

STOUGHTON YOUTH BASEBALL, INC.

BY-LAWS

ARTICLE I - NAME

This organization shall be known as the Stoughton Youth Baseball, Inc., hereinafter referred to as the "Organization" or "SYB".

ARTICLE II - OBJECTIVE

Section 1 – SYB is committed to the establishment of rules, regulations, and guidelines that are designed to provide models for safety within a controlled competitive environment with the primary goal of teaching the game of baseball and good sportsmanship ideals to players and members to deliver an enjoyable experience to the participants in the organization. The objectives of the Organization shall be to implant firmly in the boys and girls of the community the ideals of good sportsmanship, team play, honesty, loyalty, courage and respect for authority. The Organization will attempt to provide an environment that will also remain sensitive to the physical and emotional well being of the players. To achieve this objective SYB will provide a supervised program with rules and regulations as determined by the SYB Board of Directors. All directors, officers, and members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary to providing an environment that fosters good sportsmanship and solid ideals for the youth involved in the program.

ARTICLE III –GENDER

Any word used herein in the masculine gender shall also include the feminine gender in all cases where appropriate.

ARTICLE IV – MEMBERSHIP

Section 1 - Eligibility and Classes - Any person sincerely interested in active participation to support the objectives of this Organization may apply to become an active member. Such membership roster shall include the following classes of members

- a) **Player Members:** Any boy or girl meeting the requirements set forth by the Board of Directors and who resides within the authorized boundaries of the Organization shall be eligible for participation, but shall have no rights, duties or obligations in the management or in the property of the Organization. Player members will have no voting privileges.
- b) **Regular {parent-guardian} Members:** Any parent or guardian of a player member may be considered a regular member upon payment of all registrations fees for the current league season each year. Regular members must be in compliance with the Code of Conduct Rules and Regulations. Regular parent /guardian members in good standing may attend the Annual Meeting of the members and shall be eligible to vote in the annual election of the Board of Directors.
- c) **Volunteer Member Participants:** This includes any active member of the Board of Directors, coaches, managers, and assistant coaches. This also includes any person 18 years or older that has volunteered for the Organization during the current season. All volunteer members must be in compliance with the Code of Conduct Rules and Regulations and are subject to a CORI evaluation to be considered an active member in good standing. All volunteer members in good standing may attend the Annual Meeting of the members and shall be eligible to vote in the annual election of the Board of Directors.
- d) **Honorary Member:** Any past volunteer member in good standing with the current year Board of Directors. Also, any person sincerely interested in active participation to effect the objectives of the Organization may become an Honorary Member by a two-thirds vote of all the Directors present at any duly held meeting of the Board of Directors and shall have all rights afforded to Regular Members.

Section 2 – Termination - Membership may be terminated by resignation or by action of the Board of Directors due to just cause. Just cause may be determined as acts or deeds which are contrary to the welfare of the Organization or its players including but not limited to violations of the Code of Conduct. (Refer to Appendix A). To eliminate any vagaries, behavior shall be defined as acts or deeds of any player or member that are contrary to the objectives as outlined in Article II, Section 1 and as outlined in SYB's Code of Conduct.

The Board of Directors, by a majority vote of those present at any duly constituted regular meeting, shall have the authority to discipline or suspend any member of any class when the conduct of such person is considered detrimental to the best interests of the Organization as defined above. The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the authority to terminate any member of any class when the conduct of such person is considered detrimental to the best interests of the Organization as defined above. The member involved shall be informed of the general nature of the charges and given the opportunity to appear at a meeting to answer such charges. The deliberations and subsequent vote of the Board of Directors shall be conducted in a closed session.

In the case of a Player Member, the Board of Directors shall give notice to the Manager of the team of which the player is a member. The Manager shall appear as an advisor with the Player Member before the Board of Directors.

ARTICLE V – ANNUAL MEETING

Section 1 – Annual Meeting: The Annual Meeting of the members of the Organization shall be held in October for the purpose of receiving reports and for the transaction of such business as may properly come before the meeting.

Section 2 – Notice of Meeting: Notice of such Annual Meeting of the members shall be published in a local transcript at least ten (10) days in advance thereof, setting forth the place, time, and purpose of the meeting.

Section 3 – Special Meetings: Special meetings of the members may be called by the President of the Board of Directors at his discretion. Upon the written request of thirty members, the President shall call a special meeting to consider a specific subject. No other business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members.

Section 4 – Quorum: The presence in person of thirty members shall be necessary to constitute a quorum.

Section 5 – Voting: Only Regular, Volunteer, and Honorary Members in good standing shall be entitled to vote at any Members meeting.

Section 6 – Rules of Order: Robert's Rules of Order shall govern the proceedings of all meetings hereunder, except where they may conflict with the provisions hereof.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 – Description: The management of the property and the affairs of the Organization shall be vested in the Board of Directors elected in accordance with these by-laws. The Board of Directors is authorized to establish policies and procedures for administering the affairs of the Organization in accordance with these by-laws.

Section 2 – Number and Term: A Board of Directors, numbering not fewer than eleven and not more than fifteen, shall be elected to serve a one-year term commencing on October 1 of the same year as the election and to continue until September 30 of the following year

Section 3 – Nomination and Election: The Organization shall hold an election for the purpose of selecting the Board of Directors in June of each year. Two weeks prior to the election, a notice shall be posted at the Organization's complex announcing a sign-up for candidates. One week prior to the election shall be the last day for nominations or for candidates to submit their names. Any Regular, Volunteer, or Honorary Member can make nominations for positions on the Board of Directors. Election to the Board of Directors shall be determined by a vote of the Regular, Volunteer, and Honorary Members of the Organization.

Section 4 – Vacancies: If any vacancy occurs in the Board of Directors, by death, resignation, or otherwise prior to the fulfillment of a Board member's term, nominations to fill that position may be taken from the remaining Board members. The position shall be filled by a majority vote of the remaining members of the Board of Directors at any Regular meeting of the Board of Directors, or any Special Meeting called for that purpose.

Section 5 – Removal of Director: Any member of the Board of Directors who is remiss in his/her duties as a Board member or whose conduct is detrimental to the effective functioning of the Board may be removed from the Board by a two-thirds vote of the Board members then in office at any regular meeting of the Board of Directors or any Special Meeting called for that purpose.

The Board member involved shall be given notice of such meeting by the President or Secretary either by mail at least three (3) days before the time appointed for such meeting mailed to the last recorded address of the Board member, or by telephone, e-mail, facsimile or personal notice delivered no later than forty-eight (48) hours preceding such meeting. The Board member shall be informed of the general nature of the charges and given the opportunity to appear at a meeting to answer such charges. The deliberations and subsequent vote of the Board of Directors shall be conducted in a closed session.

Section 6 – Resignation: A member of the Board of Directors may resign by delivering a written resignation to the President or Secretary of the Organization. Such resignation shall be effective upon receipt (unless specified to be effective at a later date by the resigning member) and acceptance thereof shall not be necessary to make it effective unless so stated in the resignation.

Section 7 – Electing Offices and Appointing Committees: Immediately following the Annual Meeting, the Board members then present, provided there is a quorum, shall meet for the purpose of electing the Executive Board, Filling offices and appointing committees for the ensuing year.

Section 8 – Offices: The offices of the Board of Directors for the Organization shall include: President, Vice-President, Secretary, Treasurer, Player Agent, Communications Officer, Umpire- in- Chief, and Safety Officer. Other positions may be added as determined by the Board of Directors to efficiently operate the Organization.

Section 9 – The Executive Board: The Executive Board is comprised of the President, Vice-President, Player Agent, Communications Officer, Secretary and Treasurer of the Organization an Executive Board member may be reelected without limitation of the number of terms the officer may serve. Any Executive Board vacancy shall be filled not later than the second regular meeting of the Board of Directors following the vacancy.

Section 10 – Meetings, Notice, and Quorums: Regular meetings of the Board of Directors may be held at any such time as the Board of Directors may determine.

Attendance of a majority of the members of the Board of Directors or two-thirds of the Executive Board Members shall constitute a quorum for the transaction of business, unless otherwise noted within these by-laws.. All regular meetings require at least one Executive board member to be present. In order to ensure a quorum, elected Board members must notify the President or Secretary in advance of the meeting if they will be unable to attend. Excessive absences without notification may require disciplinary action by the

Executive Board, as set forth in Section 5 hereof, which may include termination or resignation from the Board due to non-performance of duties.

The President, or the Secretary, in consultation with the President and at the request in writing of either five (5) members of the Board of Directors, shall issue a call for a special meeting of the Board. Notice of such meeting shall be given by the Secretary to each Board member either by mail at least three (3) days before the time appointed for the meeting to the last recorded address of each Board member, or by telephone, e-mail, facsimile or personal notice twenty-four (24) hours preceding the meeting. In the case of special meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the special meeting. A quorum for special meetings requires a minimum of the President and either two other members of the Executive Board or four members of the Board of Directors.

In the event of a zero tolerance violation, an emergency meeting may be convened, with less than 24 hours notice given, a quorum representing at least two thirds of the Executive Board or the President and four other Board Members must be present.

Meeting by telecommunications for any regular, special or emergency meeting of the Board of Directors may be held by telephone or other telecommunication technology in which all participating members may hear each other.

Robert's Rules of Order shall govern the proceedings of all meetings hereunder, except where they may conflict with the provisions hereof.

Section 11 – Duties and Powers: The Board of Directors shall have the power to appoint special committees as it shall determine and to delegate such powers to them as the Board of Directors shall deem advisable. Committee meetings are not required to be open to the public and minutes of committee meetings will not be recorded as committees must present all recommendations to the Board for discussion. Committee responsibilities include analysis of information as referred to or deemed proper by the President and the presentation of recommendations to the Board of Directors based on the evaluation of this information. The Board of Directors may adopt such rules and regulations for the conduct of its meetings and the management of the Organization, as it may deem proper. The President will have the authority to set and change the parameters for meeting discussions as needed. Meetings may be open to the public but the public is not allowed to take part in discussions unless recognized. The President may close the meeting to the public at any such time as deems necessary. The Board of Directors shall have the power to discipline, suspend, remove or terminate any director, committee member or member of the Organization in accordance with the provisions set forth in Article IV, Section 2, or Article VII, Section 5.

Section 12 – Coaching Evaluations: The Board of Directors shall be responsible for devising coaching performance evaluations that will be used to review coach's performance, provide feedback and information on coaching skills and development. These may also be used as input in the manager/coach selection process.

Section 13 – Executive Session: The President or any member of the Executive Board may at any time request that the Board Meeting be closed to the public while in session or prior to the beginning of the meeting to discuss sensitive matters in private. This Executive Session option is available as necessary to address certain issues at times during the year. Minutes will be taken and individual's names will be kept confidential.

Section 14 – Voting: Only the elected Board of Directors can vote on matters at any meeting of the Organization. Regular members in good standing are invited to vote pertaining to the election of the Board of Directors. No voting will be done by proxy.

ARTICLE VII - OFFICERS DUTIES AND POWERS

Section 2 – Duties and powers of the Organizations officers

All elected Board members are expected to be available and help whenever the President calls for volunteers whether or not it involves their respective leagues. This includes: registrations, try-outs, opening day, concession stand duty, field maintenance throughout the year, equipment hand out and return, and any other Organization sponsored activity. Any member unable to attend must contact the President or appointed member prior to the scheduled date.

President:

1. The chief executive officer of the Organization (subject to the control of the remaining members of the Board of Directors) and shall have general charge and supervision of the affairs of the Organization.
2. Shall preside at all meetings of the Board of Directors and shall be primarily responsible for executing such policies and procedures that may from time to time be established by the Board of Directors.
3. Shall (with the assistance of the Treasurer) oversee all appropriate tax filings, prepare and submit an annual budget to the Board of Directors for its approval and be responsible for the proper execution thereof.
4. Shall represent the Organization at any district, national or other baseball programs of which the Organization is associated.
5. Shall assure that all necessary permits are obtained to allow the efficient operation of the Organization regarding fields, fund raising, concession stand and opening day parade activities.
6. Shall (with the assistance of the Player agent) examine the application and supporting proof-of-age document of every player candidate and certify to the age and residence eligibility before the player may be accepted for tryouts and/or selection.
7. Along with the Player agent, oversee tryouts, draft, and selection process of all baseball teams and activities
8. Shall review all returned CORI results and be responsible for the confidential notification to all applicants of ineligibility

Vice-President:

1. Shall have and may exercise all of the powers and duties of the President during the absence of the President or in the event of his/her inability to act.
2. Shall be responsible for acting as a liaison between the Organization and the sponsors of the Organization by keeping them informed of league activities. This would include securing sponsors, corresponding with prior sponsors, and allocation of sponsors.
3. Shall be responsible for coordinating with Player agent to ensure that sponsors are matched up with the appropriate teams
4. Shall be responsible for appropriating additional banners for new sponsors or replacing banners of existing sponsors due to loss or damage.

5. Shall have such additional duties and powers as the Board of Directors may from time to time delegate

Treasurer:

1. Shall be the chief financial officer and the chief accounting officer of the Organization.
2. Shall be in charge of the Organization's financial affairs and shall safeguard all funds, securities, and valuable papers.
3. Shall keep full and accurate records thereof.
4. Shall report on the financial affairs at each meeting of the Board of Directors.
5. Shall assist the President in the preparation of an annual budget for submission to the Board of Directors.
6. Shall receive all monies and securities and deposit these funds in a depository approved by the Board of Directors.
7. Shall monitor and administer the monies allocated to the operation of the concession stand, umpires equipment procurement, fund-raising activities, etc.
8. Shall have such additional duties and powers as the Board of Directors may from time to time delegate.

Secretary:

1. Shall be responsible for recording the activities of the Organization and maintaining appropriate files, mailing lists and necessary records.
2. Shall maintain a list of the members of the Board of Directors, committee members, managers and coaches.
3. Will give notice, keep the minutes, maintain records and conduct such correspondence as may be required of all Board of Director and special meetings of the Organization. If the Secretary is absent from any meeting, a temporary secretary will be chosen at the meeting who shall exercise the duties of the Secretary at the meeting.

Player agent:

1. Shall supervise all registrations, tryouts, player selection processes, drafts and All Star selection processes.
2. Shall record all player transactions and maintain an accurate and up to date record thereof.
3. Shall be responsible for checking the qualifications of registrants including residence and age eligibility and shall investigate all complaints with respect to such qualifications.
4. Shall be responsible for the preparation of a master roster of all league/division players.
5. Will work in conjunction with the President and the League Coordinators to define league structure, team composition, tryout formats, draft formats, manager/coaches selection and All Star selection process format.

Communication Officer:

1. Shall be responsible for publishing the announcements of the Organization through appropriate lines of communication. (Email, Website, ...)
2. Shall perform other duties and powers as may be delegated by the Board of Directors.

Umpire-In-Chief:

1. Shall be responsible for the training of umpires for all divisions requiring umpires
2. Shall be responsible for the scheduling of umpires for all applicable games requiring umpires.

Safety Officer:

1. In-conjunction with the President review the current insurance policy(s) and make any recommendations for changes to the Board of Director**s**.
2. Be responsible for the implementation of a league safety plan.
3. Frequently inspect all playing areas for holes, damage, glass and other foreign objects.
4. Make certain all fences, screens and dugouts are in safe condition.
5. Periodically inspect the stands or bleachers.
6. Arrange with the President an annual training meeting for managers and coaches to review safety procedures.
7. Handle all accident claims promptly and shall maintain all records pertaining to all injuries and to include any claims for liability.
8. Shall oversee the distribution and collection of all CORI applications.

ARTICLE VIII – COACHES, ASSISTANT COACHES AND UMPIRES

Section 1: Coaches and Assistant Coaches: The selection process for coaches and assistant coaches shall be determined by the Board of Directors. The Player agent and the division Coordinators will provide a list of managers, which shall be appointed annually by the President with the approval of the Board of Directors. Managers and Coaches:

1. Shall be responsible to teach the fundamentals of baseball and good sportsmanship to their players.
2. Shall distribute playing time (per league rules) and positional play in a fair manner giving due consideration to the skill level of the players involved.
3. Shall attempt to maintain a safe environment for their players to play in.
4. Shall issue and/or collect uniforms and equipment distributed by the Organization as requested by the League Coordinator.
5. Are responsible to comply with the guidelines established by the Organization.
6. Are responsible for the actions of the coaches and players that are assigned to his/her team.

7. Will make themselves available for all meetings called for by the League Coordinator or dictated by the Organization (i.e. First Aide Training).

8. Shall abide by the SYB Code of Conduct (Refer to Appendix A).

Section 2: Umpires: Umpires shall be identified by the Umpire-In Chief. All umpires are subject to rules and guidelines as set forth in the Stoughton Youth Baseball Umpire Training Manual.

ARTICLE IX - FINANCES AND ACCOUNTING

The Board of Directors shall decide all matters pertaining to the finances of the Organization.

Section 1: The Board of Directors shall decide all matters pertaining to the finances of the Organization and it shall place all income in a common league treasury.

Section 2: The Board of Directors shall not permit the disbursement of Organization funds for purposes other than the conduct of league activities.

Section 3: Two signatures will be required (one by the Treasurer and the other by the President) for the disbursement of funds exceeding \$5,000 unless voted by the Board of Directors.

Section 4: The treasurer shall approve all operational, administrative and maintenance expenses. Any miscellaneous or capital expenditure above \$2,500 must be approved by the Board of Directors.

Section 5: No director, officer or member of the Organization shall receive directly or indirectly any salary, compensation or emolument from the Organization for services rendered as director, officer or member.

Section 6: The fiscal year of the Organization shall begin on the first day of October and shall end on the last day of September.

Section 7: The accounting books shall be reviewed by two members of the Board of Directors as appointed by the President at the end of each fiscal year and upon request, reviewed by any member of the Executive Board. In addition, the filing of taxes both state and federal shall be accomplished no later than November 15 of the following year.

Section 8: Upon dissolution of the Organization and after all outstanding debts and claims have been satisfied, the members shall distribute the property of SYB to such other organizations maintaining an objective similar to that set forth herein, which are or may be entitled to exemptions under section 501 (c) of the Internal Revenue Code or any future corresponding provision.

ARTICLE X – AMENDMENTS

The SYB bylaws are the constitution of rules, regulations, and policies that are designed to serve as a foundation of the Organization. These are in place to maintain structure and consistency in the program and serve as a governing document for succeeding Board of Directors to follow. The bylaws are to be implemented by each succeeding Board of Directors. As such, bylaws should not be altered in content or context on an annual basis.

Bylaws should not be amended, repealed, or altered in whole or in part unless the Board determines the need to do so. In order for a bylaw to be amended, repealed, or altered in whole or in part, four-fifths of the entire Board of Directors must be present at a meeting and two-thirds of those present must approve the need for any such change. Should change be necessary, a committee will be established by the Board of Directors. Notice will be given in writing 10 days prior to the scheduled meeting. A two thirds vote of Board of Director member's is necessary to approve any such changes.

ARTICLE XI – CORPORATE INDEMNITY

The Organization shall, to the extent legally permissible, indemnify its officers and members of the Board of Directors acting in good faith in the reasonable belief that his or her action was in the best interest of the Organization, against expenses reasonably incurred by him in connection with any action, suite or proceeding to which he may be made a party by reason of his being, or having been, an officer or Director of the Organization, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duty as officer or Director. The Organization may purchase an officers' and Directors' liability policy with such limits as the Board of Directors may from time to time direct. Such indemnification may also, in the discretion of the Board of Directors, be extended or continued although the person to be indemnified is no longer an officer or Director.

STOUGHTON YOUTH BASEBALL ORGANIZATION
BY-LAWS
APPENDIX A
THE CODE OF CONDUCT
COACHES

Coaches shall remain unconditionally supportive of the Organization's commitment to the ideals of good sportsmanship, team play, honesty, loyalty, courage and respect for authority. Likewise, coaches shall remain sensitive to the physical and emotional well being of the players on his/her team. In order to adhere to these doctrines the coaches agree as follows:

- Coaches will be positive role models.

- Coaches will display and instill in their players the principals of good sportsmanship and team play.

- Coaches will conduct themselves in a manner that best serves the interests of the players.

- Coaches will do their best to provide the players a positive experience.

- Coaches will ensure that winning and/or losing teams do so in a manner, which exhibits respect and good sportsmanship.

- Coaches will treat all players, parents, spectators and league officials with respect.

- Coaches will provide instruction in a manner that is constructive and supportive.

- Coaches will not ridicule or demean players, umpires or league officials.

- Coaches will not tolerate behavior that endangers the health or well-being of a child.

- Coaches will comply with the decisions of league officials and observe all rules, policy and procedure as established or endorsed by the SYB.

- Coaches will teach the game of baseball to the best of their ability.

- Coaches will be drug and alcohol free while at any SYB athletic event.

- Coaches will not use any tobacco products in the dugout or on the playing field.

- Coaches acknowledge the need to demonstrate fundamental proficiencies with respect to the game of baseball and first aid. Consequently, all coaches agree to attend, any skill sessions that may be required by the Board of Directors and moreover, any first aid courses that may be mandated by the Board.

PARENTS, SPECTATORS, AND VOLUNTEERS

The Parent and Spectator shall support the players, coaches, umpires and league officials. Parents and Spectators shall not “coach” or “officiate”. Parents and Spectators agree as follows:

- Parents and Spectators will be positive role models.
- Parents and Spectators will display and instill in all players, the principals of good sportsmanship and team play.
- Parents and Spectators will conduct themselves in a manner that best serves the interests of the players.
- Parents and Spectators will do their best to provide the players a positive experience.
- Parents will make certain that their children show respect for all other players, coaches, officials and spectators.
- Parents and Spectators agree not to ridicule or demean players, coaches, umpires, or league officials in any public forum.
- Parents agree to inform the coach of any disability or ailment that may affect the safety of their child or others.
- Parents and Spectators agree to treat all players, coaches and umpires fairly and with respect.
- Parents and Spectators will comply with the decisions of league officials.
- Parents will support the rules, regulations and bylaws as established or endorsed by the SYB.
- Parents and Spectators will not question an umpire’s call.
- Parents and Spectators will respect the opponent and avoid any confrontation with opposing players, spectators, or coaches.
- Parents and Spectators will be drug and alcohol free while at any SYB athletic event.

PLAYERS

Players **shall...**

- Display good sportsmanship and team play at all times.
- Follow the direction of the Coaching Staff.
- Respect all, coaches, players, league officials, umpires and spectators.
- Make every attempt to be on time and ready to play for all games and practices.

Players **shall not...**

- Use abusive or profane language.
- Taunt or humiliate any other player.
- Question an umpire's call.
- Abuse, mistreat or mishandle any SYB equipment or property (e.g., throwing batting helmets)

CONSEQUENCES

All members of the Organization are subject to consequences which may lead to discipline or possible termination of membership as determined necessary by the SYB Board of Directors due to failure to comply with the Code of Conduct. All members agree to abide by these rules as part of their registration in the program. It is the responsibility of all members to be familiar with the guidelines set forth in the Code of Conduct.