

#### ARTICLE I: NAME

The name of the organization shall be Chambers County Youth Baseball Association DBA East Chambers Youth Baseball; hereinafter referred to as the "ECYB". The address of record for the organization is P.O. Box 662 Winnie, TX 77665.

#### ARTICLE II: PURPOSE

The purpose of ECYB shall be to encourage the play of competitive baseball and/or softball at all levels for those members of ECYB. ECYB shall be responsible for all fundraising, establishing rules and guidelines, organizing boys and/or girls divisions, and assisting all coaches in providing a positive baseball program. ECYB is organized solely for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and ECYB shall not conduct or carry on any activities not permitted to be conducted by an organization exempt under section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE III: MEMBERSHIP

ECYB shall be comprised of youths and parents of the youths who currently participate in ECYB. No additional fees other than the various youth participation fees shall be required for membership. The board of directors of ECYB shall have the sole authority and discretion to expand or restrict membership, including placing caps on each playing division, to serve the best interests of ECYB and its current members.

Membership in ECYB shall be purely voluntary and membership shall continue subject to the youths and parents compliance with the rules and guidelines set forth by board of directors of ECYB. A person must have participated in the most recent ECYB registration before he/she shall be considered a member. In addition, any person elected as a director of ECYB shall be considered a member of ECYB for the duration of his/her term as director unless he/she resigns from the director position. Any person who violates the rules and guidelines in force at that time shall risk revocation of his/her membership privileges at the sole discretion of the board of directors of ECYB. In addition, the board of directors of ECYB may remove a member or family for conduct that is detrimental to the overall welfare of ECYB for any reason upon a simple majority vote of the board of directors present at a meeting.

#### ARTICLE IV: BOARD OF DIRECTORS

ECYB shall be run by no more than nine (9) members who comprise the board of directors. This number can be reduced as a result of board vacancies. In order to hold a position on the board of directors, a person must 1) be a member of ECYB at the time he/she is elected to the board position; and 2) be elected by the ECYB membership or appointed by the board of directors as a director of ECYB.

Board of director positions of ECYB shall consist of a President, Vice President of Youth Baseball, Vice President of Teen Baseball (as necessary), Vice President of Softball (as necessary), Secretary, Treasurer, and a Player Agent for each division (as necessary, up to 3). The officers for state reporting purposes are the President, Vice President(s), Secretary and Treasurer.

The board of directors shall ensure that filled board positions be staggered such that approximately one-half of the director positions become open for election or appointment each year. Board members are expected to serve a two year term with the exception of certain instances where a three year term will be required to align staggered director elections for approximately one-half of the director positions. Once elected or appointed, each director shall serve on the board of directors until his/her successor is elected or appointed in accordance with these by-laws.

#### ARTICLE V: MEETINGS

The President and/or Secretary shall be responsible for scheduling the annual meeting of ECYB and any other meetings involving the board of directors. At least one annual meeting shall be scheduled each year, generally on the first Thursday of September each year. In addition, the President shall hold monthly meetings on the first Thursday of each month. The President shall notify all members of ECYB of the date, time and location of all public meetings by posting notification of the same on the ECYB website and/or providing notice of the annual meeting date, time, and location on relevant social media, such as Facebook.

Meetings of the board of directors shall be open to members of ECYB, as defined in Article III, but only members of the board of directors shall have the right to make motions and vote at said meetings. In addition, the President shall reserve the right to call the board of directors to special meetings, closed meetings, or closed segments of a general meeting as necessary to discuss matters regarding ECYB.

Special meetings may be called for a specific purpose by the President as needed or upon written request signed by at least two (2) members of the board of directors and submitted to the President and all members of the board of directors at least two (2) days in advance of the special meeting.

Robert's Rules of Order (current edition) shall govern the proceedings of all meetings in the event of a dispute.

#### ARTICLE VI: GENERAL DUTIES

Set forth below are general duties expected of each board position. By no means are these duties all inclusive and duties between board positions may overlap or switch from time to time.

**President.** The President shall be responsible for scheduling and running the meetings involving ECYB. The President, in conjunction with the Treasurer, shall address all budgetary matters for discussion with the board of directors. The President shall also make final determinations with respect to issues which arise involving coaches, youth and/or parents who do not adhere to the rules and guidelines set forth by ECYB. All appointments and dismissals by the President shall be subject to the approval of the board of directors. This is an officer position for legal reporting purposes. The president will abstain from voting unless his/her vote is necessary to reach a quorum or break a tie between voting members. The President shall veto/reject any motion that conflicts with the rules of the affiliate league, Local League Rules, or current by-laws.

**Vice President(s).** The Vice Presidents shall be responsible for assisting the President in the execution of the duties of his/her office upon request. The Vice President shall oversee the operation their respective divisions including, but not limited to, coordinating duties and responsibilities with the league coordinators, assigning managers and coaches to teams, running league player drafts, handling field scheduling conflicts and make-ups, and ensuring that all managers, coaches, parents and players act in accordance with the rules and guidelines set forth by ECYB. The Vice President is responsible for ensuring that the selection of All-Star teams are done in compliance with the agreed methods established in the Local League Rules. At the close of each season, the Vice President(s) shall see that all equipment is returned and inventoried so that a proposed budget for equipment for the next season may be submitted to the Treasurer. This is an officer position for legal reporting purposes.

**Secretary.** The Secretary shall be responsible for handling all correspondence and documentation of ECYB and will maintain and distribute minutes for all meetings of the board of directors and voting membership. The Secretary shall be responsible for scheduling the annual meeting date and registration dates of ECYB. This is an officer position.

**Treasurer.** The Treasurer shall be responsible for controlling the funds of ECYB. Separate accounts will be maintained for each respective division; wherein, income and expenses will be prorated amongst the separate accounts as determined by the board of directors. Joint expenses benefiting the entire organization (i.e. insurance, field maintenance, uniforms, concessions, etc.) will be dispersed from a joint account funded by deposits from each respective division. The Treasurer will pay the bills of ECYB and will report regularly to the board of directors and at the annual meeting regarding the financial status of ECYB. The Treasurer, in conjunction with the President, shall also be responsible for all budgetary matters for discussion with the board of directors. The Treasurer shall provide a proposed budget for the upcoming fiscal year at each annual meeting. All unbudgeted expenditures in excess of \$200.00 shall be subject to prior approval by the board of directors. Emergency expenditure approvals may be granted by the President on an as needed basis, but should be the exception. The Treasurer shall also ensure that the annual tax returns are timely completed and filed by an appropriate tax professional and that any required corporate filings are timely completed and filed. This is an officer position.

**Player Agent(s).** The Player Agents' primary responsibility is to assure that all teams have equal opportunity in the selection of players. It is the Player Agent's further responsibility to assure that league play adheres to the Official Rules of the governing body (i.e. Dixie Baseball, Little League, PONY, Babe Buth, Ranger Softball, etc.) under which ECYB is chartered and/or the Local League Rules adopted by a simple majority of the board of directors at the beginning of each playing season. Player agents may not manage, coach, or umpire in the division over which he/she has authority.

## ARTICLE VII: NOMINATIONS

Nomination for the election of a director who satisfies the eligibility requirements of Article III shall be made in orally or in writing by any member directly to the President a member of the board of directors. Each nominee must receive a second nomination by another ECYB member. Any individual failing to receive a second nomination will not be a nominee. A formal election may not be held for those open director positions that are unopposed. In addition, the board of directors shall have the right to appoint a person to an open director position/vacancy for the remainder of that particular term pursuant to Article IX below.

## ARTICLE VIII: ELECTIONS

When applicable, the election of a contested director position shall be conducted during the annual meeting of ECYB. Notice of any contested election shall be deemed sufficient if notice is posted on the league website and social media at least one week in advance of said election. Votes shall be cast by all eligible ECYB voting members present at the annual meeting, with the candidate receiving a majority vote assuming the elected position. The vote shall be supervised by the Secretary or a board designee. Votes may be cast orally by roll call or via written ballot as determined by the board designee supervising the vote. In the event there is only one nominee for an open board position, the board of directors may appoint the nominee to the open board position without a formal election subject to majority approval. In the event there are three or more nominees for an open board position, the nominee with the highest vote total shall be elected to the open board position. In the event there is a tie for an contested election, the winner shall be decided by coin flip.

Prior to any vote for an open board position, a nominee may address the membership. The President may limit the duration of the address. Nominees for the same position must receive equal time.

## ARTICLE IX: REPLACEMENT/REMOVAL OF OFFICERS AND DIRECTORS

If a director is unable, for whatever reason, to serve the entirety of his/her term, a replacement director may be appointed by a majority of the board of directors to serve out the remainder of the term. Any director who desires to resign from his/her position shall provide written notice to the Secretary or President.

A director shall be subject to removal, at will, by a majority of the remaining board of directors for any reason. Any member of the board of directors who misses three (3) consecutive meetings without just cause may be removed. Just cause shall be determined by a majority vote of the board of directors present at 3<sup>rd</sup> missed meeting. Upon removal, a replacement director shall be appointed by the remaining board of directors to serve out the remainder of the term.

#### ARTICLE X: QUORUM

A quorum consists of a two-thirds (2/3) majority of the currently filled board of director positions. A quorum of the board of directors must be present to amend or modify the by-laws. No quorum of the board of directors is required in order to conduct general business matters at any meeting of the board of directors. A majority vote of all directors present will be necessary for any decision to be implemented by ECYB that does not require a quorum. No proxies will be accepted. All directors are expected to be present at monthly meetings in order to conduct business of the organization.

#### ARTICLE XI: COMMITTEES

The board of directors shall have the discretion to form committees and/or appoint individuals to handle specific functions of ECYB, including but not limited to the following:

- Management and Oversight of the Individual Leagues

- Registration

- Fundraising

- Opening Day Ceremony

- Concessions

- Field Maintenance

- Equipment

- Umpires

- Trophies/Uniforms

- Marketing/Advertising/Website/Media

The specific duties of each committee or individual shall be determined by the appropriate director or by the board of directors, as deemed necessary.

#### ARTICLE XII: AMENDMENTS

Proposed changes to the ECYB by-laws may be introduced by any member of the board of directors at a monthly board meeting. The proposed change(s) will be voted on at a subsequent meeting. The by-laws will be amended by a majority vote of the ECYB board of directors, subject to the quorum requirements of Article X above. After a change to the By-laws has been approved it shall be inserted in to the document and noticed by a signature by the President or Secretary as of the date of the change.

#### ARTICLE XIII: DISSOLUTION CLAUSE

Upon the dissolution of ECYB, ECYB shall, after paying or making provisions for the payment of all liabilities of ECYB, dispose of all of the assets of ECYB exclusively for the purposes of ECYB, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) to the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Regulation), as the board of directors shall determine.