance by the institutional members of the Conference with the rules and regulations enacted by the Conference for the management of intercollegiate athletics at each member institution.

6.2.2.2 The Council of Presidents shall focus on policy development for the Conference, with operational responsibilities for the Conference delegated to the Athletics Council, Director of Athletics Council, and other Conference Committees, subject at all times to the oversight of the Council of Presidents.

6.2.2.3 Actions that require the review and approval by the Council of Presidents include, without limitation, the following:

   6.2.2.3.1 Amendments to the Constitution and Bylaws.
   6.2.2.3.2 Applications for all actions related to Conference membership.
   6.2.2.3.3 The Conference budget.
   6.2.2.3.4 Selection, contract renewal and employment of the Conference Commissioner.
   6.2.2.3.5 Annual evaluation and compensation of the Commissioner.
   6.2.2.3.6 Location of the Conference office.
   6.2.2.3.7 Approval or repeal of legislation or policy, regulation or activity.
   6.2.2.3.8 All other actions as prescribed by this Constitution.

6.2.3 Meetings. The Council of Presidents shall meet at least two (2) times a year, once in the Fall and once in the Spring/Summer, typically in June.

   6.2.3.1 The Chair of the Council of Presidents and the Commissioner shall be responsible for establishing the specific dates for, selecting the site of, and making appropriate arrangements for presiding over each meeting of the Council of Presidents. In the absence of the Chair, these duties shall be performed by the Vice Chair.

   6.2.3.2 The Chairs of the Council of Vice Presidents, Athletics Council, and the Faculty Athletics Representative Council shall attend each meeting of the Council of Presidents as nonvoting members. The Commissioner shall also attend each meeting of the Council of Presidents as a nonvoting member. Any executive session of the Council of Presidents shall be limited to the presidents. Additionally, the Council of Presidents may periodically invite others to portions of the meetings depending on the agenda.

   6.2.3.3 Special meetings of the Council of Presidents may be called at any time by the Chair of the Council of Presidents or by at least one-third of the members of the Council of Presidents.
6.2.3.4 The Secretary of the Council of Presidents shall be responsible for preparing minutes of all meetings of the Council of Presidents, and copies of approved minutes of the Council of Presidents shall be distributed to members of all Conference committees.

6.2.3.5 Any President who misses two (2) successive meetings of the Council of Presidents shall subject his or her member institution to a $5,000 penalty, which shall be payable immediately upon demand made by the Commissioner. Excessive unexcused absences could lead to the termination of membership in the Conference.

6.2.4 Quorum and Voting. A quorum of each meeting of the Council of Presidents shall consist of a majority of the total members of the Council of Presidents. At any meeting where a quorum is present, action may be taken by the Council of Presidents through the affirmative vote of two-thirds of the members of the Council of Presidents who are present and voting at the meeting, unless a higher vote is otherwise specified in this Constitution. Specifically, certain actions by the Council of Presidents, including a vote to terminate any member institution’s membership in the Conference and changes to the Conference Constitution, require the affirmative vote of three-quarters of all members of the Council of Presidents.

6.2.5 Notice of Meetings. Meetings of the Council of Presidents shall be scheduled at least two (2) years in advance, and notice thereof shall be provided to each of the presidents at the time that such meetings are scheduled by both electronic mail and regular mail. Additionally, a reminder notice of each meeting of the Council of Presidents shall be given to each president. Such notice shall specify generally the purposes of the meeting. It shall be reasonable and sufficient notice to a president to send a reminder notice by mail at least fourteen (14) days or by electronic mail at least ten (10) days before the meeting addressed to him or her at the usual or last known business address or to give a reminder notice to a president in person or by telephone at least ten (10) days before the meeting.

6.2.6 Telephonic Meetings. The Chair shall have the ability to call telephonic meetings of the Council of Presidents under special circumstances, as determined by the Chair. In connection with any such telephonic meeting, the presidents may participate by means of a conference telephone or similar communication device through which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

6.2.7 Officers. The officers of the Council of Presidents shall consist of a Chair of the Council of Presidents, up to two (2) Vice Chairs and a Treasurer. One Vice Chair shall be the incoming Chair of the Council of Presidents, and the second Vice Chair shall be the outgoing Chair of the Council of Presidents who has just served as the Chair. The outgoing Vice Chair may decline to serve as outgoing Vice Chair, in which case the Council of Presidents shall have a Chair and an incoming Vice Chair. The Commissioner shall serve as Secretary of the Council of Presidents.

6.2.7.1 The officers of the Council of Presidents shall be elected annually by the Council of Presidents at its annual meeting of the Conference, held in the Spring/Summer, and shall hold office beginning immediately after the close of the annual meeting in which they were elected and serve for one (1) year until the close of the subsequent annual meeting.
6.2.7.2 The Chair and the incoming Vice Chair shall be determined through alphabetical rotation. Exceptions may be made for extraordinary circumstances i.e., a President serving in his/her first year or experiencing unique campus and/or personal circumstances.

6.2.7.3 The Treasurer shall be elected for a two (2) year term and may be re-elected for successive terms of office.

6.2.7.4 The Chair of the Council of Presidents shall be personally present at and preside at all meetings of the Council of Presidents and shall serve as Chair of the Executive Committee. In the absence or inability of the Chair to serve as Chair of the Council of Presidents and/or the Executive Committee, the Vice Chair who is the incoming Chair shall preside. The Chair shall be the chief officer of the Council of Presidents in directing the general policy of the Conference, and shall have such powers and duties as may be delegated to the Chair by the Council of Presidents. The Chair and the Vice Chair shall also conduct the annual performance review of the Commissioner and make recommendations to the full Council of Presidents on salary.

6.2.7.5 The Treasurer shall provide financial oversight for the Conference by serving as the primary point of contact with respect to Conference financial matters for the Commissioner, who serves as the Chief Financial Officer of the Conference. The Treasurer shall promptly report to the Chair and Vice Chair any financial issues or concerns that may arise through the provision of such oversight. Additionally, the Treasurer will work with the Commissioner on strategic financial issues related to the Conference and be responsible for the initial review of the proposed Conference budget before it is presented to the Council of Presidents.

6.2.8 Executive Committee. The Council of Presidents shall have an Executive Committee comprised of not less than five (5) members of the Council of Presidents and not more than seven (7) members of the Council of Presidents. The Executive Committee shall include the Chair, the Vice Chair who is the incoming Chair, the Treasurer and not less than two (2) and not more than four (4) additional members of the Council of Presidents who shall be appointed by the Chair. The Chair shall endeavor to ensure that membership on the Executive Committee includes representation of the full range of Conference member institutions, taking into account the member institutions represented by the Chair, the Vice Chair and the incoming Chair. Each institution shall be represented either as an officer (Chair, Vice Chair, and Treasurer) or as a member of the Executive Committee at least once in every three year period. The members of the Council of Presidents appointed to the Executive Committee by the Chair shall be approved annually by the Council of Presidents at its annual meeting.

6.2.8.1 The Executive Committee shall serve as a recommending body. It shall have the full power and authority of the Council of Presidents in the interim between meetings of the Council of Presidents, except to the extent that this Constitution, the Bylaws or the Council of Presidents expressly limits the authority of the Executive Committee as a recommending body. The Executive Committee shall not have the authority to amend this Constitution or the Bylaws of the Conference. The Executive Committee shall not have the authority to modify any action taken by the Council of Presidents.

6.2.8.2 The Executive Committee shall not have any regularly scheduled meetings. Meetings of the Executive Committee shall be held at such times and places as the Chair may determine or as requested by at least two (2) members of the Executive Committee. Notice of each meeting of the Executive Committee shall be provided in the same manner as notice of each meeting of the Council of Presidents.
Presidents. Notice of each meeting shall designate the place of the meeting, which shall be held at a time and place as convenient as possible to the members. Members of the Executive Committee may participate in each meeting by means of a conference telephone or similar communication device through which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

6.2.8.3 If the Executive Committee consists of five (5) members, four (4) out of five (5) members of the Committee shall constitute a quorum. If the Executive Committee consists of more than five (5) members, a majority of the members of the Executive Committee shall constitute a quorum. Any meeting with less than a quorum present may be adjourned until a quorum is present, and no notice as to such adjourned meeting shall be necessary. At each meeting of the Executive Committee where a quorum is present, the affirmative vote of two-thirds of the members present shall be required for any action to be taken by the Executive Committee. The Commissioner shall attend each meeting of the Executive Committee in a nonvoting capacity and shall be responsible for preparing minutes of Executive Committee meetings. Copies of approved minutes of the Executive Committee shall be distributed to members of all Conference committees.

6.2.9 Committees. The Chair of the Council of Presidents may appoint such additional committees as in his or her judgment may be necessary or appropriate for the conduct of the business and affairs of the Conference. In connection with the appointment of each additional committee, the Chair shall designate a chair of such committee. The composition of all committees of the Council of Presidents shall be approved by the Council of Presidents at the annual meeting. The authority of each committee shall be established by the Council of Presidents, and no committee shall have any independent decision making authority except to the extent specifically conferred upon such committee by the Council of Presidents. Any such committee shall make recommendations to the Council of Presidents for action by the Council of Presidents. The Chair of the Council of Presidents shall be a member ex officio of each committee. The Commissioner shall attend each committee meeting as a nonvoting member. A majority of the members of each committee of the Council of Presidents shall constitute a quorum for the transaction of business. The Commissioner shall be responsible for the preparation of minutes of each committee meeting, and such minutes shall be made available to members of the Council of Presidents for their review at any time. A vacancy in any committee arising out of the death, resignation, inability or refusal of a member to serve may be filled by the Chair of the Council of Presidents.

6.2.10 Secretary of State Reporting. For purposes of filing annual reports with the Secretary of State for the Commonwealth of Massachusetts, the Chair of the Council of Presidents shall be listed at the President, the Treasurer shall be listed as the Treasurer, and the Commissioner shall be listed as the Clerk (or Secretary). All Presidents shall be listed as Directors of the Conference. The annual report submitted to the Commonwealth of Massachusetts will be prepared and reviewed for accuracy by the Commissioner and the Chair.

6.3 Athletics Council

6.3.1 The Athletics Council shall consist of the Director of Athletics and Senior Woman Administrator of each member institution. The chair of the Faculty Athletic Representatives Council shall serve as a non-voting, ex-officio member of the Athletics Council.
6.3.1.1 Neither the Director of Athletics nor Senior Woman Administrator shall be represented by another institutional staff member at Athletics Council meetings.

6.3.2 The Athletic Council shall be a recommending body to the Council of Presidents.

6.3.3 Each member institution shall have one vote at the Athletics Council meetings.

6.3.3 Authority for operational decisions resides with the Athletics Council, except those powers reserved by the Council of Presidents. In particular, it shall be the responsibility of the Athletics Council to keep the implementation of policies under close and constant review and to promote inter-institutional cooperation designed to impact positively the spirit and intent of the Conference.

6.3.4 The Athletics Council shall conduct the business and administer the affairs of the Northeast-10 in accordance with the Conference Constitution, Bylaws, Administrative Policies, and Sport Codes.

6.3.5 The Athletics Council may recommend changes to the Constitution and Bylaws, but final approval rights shall be reserved by the Council of Presidents.

6.3.6 The Athletics Council shall have the authority to enact changes to the Conference’s Administrative and Sport Policies upon majority affirmative vote. Said changes shall be subject to final approval by the Council of Presidents.

6.3.7 The Commissioner will assist the Athletics Council, as appropriate.

6.3.8 Operational duties that have not been assigned in this document will become the responsibility of the Athletics Council.

6.3.9 Each of the following groups shall serve as other Conference committees, reporting to the Athletics Council for the purpose of assisting with the practical administration of the Conference. The Conference shall have administrative liaisons to committees listed below.

6.3.9.1 Senior Woman Administrators Council;

6.3.9.2 Compliance Coordinators Council;

6.3.9.3 Sports Medicine Council;

6.3.9.4 Athletics Communications Council;

6.3.9.5 Conference Student-Athlete Advisory Council;

6.3.9.6 Sports Administration Council;

6.3.9.7 Sport Councils.

6.4 Athletics Council Executive Committee. The Athletics Council shall have an Executive Committee, which shall consist of the Chair of the Athletics Council, a 1st Vice Chair who shall be the incoming Chair and a 2nd
Vice Chair who shall be the incoming 1st Vice Chair. Each member of the Athletics Council Executive Committee shall serve for a total of three (3) years, moving from 2nd Vice Chair to Vice Chair and from Vice Chair to Chair. Each member of the Athletics Council Executive Committee shall be elected as provided in Section 6.4.2.1 below.

6.4.1 An Executive Committee of the Athletics Council shall have the authority to act on behalf of the Athletics Council in conjunction with and at the request of the Commissioner, as long as any actions taken are consistent with the provisions contained in the Conference Code or those of the NCAA.

6.4.2 The Chair of the Senior Woman Administrators Council will serve as an ex-officio, non-voting member. The Commissioner will serve as an ex-officio, non-voting member and recording secretary of the Executive Committee.

6.4.2.1 Elections. A nominating committee comprised of current Athletics Council Executive Committee members plus its most recent past chair shall solicit nominees, both peer and self-nominations, and forward one for consideration by all members of the Directors of Athletics Council as defined in NE10 Constitution 6.5. The nominating committee shall take into account the future composition of the committee, paying close attention to diversity of geographic/divisional location, gender & ethnicity, institutional religious affiliation and football sponsorship. The process shall conclude each year by May 15. In determining the fulfillment of the vacancy, each member of the Directors of Athletics Council shall have one vote, and elections shall be determined by majority of a quorum of the Directors of Athletics membership, which shall consist of a majority of the members of the Directors of Athletics Council. Voting may be conducted via conference call or electronic mail. The same procedure shall be used to fill a vacancy on the Athletics Council Executive Committee that occurs during an individual’s term of office. New member shall attend the June meeting of the Athletics Council Executive Committee

6.4.3. The terms of all members of the Executive Committee shall commence on July 1.

6.4.4. Any member or members of the Executive Committee representing an institution directly involved in a dispute shall be ineligible to participate in any resulting ruling, hearing or vote. The vacancy, or vacancies, created by such ineligibility shall be filled by a Conference representative from an uninvolved institution selected by the Commissioner.

6.4.5 The powers and duties of the Executive Committee shall be as follows:

6.4.5.1 To act on behalf of the Athletics Council in conjunction with, and at the request of, the Commissioner, subject to the limitations set forth in Section 6.4.1 above.

6.4.5.2 To provide guidance and counsel to the Commissioner on matters pertaining to the operation of the Conference.

6.4.5.3 To act on any issues brought forward by the Commissioner pertaining to the day to day operation of the Conference.

6.4.5.4 To appoint ad hoc committees of the Athletics Council.

6.4.5.5 To hear appeals made on penalties and/or rulings imposed by the Commissioner.
6.5 Directors of Athletics Council

6.5.1 The Directors of Athletics Council shall consist of the Director of Athletics from each member institution.

6.5.1.1 The Directors of Athletics shall not be represented by another institutional staff member at Director of Athletics Council meetings.

6.5.2 The Directors of Athletics Council shall be a recommending body to the Council of Presidents. The Council shall assist in identifying and examining both short and long term trends and issues in intercollegiate athletics, specifically focusing on their relationship to Division II and the NE10. The Council shall also assist the Commissioner in the implementation of the Conference’s strategic goals and vision, focusing on both short and long-term goals and objectives and shall provide periodic updates as to attainment of goals and objectives.

6.5.3 Each member institution shall have one vote at the Directors of Athletics Council meetings.

ARTICLE 7 - THE COMMISSIONER

7.1 Commissioner. The Commissioner shall serve as the chief administrative officer of the Conference. The Commissioner engages in the following activities:

7.1.1 Operates an office to maintain the efficient day-to-day operation of the Conference pursuant to authority delegated or by the Council of Presidents and described in the Bylaws or as directed by the Council of Presidents.

7.1.2 Hires and supervises a staff that serves to carry out the responsibilities of the Conference office subject to the approval of the Executive Committee.

7.1.3 Interprets and enforces the NE10 Constitution, Bylaws and other parts of the Conference Code. Reviews Bylaws yearly with Council of Presidents and recommends updates as necessary.

7.1.4 Works with the Chair to plan and implement the Council of Presidents meetings.

7.1.5 Files accurate and timely required reports to the Commonwealth of Massachusetts.

7.1.6 Maintains a complete record of all athletic activity.

7.1.7 Maintains accurate records and legal documents for the Conference.

7.1.8 Develops and implements strategic plan for the Northeast-10.

7.1.9 Promotes the brand awareness of the Northeast-10.
7.1.10 Prepares budget and review details with Treasurer and Council of Presidents.

7.1.11 Serve as secretary for the Council of Presidents.

7.1.12 Communicate frequently with the Council of Presidents and other councils and committees.

7.1.13 Visits the campus of each university in the Northeast-10 at least once a year to meet with the President, Athletic Director, student-athletes, and other staff.

7.1.14 Perform all other activities as needed to maintain the health and success of the Northeast-10.

ARTICLE 8 – BOOKS AND RECORDS

8.1 Location. The books, accounts, and records of the Conference may be kept at such place or places as the Council of Presidents may from time to time determine.

8.2 Inspection. The books, accounts, and records of the Conference shall be open to inspection by any member institution subject to regulations as the Council of Presidents may prescribe.

8.3 Audit. The accounts of the Conference shall be audited or reviewed not less than annually by a certified public accountant who shall be approved by the Council of Presidents and who shall provide a report to the Council of Presidents. The annual report of the certified public accountant shall include the requirements of, and serve as, the annual report required by Section 5553 of the Nonprofit Corporation Law of 1988.

8.4 Form 990. Consistent with its fiduciary responsibilities, the members of the Council of Presidents (acting as the Board of Directors) of the Conference adopts the following procedure for annual review of the Conference’s responses to Internal Revenue Code Form 990:

8.4.1 Thirty days before filing with the Internal Revenue Service, or as soon as practicable prior to filing, the Treasurer will review and comment on proposed responses for the Form 990.

8.4.2 The final Form 990 will be transmitted to all Council Members along with the Conference’s year-end financial statements in December of each year, or as soon as practicable.

ARTICLE 9 - MISCELLANEOUS PROVISIONS

9.1 Amendments to the Constitution and Bylaws

9.1.1 Constitution. The Constitution of the Northeast-10 Conference consists of information relevant to the purposes, membership, organization, and legislative authority of the Conference. The Constitution may be amended by a three-quarters vote of all members at any regular or special meeting of the Council of Presidents, provided that the proposed amendment shall have been submitted in writing to the Commissioner thirty (30) days in advance of the meeting and that copies of the proposed changes are received by all members at least fourteen (14) days prior to the meeting.
9.1.1.1 Amendments to the Constitution may be made without meeting the time lines stipulated in Article 8.1.1 by a unanimous vote of all members of the Council of Presidents.

9.1.1.2 Amendments to the Constitution are subject to approval by the Council of Presidents and, unless otherwise noted, effective immediately upon approval.

9.1.2 Bylaws. The Bylaws of the Northeast-10 Conference consist of legislation adopted by the membership to uphold the principles of the Conference and to ensure equal application of commonly agreed upon rules and regulations. The Bylaws are intended to address rules that are specific to the purposes of the Northeast-10, including rules not covered in existing NCAA legislation, or to apply a more restrictive interpretation to a NCAA rule.

9.1.2.1 The Northeast-10 Bylaws may be amended at any regular or special meeting of the Council of Presidents by a two-thirds vote of all members of the Council of Presidents, unless otherwise noted, are effective immediately upon approval.

9.2 Conference Limited Purpose and Power Provision. Notwithstanding any other provision of these articles, Northeast-10 Conference is formed exclusively for charitable, religious, scientific or educational purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code), and shall not carry on any other activities that are not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Code or any corresponding provisions of any subsequent Federal tax laws.

9.2.1 The purpose of the Corporation, as stated herein, shall be carried out by its board of directors in a manner that will enable the Corporation to qualify as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder. Toward this end, the Corporation shall have the following powers in furtherance of its purposes:

9.2.1.1 The Conference may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount;

9.2.1.2 The Conference may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest;

9.2.1.3 The Conference may sell, convey, lease, exchange, transfer, mortgage, pledge, encumber, create a security interest in or otherwise dispose of, by gift or in any other manner, any or all of its property, or any interest therein, wherever situated, and however acquired;

9.2.1.4 The Conference may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use or otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities;

9.2.1.5 The Conference may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Conference may determine and issue its notes, bonds and other
obligations with or to any person, firm, association, corporation, municipality, country or any other entity;

9.2.1.6 The Conference may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

9.2.1.7 The Conference may be an incorporator of other corporations of any type or kind;

9.2.1.8 The Conference may be a partner in any business enterprise which it would have power to conduct by itself; and

9.2.1.9 The Conference may exercise all powers necessary or convenient to effect any or all of the purposes for which the Conference is formed; provided, however, that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180, any other chapter of the General Laws of the Commonwealth or the requirements contained in Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder.

9.2.2 Notwithstanding any powers granted to this Conference by this Constitution, its by-laws or by the laws of the Commonwealth of Massachusetts, the following limitations upon such powers shall apply and be paramount:

9.2.2.1 No part of the net earnings of the Conference shall inure to the benefit of any member, director, officer of the Conference, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Conference in furtherance of one or more of its purposes. No member, director, officer of the Conference or any private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Conference.

9.2.2.2 No substantial part of the activities of the Conference shall involve the dissemination of propaganda, or otherwise attempting to influence legislation;

9.2.2.3 The Conference shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;

9.2.2.4 Notwithstanding any other provision of these Constitution, the Conference shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by an organization to which contributions are deductible under Sections 170(c)(2) and 2055(a) of the Internal Revenue Code; and

9.2.2.5 Upon dissolution of the Conference or the winding up of its affairs, the assets of the Conference shall be distributed exclusively to such organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as the Council of Presidents by vote of two-thirds of all members may decide, consistent with Section 9.8. below.

9.2.3 The Conference will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws;
9.2.3.1 The Conference will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws;

9.2.3.2 The Conference will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws;

9.2.3.3 The Conference will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws; and

9.2.3.4 The Conference will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws.

9.2.4 All references to the "Internal Revenue Code" or "IRC" shall be deemed to refer to the Internal Revenue Code now or hereafter in effect and the regulations promulgated thereunder or corresponding provisions of any subsequent Federal tax laws.

9.2.5 No member of the Council of Presidents, Conference committees, council members, Conference officers and Conference employees shall be personally liable for any debt, liability or obligation of the Conference. All persons, Conferences or other entities extending credit to, contracting with, or having any claim against the Conference may look only to the funds and property of the Conference 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 Conference.

9.3 Indemnification. The Conference shall, to the extent legally permissible and only to the extent that the status of the Conference as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each member of the Council of Presidents, all committee and council members, Conference officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) (collectively, "Indemnified Parties") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by an Indemnified Party in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which an Indemnified Party may be involved or with which an Indemnified Party may be threatened, while in office or thereafter, by reason of the Indemnified Party being or having been such a member of the Council of Presidents, committee or counsel member, Conference officer, employee or agent, except with respect to any matter as to which the Indemnified Party shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the Indemnified Party actions were in the best interests of the Conference; provided, however, that as to any matter disposed of by a compromise payment by an Indemnified Party pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Conference, after notice that it involves such indemnification: (a) by a disinterested majority of the members of the Counsel of Presidents; or (b) by a majority of the disinterested Council of Presidents then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that Indemnified Party appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Conference. Expenses including counsel fees, reasonably incurred by any such Indemnified Party in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Conference in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Conference if the indemnified Party shall be adjudicated
to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Indemnified Party may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, each reference to an "Indemnified Party" includes the respective heirs, executors and administrators and personal representatives, with an "interested" Indemnified Party one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the Council of Presidents, Committee, officer or employee may be entitled.

9.4 Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Conference in its behalf shall be signed by the Commissioner, President or the Treasurer except as the Council of Presidents may generally or in particular cases otherwise determine.

9.5 Power to Contract with the Conference. In the absence of fraud, (a) no contract or other transaction between the Conference and one or more of its Members, or any director, trustee or employee of any Conference Member (collectively, "Interested Parties") between the Conference and any other conference or other organization in which one or more of the Interested Parties are stockholders, directors, or officers, or are otherwise interested, and (b) no other contract or transaction by the Conference in which one or more of Interested Party is otherwise interested, shall be in any way affected or invalidated even though the vote or action of the Interested Party having such interests (even if adverse) may have been necessary to obligate the Conference upon such contract or transaction; provided the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed or shall have been known to at least a majority of the members of the Council of Presidents then in office; and no Interested Party having such interest (even if adverse) shall be liable to the Conference, or to any creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Interested Party be accountable for gains or profits realized thereon, or be disqualified from serving or continuing to serve as an Interested Party. Any Interested Party in any way interested in any contract or transaction described in the foregoing sentence shall be deemed to have satisfied any requirement for disclosure thereof to the Council of Presidents if he or she gives to at least a majority of the members not so interested a general notice that he or she is or may be so interested.

Notwithstanding the foregoing, the authority granted in this Article 9.5 shall not be exercised if the effect thereof would be to cause the loss of the tax-exempt status of the Conference under the Internal Revenue Code of 1986, as amended from time to time (the "Code"). or to subject the Conference, or Interested Parties to any penalty or fine under said Code or under any other applicable law as a result of such exercise, it being the purpose of this Article 9.5 to allow only such transactions by the Conference as are not prohibited by said Code or said other applicable law.

9.6 Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Conference shall be signed by such officer or officers or agent or agents as shall from time to time be designated by vote of the Council of Presidents.

9.7 Gifts. The Council of Presidents may accept on behalf of the Conference, any contribution, gift, and bequest or devise for the general purpose or for any special purpose of the Conference.
9.8 Dissolution.

9.8.1 A petition for the dissolution of the Conference may be authorized by a three-quarters vote of the Council of Presidents.
9.8.2 Upon dissolution, the net assets of the Conference will be divided equally among those full Members which at the time of disposition of the Conference’s assets are educational, charitable, religious or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the Conference, contributions to which nonprofit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under Section 501(c)(3) of the Code.

ARTICLE 10 - PARLIAMENTARY AUTHORITY

Roberts Rules of Order shall be the parliamentary authority of the Northeast-10 Conference.

ARTICLE 11 - EFFECTIVE DATE

This constitution of the Northeast-10 Conference becomes effective July 1, 1999.

Revised October 30, 2017