

# BYLAWS OF VISALIA YOUTH BASEBALL, INC.

A California Non-Profit Corporation

P.O. Box 8064

Visalia, California 93290

## ARTICLE I – OFFICES

### **Section 1.1 – Principal Office**

The principal office of the Corporation for its transaction of business is located in the City of Visalia, County of Tulare, State of California.

### **Section 1.2 – Change of Address**

The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Tulare California. Any such change shall be noted by the Secretary in the minutes of the Corporation.

## ARTICLE II – MEMBERS

### **Section 2.1 – Classification and Qualification of Members**

The Corporation shall have six (6) classes of members as follows:

- a) *Player Members* – Any player candidate meeting the requirements of the Corporation and the Chartering Organization, and who resides within the authorized boundaries of Visalia Youth Baseball, except as otherwise expressly provided in these Bylaws, shall be eligible for Player Membership but shall have no rights, duties or obligations in the management or in the property of the Corporation.
- b) *Regular Members* – Any person 18 years of age or older that is actively interested in furthering the objectives of this Corporation may become a Regular Member. All Officers, Board Members, Committee Members and other elected or appointed officials must be active Regular Members.
- c) *Board Members* – Any person that is voted on to the Board of Directors at the annual meeting as prescribed in Section 3.2 of this document shall be considered a Board Member. May also be referred to as a member of the Board of Directors.
- d) *Honorary Members* – Any person may be elected as an Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors, but shall have no rights, duties or obligations in the management or in the property of the Corporation.
- e) *Sustaining Members* – Any person not a Board Member who makes financial or other contribution to the corporation may, by a majority vote of the Board of Directors present at any duly held meeting, become a Sustaining Member, but such person shall have no rights, duties or obligations in the management or in the property of the Corporation.
- f) *Lifetime Membership* – Any person who has made extraordinary contributions to the Corporation may be voted to a Lifetime Membership by a 2/3 majority vote of the Board of Directors present at any duly held meeting. As a Lifetime Member, this person shall have full voting rights. The Lifetime Member does not count toward the total number of Board Members as defined in section 4.1, nor is the Lifetime Member required to minimum volunteer hours as defined in section 2.2. Once elected, the Lifetime Member must declare intent to continue as a Lifetime Member prior to each yearly Board Election.

## **Section 2.2 – Eligibility for Membership**

Any person sincerely interested in active participation to affect the objectives of this Corporation, and willing to donate twenty (20) volunteer hours of service each fiscal year, may apply to become a Regular Member. A Player Member, except as otherwise expressly provided in these Bylaws, must reside within the boundaries of this Corporation as determined by the Chartering Organization.

In the event that a Player Member resides within the current geographical boundaries for this Corporation as outlined above at the commencement of the league season, and then subsequently moves out of the geographic area, said member will still be eligible for season and post-season play subject, however, to any restrictions imposed by the Chartering Organization's rules and regulations then in effect.

Members whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of the Corporation. Board Members shall not be actively engaged in the promotion and/or operation of any other nationally chartered baseball program except as permitted by majority vote of the Board of Directors at any duly held meeting.

## **Section 2.3 – Admission to Membership**

Any person qualified for membership under Section 2.1 of this Article and eligible for membership under Section 2.2 of this Article, shall be admitted to membership only when they have received 2/3 "yes" votes of the quorum present of the Board of Directors of an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors.

## **Section 2.4 – Application for Membership**

A prospective new Board member must be nominated by a duly elected Board Member at a regularly scheduled Board meeting and such nominee must be ratified by a 2/3 "yes" votes of the quorum present.

## **Section 2.5 – Dues and Assessments**

Dues for Board Members may be fixed in such amount as the Board of Directors shall determine prior to the beginning of any membership period. Members who fail to pay their fixed dues within thirty (30) days from the time the same become due may by vote of the Board be dropped from the rolls and shall forfeit all rights and privileges of membership.

A Player Member may be assessed a reasonable **participation fee** as a parent's obligation to assure the operational continuity of the Corporation. This participation fee does not entitle the Player Member or his parents to become active Regular Members.

AT NO TIME SHOULD PAYMENT OF ANY FEE BE A PREREQUISITE FOR PARTICIPATION IN THE CORPORATION'S YOUTH BASEBALL PROGRAM.

## **Section 2.6 – Membership List**

The Corporation shall keep in written form, or in any form capable of being converted into written form, a membership book containing the name, address, and class of each member. The book shall also contain the fact of termination and the date on which such membership ceased.

### **Section 2.7 - Suspension and/or Termination of Membership**

A membership shall terminate on occurrence of any of the following events:

- a) Resignation of a member of any class, on reasonable notice to the corporation.
- b) Failure of a Regular Member to donate twenty (20) volunteer hours per league season, pay dues, fees or assessments as set forth by the Board after they become due and payable. Board Members must attend any scheduled work days and meetings. Three unexcused absences in one calendar year (September through August) from work days, duty days, and/or meetings will result in immediate suspension and/or termination.
- c) Occurrence of any event that renders a Player Member ineligible for membership.
- d) Expulsion of a member of any class under Section 2.9 of these Bylaws based on the good faith determination by the Board that the member of any class has failed in a material and serious degree to observe the rules of conduct of the Corporation or is engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.
- e) Any Board Member terminated for any reason under Section 2.7 shall not be eligible for membership the following season.
- f) Only three (3) unexcused absences allowed for Board meetings or scheduled work days.

### **Section 2.8 - Procedure for Expulsion or Suspension of Members**

If grounds appear to exist for expulsion or suspension of any member under Sections 2.7 or 2.8 of these Bylaws, the procedure set forth below shall be followed:

- a) The member shall be given an opportunity to be heard, either orally or in writing within 48 hours of the effective date of the proposed expulsion or suspension. The hearing shall be held or the written statement considered by the Board of Directors to determine whether the expulsion or suspension should take place.
- b) In any case where a player member has been suspended and subsequently appealed the decision as prescribed in Section 2.8 any games played by the player member's team shall be considered official and the results to be final regardless of the outcome of the appeal.
- c) The committee (as determined by the Executive Board) shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision, if properly executed, shall be final.
- d) In the case of a suspension or expulsion of a Player Member, the manager of the team on which the Player is a member shall also be given notice pursuant to subsections (a) and (b) of Section 2.9. Said manager shall appear in the capacity of an advisor to the Player Member at the time of any hearing conducted in connection with the expulsion or suspension of the Player Member.

## **ARTICLE III - MEETINGS**

### **Section 3.1 - Place**

Meetings of Board Members shall be held at the principal office of the Corporation or at a time and place so designated by the Board of Directors.

### **Section 3.2 - Annual Meetings**

Board Members shall meet annually on the second Tuesday in September in each year at 7:00 p.m. for the purpose of electing Directors, receiving reports and for the transaction of such business as may properly come before the meeting.

### **Section 3.3 – Special Meetings**

Special meetings of the Board Members may be called by the Board of Directors or by the President at their discretion. Upon the written request of seven (7) Board Members, the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Board Members.

### **Section 3.4 – Notice of Meetings**

Written notice of each meeting of the Board Members shall be e-mailed to all board members or posted on the league website within at least five (5) days in advance thereof setting forth the place, date, time and purpose of the meeting; or, in lieu thereof, notice may be given in such form as may be authorized by the Board Members, from time to time, at a regularly convened meeting.

### **Section 3.5 – Quorum**

The presence in person or by proxy of a majority of the Board Members shall be necessary to constitute a quorum. The Board Members present at an emergency or regularly scheduled meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Board Members to leave less than a quorum, if such action taken is approved by at least a majority of Board Members required to constitute a quorum.

### **Section 3.6 – Voting**

Each Board Member in good standing in this corporation is entitled to one vote on each matter submitted to a vote of the Board Members. Player Members, Honorary Members and Sustaining Members shall not be entitled to vote on any matter submitted to a vote of the Board Members.

Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by a Board Member at the meeting before the voting begins.

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting entitled to vote and voting on any matter shall be the act of the Board Members, unless the vote of a greater number is required by the California Non-Profit Public Benefit Corporation law or by the Articles of Incorporation.

Any Board Members meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Board Members present or represented by proxy at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a Board Members meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Board Member who was present at the time of the original adjourned meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

### **Section 3.7 – Waiver of Notice or Consent by Absent Members**

- a) Written Waiver of Consent. The transactions of any meeting of Board Members, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present either in person or by proxy, and (ii) either before or after the meeting, each Board Member entitled to vote, and not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting or approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of the Board Members, except that if action is taken or proposed to be taken in connection with the removal of a director, filling vacancies on the Board of Directors, amending the Articles of Incorporation, or electing to wind up and dissolve the corporation, waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- b) Waiver by Attendance A Board Member’s attendance at a meeting shall also constitute a waiver of notice of and presence at said meeting unless the Board Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

### **Section 3.8 – Action By Written Consent**

Any action required or permitted to be taken by the Board Members may be taken without a meeting if two-thirds of the Board Members of the Corporation consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Board Members. The action by written consent shall have the same force and effect as unanimous vote of the Board Members.

### **Section 3.9 – Proxy Voting**

Each Board Member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the Board Member and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the Board Member’s name is placed on the proxy by means of a handwritten signature executed by the Board Member or the Board Member’s attorney in fact. Said proxy must be present in original or facsimile copy form at the meeting of the board of directors for which it is designated.

Any proxy covering matters for which a vote of the Board Member is required, including amendment of the Articles of Incorporation or Bylaws changing proxy rights, certain other amendments of the Articles of Incorporation, removal of directors without cause, filling vacancies on the board of Directors, the sale, lease, exchange, conveyance, transfer or other disposition of all or substantially all of the corporation’s assets, unless a transaction is in the usual and regular course of the corporation’s activities, or the election to dissolve the corporation shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the Board Members.

A validly executed proxy shall continue in full force and effect until (a) revoked by the Board Member executing it, before the vote is cast under that proxy, (1) by a writing delivered to the corporation stating that the proxy is revoked, or (2) by a subsequent proxy executed by that Board Member and presented to the meeting, or (3) as to any meeting, by that Board Member’s personal

attendance and voting at the meeting; or (b) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted; provided, however, that no proxy shall be valid after the Single and sole meeting for which it was invoked. A proxy may not be irrevocable.

**Section 3.10 – Conduct of Meetings**

The President of the corporation or, in his or her absence, any other person chosen by a majority vote of the Board Members present in person or by proxy at the meeting, shall be the chairman and shall preside over the meeting of the Board Members. The Secretary of the corporation shall act as the Secretary of all meetings of the Board Members, provided that in his or her absence the chairman of the meeting of the Board Members shall appoint another person to act as Secretary of the meeting.

**Section 3.11 – Rules of Order**

Robert’s Rules of Order, as may be amended from time to time, shall govern the meeting of the Board Members.

**ARTICLE IV – BOARD OF DIRECTORS**

**Section 4.1 – Number**

The Board of Directors shall be responsible for both the Youth Division (Cal Ripken 12 and under) and the Senior Division (Babe Ruth 13 and up). A Vice-President for the Senior Division will be appointed and will report to the President.

**Subsection 4.1.1 – Youth Division**

The number of directors shall be not less than nine (9) nor more than thirty-three (33) directors until changed by amendment to these Bylaws. Executive board members will count toward the totals of both the Youth Division and the Senior Division. The exact number of directors shall be fixed within those limits by a resolution adopted by the Board of Directors. The Directors upon election shall immediately enter upon the performance of their duties, and shall continue in office until their successors shall have been duly elected and qualified.

**Subsection 4.1.2 – Voting**

If a member is not present at the annual meeting without having been excused by the president of the corporation, their name will be removed from the ballot. New Board Members elected by the previous Board must have 2/3 majority yes votes of the quorum. A Board Member shall abstain from voting on any matter pertaining to any team that they are deemed to have a vested interest in.

**Section 4.2 – Duties and Powers**

Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation law, and any other applicable laws, and subject to the provisions of these Bylaws regarding actions that require approval of the Board Members, the activities and affairs of the Corporation shall be managed and all corporate power shall be exercised by or under the direction of the Board.

Without prejudice to those general powers, and subject to the same limitations, the Board shall have the power to:

- a) Appoint such standing 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) Adopt such rules and regulations for the conduct of its meetings and the management of the Corporation, as it may deem proper.
- c) Select all officers, agents and employees of the Corporation, proscribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws, and fix any compensation payable to them, and require from them security for faithful performance of their duties.
- d) Discipline, suspend or remove any director, officer or committee member of the Corporation by a two-thirds vote of those Board Members present in person or by proxy at any Board or special Board meeting in accordance with the procedures set forth in Article II, Section 2.8, of these Bylaws.
- e) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

The Board shall, in addition to all other reports required to be prepared pursuant to these Bylaws and all applicable laws, cause to be prepared and submitted at the annual meeting of the Board Members of the corporation a report verified by the president and treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made, and the names and places of residence of the persons who have been admitted to membership in the Corporation during such year, which report shall be filed with the records of the Corporation and an abstract thereof entered into the minutes of the proceedings of the annual meeting.

#### **Section 4.3 - Required Members**

The Board membership shall include all Officers of the corporation and all elected Board Members (including all appointed player agents).

#### **Section 4.4 - Term of Office**

Each Director shall hold office until the next annual meeting of the Board Members as prescribed by Article III Section 3.2 of these Bylaws or until his or her removal and until such Director's successor is elected.

##### **Subsection 4.4.1 Term of Office for Executive Board Members**

Each Executive Board Member shall hold a particular office for a minimum of three (3) consecutive years from the time that they are elected into that position by the Board of Directors, notwithstanding an expulsion as per Section 2.8. If an Executive Board Member is appointed after the Annual Meeting is held, it is understood that the remainder of that year shall be counted as a complete year in office. The Executive Board must have served on the Board of Directors for at least one (1) year before their election.

#### **Section 4.5 - Election**

At each annual meeting, the Board Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The number so fixed may, within the limits proscribed by Section 4.1 of this Article IV, be increased at any regular or special meeting of the Board Members, and if the number is increased, the additional Directors may be

elected at the meeting at which the increase is voted or at any subsequent meeting. All elections of Directors shall be by majority vote of all Board Members present or represented by proxy at the time of the meeting. Any person removed from the Board per Section 2.7 of these Bylaws shall not be allowed to have their name placed on the ballot at the Annual Meeting for participation during the following year.

#### **Section 4.6 – Vacancies on Board**

A vacancy or vacancies on the Board shall be deemed to exist upon the occurrence of any of the following:

- a) On the death or resignation of any Director.
- b) The removal of any Director under California Corporations Code Sections 5221, 5222 or 5223.
- c) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 or Chapter 2 of the California Corporations Code.
- d) The increase in the authorized number of Directors.
- e) A Director shall automatically be removed from office by his or her absence from (3) three regularly scheduled meetings of the Board of Directors & scheduled workdays that are sanctioned by the Board of Directors. A Director shall not be regarded as absent at any meeting if before said meeting he or she has been excused by the President or any other person presiding at said meeting.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director’s term of office.

##### **Subsection 4.6.1 – Resignation**

Subject to the provisions of the California Corporations Code Section 5226, any Director may resign effective upon giving written notice to the president or secretary of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

##### **Subsection 4.6.2 – Filling 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 Board of Directors meeting or any special Directors meeting called for that purpose.

#### **Section 4.7 – Place of Meetings**

Regular meetings of the Board of Directors shall be held at any place within the State of California as designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

#### **Section 4.8 – Annual Meetings**

The board shall hold an annual meeting for the purpose of organization, selection of officers, appointing committees for the ensuing year and transaction of other business. The annual meeting shall be held immediately after the annual meeting of the Board Members as set forth in Article III Section 3.2 of these Bylaws.

#### **Section 4.9 – Regular Meetings**

Regular meetings of each Board shall be held without call or notice on such dates and times as may be fixed from time to time by each Board.

#### **Section 4.10 – Special Meetings**

Special meetings of either Board for any purpose or purposes may be called at any time by any member of the Executive Board or any seven (7) Directors for the Youth Division, or three (3) Directors for the Senior Division.

Special meetings of either Board shall be held upon 48-hours notice given personally by telephone, e-mail, facsimile or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Director for the purposes of notice.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United State Mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Any notice of a special meeting of the Board of Directors shall include the purpose of the meeting, and no matter(s) not so stated may be acted upon at the special meeting of the Board of Directors.

#### **Section 4.11 – Quorum**

A majority of the directors present in person or by proxy constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in section 4.14 of this Article IV. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles of Incorporation, subject to the more stringent provisions of the California Corporation Code, including, without limitation, those provisions relating to:

- a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
- b) Approval of certain transactions between corporations having common Directorships; and
- c) Indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

#### **Section 4.12 – Participation in Meetings by Conference Telephone**

Members of the Board may participate in a meeting through the use of a conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

#### **Section 4.13 – Waiver of Notice**

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

#### **Section 4.14 – Adjournment**

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except if the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the Directors who are not present at the time of the adjournment.

#### **Section 4.15 – Action Without a Meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing or by e-mail to such action. Such action by written or e-mail consent shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

#### **Section 4.16 – Rights of Inspection**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind, and to inspect the physical properties of the Corporation. The inspections may be made in person or by an agent or attorney. And the right of inspection includes the right to copy and make extracts of documents.

#### **Section 4.17 – Proxy Voting**

Each Director entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the Director and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the Director's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, facsimile or otherwise) by the Director or the Board Member's attorney in fact.

Any proxy covering matters for which a vote of the Director is required including, but not limited to, removal of directors without cause, filling vacancies on the Board of Directors, the sale, lease, exchange, conveyance, transfer or other disposition of all or substantially all of the corporation's assets, unless a transaction is in the usual and regular course of the Corporation's activities, or the election to dissolve the Corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the Board of Directors.

A validly executed proxy shall continue in full force and effect until (a) revoked by the Director executing it, before the vote is cast under that proxy, (1) by a writing delivered to the Corporation stating that the proxy is revoked, or (2) by a subsequent proxy executed by that Director and presented at the Board of Directors meeting, or (3) as to any meeting, by that Director's personal attendance and voting at the meeting; or (b) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under the proxy is counted; provided,

however, that no proxy shall be valid after the single and sole meeting for which it was invoked. A proxy may not be irrevocable.

**Section 4.18 – Rules of Order**

Robert’s Rules of Order, as may be amended from time to time, shall govern the meetings of the Board of Directors.

**ARTICLE V – EXECUTIVE BOARD**

**Section 5.1 – Number**

The Executive Board shall consist of the President, Vice-President Youth Division, Vice-President Senior Division, Secretary, Treasurer. The Executive Board must have been a Board Member for at least one (1) year before election.

**Section 5.2 – Duties**

The duties of the Executive Board shall be:

- a) To meet before the monthly regularly scheduled Board of Directors meeting for the purpose of discussing the agenda items in order to arrive at a recommended course of action as to each agenda item.
- b) To advise with and assist the Board of Directors of the Corporation in all matters concerning its interests and the management of its affairs, and shall have such other powers as may be delegated to it by the Board.
- c) Present at both the Youth Division Board Meeting and the Senior Division Board meeting.

**Section 5.3 – Quorum**

At any meeting of the Executive Board a majority of the total number of members of the executive committee then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Executive Committee.

**Section 5.4 – Rules of Order**

Robert’s Rules of Order, as may be amended from time to time, shall govern the meetings of the Executive Board.

**ARTICLE VI – OTHER COMMITTEES**

**Section 6.1 – Nominating Committee**

The Board of Directors shall appoint a Nominating Committee consisting of not less than three (3) Directors and other appointed Board Members. The Committee shall investigate and consider eligible candidates for election to the Board of Directors at least thirty (30) days prior to the date of any election of Directors. This Nominating Committee shall make its report at least fifteen (15) days before the date of election and the Secretary shall forward to each Board Member a list of Candidates nominated by the Committee under this section. The Committee shall also submit for consideration by the Board of Directors a slate of Officers and Committee Members.

### **Section 6.2 – Membership Committee**

The Board of Directors may appoint a Membership Committee consisting of not less than three (3) Directors and other appointed Board Members. The Committee shall receive the names of prospective Honorary, Sustaining and Regular Members, investigate for eligibility and recommend those qualified for election at the annual or any special meeting of the Board Members or of the Board of Directors, as the case may be.

### **Section 6.3 – Finance Committee**

The Board of Directors may appoint a Finance Committee consisting of not less than three (3) Directors. The Treasurer shall be an ex-officio member of the Committee. The Committee shall investigate ways and means of financing the Corporation, including team sponsorship, and submit recommendations to the Board of Directors.

### **Section 6.4 – Field Maintenance Committee**

The Board of Directors may appoint a Field Maintenance Committee consisting of three (3) or more Directors. It shall be responsible for repair and improvement recommendations, including normal maintenance, and to supervise the performance of approved projects. It shall operate within the amount appropriated in the approved budget for that purpose.

### **Section 6.5 – Equipment Committee**

The Board of Directors may appoint an Equipment Committee which shall secure bids on needed supplies and equipment and make recommendations for their purchase to the Board. The Committee shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning and storage thereof at the close of the season.

### **Section 6.6 – Selection Committee**

The Board of Directors shall appoint a Managers Committee consisting of not less than three (3) Directors. The Committee shall interview and investigate prospective managers and coaches for all Leagues and recommend acceptable candidates to the President. It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President. It shall, at the request of the President or Board of Directors, investigate complaints concerning managers and coaches and make a report thereon to the President or Board of Directors as the case may be. Refer to Section 8.1.

### **Section 6.7 – Umpire Committee**

The Board of Directors may appoint an Umpire Committee consisting of not less than three (3) Directors. The Vice-President shall be chairman of any such committee. The Committee shall recruit, interview and recommend to the President for appointment a staff of umpires, including a chief umpire and replacements. When appointed, the staff of umpires shall be under the personal direction and responsibility of the Vice-Presidents for the Youth and Senior Divisions, assisted by the Chief Umpire who shall train, observe and schedule the staff.

### **Section 6.8 – Auxiliary Committee**

The Board of Directors may appoint an Auxiliary Committee consisting of the Corporation Treasurer and two (2) or more other Directors. It shall review and evaluate auxiliary projects for raising money and disposition of profits, and make recommendations to the Board. The Board of

Directors shall approve in advance all projects and actions of the Auxiliary.

**Section 6.9 – Auditing Committee**

The Board of Directors shall appoint an Auditing Committee consisting of three (3) Directors. The Committee will review the Corporation’s books and records annually prior to the Annual Meeting and attach a statement of their findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board of Directors, secure the services of a certified public accountant to accomplish such review.

**Section 6.10 – Other Committees**

The Board of Directors may establish any other committees it deems necessary in conducting the affairs of the Corporation, and may appoint three (3) or more Directors to each such committee.

**Section 6.11 – Restrictions Regarding Committees of the Board of Directors**

It is understood that no committee(s) of the Board of Directors shall have any power to:

- a) Take any final action on any matter that, under the California Non-Profit Public Benefit Corporation law, also requires approval of the Board Members or approval of a majority of all of the Board Members.
- b) Fill vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors.
- c) Amend or repeal bylaws or adopt new bylaws.
- d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repeal able.
- e) Create any other committees of the Board of Directors or appoint members of committees of the Board of Directors.
- f) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected.
- g) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.
- h) Fix compensation of the directors for serving on the Board of Directors or any committee.

**Section 6.12 – Meetings and Action of all Committees**

Meetings and actions of all committees of the Board of Directors shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

**Section 6.13 – Ex-Officio Membership**

The President shall be an ex-officio member of all committees of the Board of Directors and/or the Corporation.

### **Section 6.14 – Rules of Order**

Robert’s Rules of Order, as may be amended from time to time, shall govern all meetings of the Corporation’s committees.

## **ARTICLE VII – EXECUTIVE -OFFICERS, DUTIES AND POWERS**

### **Section 7.1 – Election**

Following the annual meeting of the Board Members, the Board of Directors of the corporation, at its annual meeting, provided there is a quorum, shall meet for the purpose of electing Executive Officers and appointing committees for the ensuing year.

### **Section 7.2 – Executive Officers**

The Executive Officers of the Corporation shall consist of a President, Vice President Youth Division (12 and Under), Vice President Senior Division (13 and Up), Secretary, and Treasurer, all of whom shall hold office for the ensuing term or until their successors are duly elected. The

Board of Directors may appoint such other Executive Officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each, and may fill any vacancy which may occur in any office.

### **Section 7.3 – Removal of Executive Officers**

Without prejudice to any rights of an Executive Officer under any contract of employment, any Executive Officer may be removed with or without cause by the Board of Directors and also, if the Executive Officer was not chosen by the Board of Directors, by the ranking officer voted into office by the board of directors.

### **Section 7.4 – Resignation of Executive Officers**

Any Executive Officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified within the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, the Corporation may have under any contract to which the officer is a party.

### **Section 7.5 – President**

The duties of the President shall include, but not be limited to, the following:

- a) Conduct the affairs of the Corporation and execute the policies established by the Board of Directors.
- b) Present a report of the condition of the Corporation at the annual meeting.
- c) Communicate to the Board of Directors on all matters affecting the welfare of the Corporation
- d) Be responsible for the conduct of the Corporation’s youth baseball program in strict conformity to the policies, principles, rules and regulations of the Chartering Organization as agreed to under the conditions of the charter issued to the Corporation by that organization.
- e) Designate in writing other officers necessary to have power to make and execute for and in the name of the Corporation such contracts and leases as may have been received with prior approval of the Board.
- f) Investigate complaints, irregularities and conditions detrimental to the Corporation

- and report thereon to the Board or Executive Committee as circumstances warrant.
- g) With the assistance of the Player Agents, examine the application and support proof-of-age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.
  - h) Team Managers and Coaches shall be appointed annually by the President, with the approval of the Board of Directors.
  - i) With the approval of the Board of Directors, umpires shall annually be appointed by the President.

### **Section 7.6 – Vice-President Youth Division**

The Vice-President Youth Division shall have the responsibility of running the Youth Division (12 year olds and under) of the Corporation’s baseball program. In coordination with the President, and working with the player agent(s), he or she shall be responsible for all operations of the division’s leagues, including, but not limited to, determining the number of teams, game schedules, including make-up games, disputes, including presentation to the Rules Committee, playoff games, and all-star games where applicable. He or she shall prepare for the President’s signature and submission to the Chartering Organization’s representatives all team rosters, including players claimed, schedules, and all other documents which are required to be filed in connection with tournament and post-season play; and notify the Chartering Organization’s representatives of any subsequent player replacement or trades.

### **Section 7.7 – Vice-President Senior Division**

The Vice-President Senior Division (13 and Up) shall have the responsibility of running the Senior Division of the corporation’s baseball program. In coordination with the President, and working with the player agent(s), he or she shall be responsible for all operations of the division’s leagues, including, but not limited to, determining the number of teams, game schedules, including make-up games, disputes, including presentation to the Rules Committee, playoff games, and all-star games where applicable. He or she shall prepare for the President’s signature and submission to the Chartering Organization’s representatives all team rosters, including players claimed, schedules, and all other documents which are required to be filed in connection with tournament and post-season play; and notify the Chartering Organization’s representatives of any subsequent player replacement or trades.

### **Section 7.8 – Secretary**

The duties of the Secretary shall include, but not be limited to, the following:

- a) Be responsible for recording the activities of the Corporation and maintain appropriate files, mailing lists and necessary records.
- b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.

### **Section 7.9 – Treasurer**

The duties of the treasurer shall include, but not be limited to, the following:

- a) Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the office of treasurer or may be assigned by the Board of Directors.
- b) Receive all moneys and securities and deposit same in a depository approved by the Board of Directors.
- c) Keep records for the receipt and disbursement of all moneys and securities of the corporation, including the Auxiliary, approve all payments from allotted funds and draw

checks therefore.

- d) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the annual meeting.

### **Section 7.10 – Succession**

In the event of death, removal from office, resignation, or any occurrence causing the president or any other elected officer of the corporation, the succession of officers shall be: President, Vice-President Youth Division, Vice-President Senior Division, Secretary, and Treasurer.

## **ARTICLE VIII – MANAGERS, COACHES, UMPIRES AND PLAYER AGENTS**

### **Section 8.1 – Managers and Coaches**

Team Managers and Coaches shall be appointed annually by the President and/or the designated Player Agent following an interview process, with the approval of the Board of Directors. No Manager or Coach shall be guaranteed their position from one year to the next. The Managers shall be responsible for their own conduct, as well as the conduct of their coaches, players and parents at all practices, games, and league sponsored events. While holding such office, the President shall not manage or coach a team, unless approved by the Board of Directors.

### **Section 8.2 – Umpires**

With the approval of the Board of Directors, umpires will annually be appointed by the President, who shall be responsible for their assignments and for their actions on the field. While holding such office, the President shall not umpire.

### **Section 8.3 – Player Agents**

The Board of Directors shall annually appoint a player agent for each division in the Corporation's baseball program, in both Youth and Senior Leagues. While holding such position, a Player Agent shall not manage or coach in the division for which he or she is the Player Agent without the approval of the Board.

The duties of the Player Agent(s) shall include, but not be limited to, the following:

- a) Record all player transactions and maintain an accurate and up to date record thereof;
- b) Receive and review applications for player candidates and assist the Vice-President in checking residence and age eligibility;
- c) Conduct the player draft and all other player transactions or selection meetings;
- d) Prepare the player rosters for each team within their Division;
- e) Shall make all decisions pertaining to their respective division.

## **ARTICLE IX – AFFILIATION**

### **Section 9.1 – Chartering Organization**

The Corporation shall annually apply for a charter from a national youth baseball organization of its choosing, and shall do all things necessary to obtain and maintain such charter.

### **Section 9.2 – Rules and Regulations**

The Official Playing Rules and Regulations as published by the Chartering Organization shall be binding on this Corporation during the course of the youth baseball season for which the charter was obtained.

**Section 9.3 – Local Rules**

The local rules of this Corporation shall be adopted by the Board of Directors and shall add to, support, and in no way conflict with the rules and regulations of the Chartering Organization, with the exception of any locally adopted ground rules or regulations. Said Ground Rules may not be altered, amended or modified without the approval of the Board of Directors and shall always be posted in a conspicuous place within the confines of the playing facility.

**ARTICLE X – FINANCIAL AND ACCOUNTING**

**Section 10.1 – Chartering**

The Board of Directors shall decide all matters pertaining to the finances of the Corporation and it shall place all income, including Auxiliary funds, in a common league treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

**Section 10.2 – Solicitation**

The Board shall not permit the solicitation of funds in the name of the Corporation unless all of the funds so raised are to be placed in the Corporation’s treasury. Violation of this section is grounds for up to and including permanent exclusion of the corporate office, board member, manager, coach, parent and parent’s son/daughter from participation in the Corporation’s baseball program. Post season teams may solicit funds to defray the cost of travel. Such funds must be deposited into the Corporation’s treasury.

**Section 10.3 – Disbursement**

The Board shall not permit the disbursement of the Corporation’s funds for purposes other than the furtherance of the Corporation’s youth baseball program. Any unbudgeted expenditure of league funds in excess of \$1,500 must be approved by a 4/5 majority vote of the Executive Board. In the disbursement of funds donated for a post-season team, the Treasurer will ensure that such funds do not exceed the actual costs incurred. Any excess funds will revert to the general funds of the Corporation’s treasury. Individual donors must be notified of this possibility.

**Section 10.4 – Compensation**

No Director or Officer of the Corporation shall receive, directly or indirectly, any salary, or compensation from the Corporation for any services rendered while holding the position of Director, Officer or Member.

**Section 10.5 – Receipts**

All monies received, including Auxiliary Funds, shall be deposited to the credit of the Corporation in a financial institution as approved by the Board of Directors and all disbursements shall be made by check. All checks shall be signed by the Corporation’s Treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

**Section 10.6 – Fiscal Year**

The fiscal year of the corporation shall begin on the first day of October and shall end on the last day of September.

**Section 10.7 – Distribution of Property Upon Dissolution**

Upon dissolution of the Corporation, and after all outstanding debts and claims have been satisfied, the Members shall distribute the property of the Corporation to such other organization or organizations maintaining an objective similar to that set forth herein which are or may be entitled to exemption under Section 501 (c)(3) of the Internal Revenue Code or any future corresponding provision.

**ARTICLE XI – MAINTENANCE OF CORPORATE RECORDS**

**Section 11.1 – Maintenance of Corporate Records**

The Corporation shall keep all records required by California Corporations Code 6320 including:

- a) Adequate and correct books and records of accounts; and
- b) Minutes in written form of the proceedings of its Board, committees of its Board, and all Members; and
- c) A record of all of its Members, giving their names and address and class of membership held by each. All such records shall be kept at the Corporation’s Executive office.

**Section 11.2 – Annual Report**

If required, pursuant to the applicable provisions of California Corporations Code Section 6321, the Board shall cause an annual report to be prepared within 120 days after the end of the Corporation’s fiscal year, which report shall contain the information required by California Corporations Code § 5321. Said report shall be furnished to each Director of the Corporation and to all Board Members.

**ARTICLE XII - INDEMNIFICATION**

**Section 12.1 – Right of Indemnity**

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in California Corporation Code Section 5238(a), including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is defined in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. The term “expenses,” as used herein, shall have the same meaning as in California Corporations Code Section 5238(a).

**Section 12.2 – Approval of Indemnity**

On written request to the Board by any person seeking indemnification under California Corporations Code Sections 5238(b) or Section 5238(c), the Board shall promptly determine under Section 5238(a) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum

of directors who are not parties to that proceeding, the determination of whether the indemnification shall be authorized shall be made by the court in which such proceeding is or was pending upon application made by the corporation, or the agent, or the attorney or other person rendering services in connection with the defense whether or not such application by the agent, attorney, or other person is opposed by the corporation.

**Section 12.3 – Insurance**

The corporation shall purchase and maintain insurance on behalf of its officers, directors, employees, and other agents of the corporation against any liability asserted against or incurred by any such person in such capacity or arising out of such persons status as such.

**ARTICLE XIII – AMENDMENTS**

**Section 13.1 – Amendments by Directors**

These Bylaws may be amended, replaced or altered in whole or in part by a majority vote only at the quarterly meetings of the Board of Directors, except where specifically limited by statute, provided notice of the proposed change is given at least seven (7) days prior to the meeting. The dates of the quarterly meetings shall be in March, June, September, and December.

**ARTICLE XIV – OTHER PROVISIONS**

**Section 14.1 – Construction and Definitions**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions contained in the California Non-Profit Corporation Law, the California Non-Profit Public Benefit Corporation Law, and, where applicable, the other provisions of the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**Section 14.2 – High Vote Requirement**

If any provision of these Bylaws requires the vote of a larger proportion of the Board of Directors than is otherwise required by law, the provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY  
**OF**  
**VISALIA YOUTH BASEBALL, INC.,**  
**A California Non-Profit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing amended and restated Bylaws, comprising of 21 pages, constitute the amended and restated Bylaws of said Corporation as duly adopted by the Board of Directors and the Voting Members of this Corporation.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary, Visalia Youth Baseball, Inc.