

Lodi Area Youth Baseball & Softball By-Laws

November, 2024 REVISION

The name of the organization shall be: Lodi Area Baseball & Softball Club, Inc. (hereinafter referred to as "LAYBS" or "Organization")

I. ARTICLE I: Organization

- a. LODI AREA YOUTH BASEBALL & SOFTBALL (LAYBS) Board
- b. This organization is not for profit made up of four officers and multiple directors.
- c. While LAYBS is considered the governing board for youth baseball and softball in Lodi, Dane, and Harmony Grove communities, it requires cooperation and coordination with those communities, along with Lodi Agricultural Fair, Lodi School District, various leagues, and other local independent baseball and softball teams.

II. ARTICLE II: Mission

- a. LAYBS shall strive to provide an affordable, quality, educational, welcoming, encouraging, competitive, and enjoyable baseball and softball opportunity for youth in the Lodi area, fostering a love for the sport, providing additional opportunities throughout the community, and supporting the Lodi High School Baseball and Softball Programs. It shall be the responsibility of all volunteers, parents, players, advisors, sponsors, coaches, fans, members, and others involved with LAYBS to promote the mission of the organization and hold others to the ideals and expectations that come with being involved in Lodi Youth Baseball & Softball.
- b. LAYBS shall promote the sport of baseball and softball in the Lodi area by providing opportunities for youth in the community while also supporting the Lodi High School Baseball and Softball Program.

III. ARTICLE III: Board Membership

- a. The board will consist of no less than four officers and four directors.
- b. The board will encourage diversity of its members in regards to communities in which members live, sport affiliation, and expertise.
- c. There are no term limits for members serving on the LAYBS board but members are encouraged to hold positions on the board for no less than two years.
- d. Board nominations will be accepted for a two week window determined by the board, followed by a one week review of candidates for acceptance by the nominee. Elections will then occur with a minimum of one week and a maximum of two weeks of voting completed no later than Sept 30. Elected term is to be for three years active from October of the election year to September of year three (i.e. 10/2023 – 9/2026). Top vote earners will be elected to the board for the number of openings. Each family having a player/s in the current year and in good standing with LAYBS will receive two votes for board member elections.
- e. Board members are volunteers and should expect no compensation for the work they do for board activities. Members performing other operational duties required for the execution of

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- games or tournaments may be compensated with the standard fee for such tasks (e.g. field prep, umpiring, etc.).
- f. All board members will attempt to participate in as many events as possible. This includes, but is not limited to board meetings, LAYBS Facilitated tournaments, correspondence with appropriate functions, and general event set up and teardown.
 - g. Members not acting within the professional expectations of this organization outlined in the Board of Director Code of conduct may be removed from the board by a majority vote.
 - h. Individual board members may also be removed from the board by vote due to a lack of activity, communication, and absenteeism.
 - i. Board vacancies that are not open due to election will be filled by appointment from nominations submitted to the Board. The current board members will accept nominations onto the board with a majority vote.
 - j. The LAYBS Secretary will be the coordinator for each election on years when the secretary is not up for reelection. Alternate year/s the President is to appoint an election coordinator.
 - k. Due to potential conflict of interest, voting board members and board member nominees may not be on any other Lodi Youth Sport board.
 - l. No more than one person living in the same household may serve on the board at single given time.
 - m. All members of the Board of Directors including appointed members must go through the volunteer application process on an annual basis within all set deadlines and must be approved as a volunteer per Organization policies.
 - n. LAYBS shall not have a voting membership besides for the voting of board members defined in Section d. The management of the affairs of LAYBS shall be vested in the Board. However, the Board may accept community residents and other persons as sponsoring members so long as they support the Mission of Article II. Sponsoring members shall serve this corporation in an advisory, no voting capacity and may be appointed by the Board to serve on committees.

IV. ARTICLE IV: Board of Director Voting Guidelines

- a. Votes are required for the following.
 - i. Unique expenditures of more than \$500
'Unique' represents a non-regular cost such as trophies, umpire fee, and so on. An example of a unique cost would be a donation for field upgrades.
 - ii. Expelling a board member.
 - iii. Contested rule.
 - iv. Expelling or not allowing an athlete, umpire, or coach to participate.
 - v. Rule change.
 - vi. Election of Officers and Board positions. Officer positions cannot be self-nominated
 - vii. Other events as the President deems a vote necessary.
- b. Votes may be held over email or during a scheduled meeting.
- c. A full board vote (officers plus at least one voting director) is required to be binding.

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- d. All members of the Board of Directors will have one vote no matter the number of positions held. Advisory positions to the board do not have a vote on board decisions.
- e. Tie votes will be broken by the President's vote.
- f. These Bylaws may be amended, repealed or altered in whole or in part by a 75 percent affirmative vote at any regular or special meeting of LAYBS. Notice and explanation of any proposed changes must be mailed or emailed to the Board of Directors ten (10) days prior to the meeting at which changes to these Bylaws are scheduled to be voted upon. All adopted Amendments to the Bylaws shall be subscribed in writing and incorporated into the Bylaws subsequent to 75% majority vote.

V. ARTICLE V: League Disputes and Complaints

- a. Applicable complaints from parents will be first handled by the coach of the team. If agreement cannot be made at that level, the complaint can be brought to the director of Baseball, Softball, or T-Ball, i.e. Director of Softball would handle disputes from a softball parent. The director will advise the board of the dispute. If there is still contention, the President will mediate.
- b. All correspondence with players, parents, umpires, fans, and community representatives must always remain professional and courteous. Poor attitudes, foul language, and unnecessary brashness reflects poorly on the LAYBS.
- c. Disputes regarding rules will be directed to the Director of Baseball/Softball/T-Ball.
- d. Disputes regarding field availability and make up practice or games will be directed to the Director of Scheduling.

VI. ARTICLE VI: Community Representatives

- a. Community representatives will be appointed for Dane and Harmony Grove.
- b. Dane. The Village of Dane representative will ensure all fields used during the year are kept and prepared. The Dane representative will respond to questions regarding the Dane fields and equipment.
- c. Harmony Grove. The Harmony Grove representative will ensure the field used during the year is kept and prepared. The Harmony Grove representative will respond to questions regarding the Harmony Grove fields and equipment.
- d. Other community representatives. The board benefits from close ties to Lodi and the surrounding community. The board should regularly involve themselves with organizations such as the Lodi School Board, Lodi Agricultural Fair Board, surrounding community athletic boards, local businesses, the Chamber of Commerce, the parks commission, the Town and City of Lodi, and other not for profit organizations.

VII. ARTICLE VII: Coach, Parent, Fan, and Player Conduct

- a. Code of conducts are to be reviewed and approved annually.
- b. All Code of Conducts will be published on our website and be included in applicable registrations and acknowledged annually.
 - i. Player and Parent Code of Conduct on each season registration

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- ii. Coach code of conduct on Volunteer Registration
- iii. Board of Director - Every October

VIII. ARTICLE VIII: Meetings

- a. Meetings will be scheduled on the first Wednesday of the month. Additional planning meetings may be called in as needed. If 50% of the board of directors cannot attend an alternate date will be agreed upon.
- b. A notice two days prior to the meeting to the voting board members is required before the scheduled meeting.
- c. Items need to be placed on the agenda at least 48 hours before the scheduled meeting.
- d. Items not placed on the agenda cannot be voted on and should not be discussed.
- e. The rules contained in the current edition of Robert's Rules of Order shall provide the parliamentary authority and rules of procedure for the Organization, to the extent that they are not inconsistent with the Articles of Incorporation, these Bylaws, or otherwise in violation of any other controlling law. In turn, the parliamentary authority would include the Organization's own interpretation, implementation and use of its Bylaws to facilitate the Organization's carrying out its stated purposes, conducting its business, and protecting the rights of its Officers and other Directors at all times.
- f. 51% of voting board members are needed for Quorum.
- g. Special meetings of the Board shall be called by the President or shall be called by the Secretary upon request of any four (4) members of the Board.
- h. The President will conduct all meetings. In the absence of the President the Vice President shall conduct the meeting.
- i. Minutes will be recorded by the secretary or appointment from the president in the secretary's absence.
- j. Minutes are to be published to the LAYBS website 72 hours from approval.

IX. ARTICLE IX: Fees and Refunds

- a. Fees will be set to cover costs for each level of play taking into account insurance, uniforms, volunteer background checks, number of home games (grooming and officials), league fees, game day equipment.
- b. Fees are meant to remain low so not to exclude any willing participant from signing up do to inability to pay. Lodi baseball and softball league is one of the most inexpensive in the area and the goal should be to keep it that way.
- c. Scholarships for families unable to pay the signup fee are available after discussion with the board of directors regardless of level of play.
- d. Refunds are not given after uniforms have been ordered. In the event of weather, forfeit, scheduling conflicts, coaches are solely responsible for coordinating make up games.
- e. Umpires will be paid regardless, as long as one pitch is made. Games called for weather or forfeit still require payment to be made.

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- f. The accounts of LAYBS shall be audited every other year by an independent accountant or by a committee appointed by the Board of Directors. The Board of Directors shall have the power to commission a special audit at any time deemed necessary.
- g. The board should use surplus funds to donate for improvements to the program and the community.

X. ARTICLE X: Level of Play Evaluations and Selections

- a. The goal of selecting teams is to provide competitive teams while maintaining a healthy developmental program.
- b. Scoring during assessments must be done by unbiased third-party individuals. These individuals cannot be the coaches of the teams being selected. Additionally, parents of the children trying out cannot grade their own child.
- c. During the selection process, the top nine kids should be selected utilizing coaches previous season assessment and evaluation scores. The remaining positions on the team can be made up of the kids who scored best, the coaches son or daughter or by players who have proven their skill in the past but may have had a bad tryout, or unable to participate due to injury.
- d. Top Level teams should be made up of no less than ten players and no more than 12. Other team roster sizes will be determined by registration numbers, playing level and available coaches. Having too few makes it difficult when players miss a game. Having too many results in having too many children on the bench.
- e. Selections are made by head coach and supervised by a board member. It is recommended to have the President and the Director of Baseball or Softball oversee the selection process. If these individuals are also the coach, at least one unbiased board member will oversee. This oversight provides validity and protects the coach against parents who may contest the selection process.

XI. ARTICLE XI: Coach Conduct

- a. The board must provide the tools to minimize the burden of coaching. Without quality volunteer coaches we would not have a baseball and softball program.
- b. Complaints about coaches will follow the procedures in article VII of these by-laws.

XII. ARTICLE XII: Officers of the Board

- a. President. The President will coordinate all meetings, develop agendas with the input from other board members, and coordinate attendance. The President acts as the final decision authority in votes and conflicts that result in a tie. He or she will monitor the progress of specific duties and tasks throughout the year.
- b. Vice President. The VP will assist the President with their duties and fill in during the President's absence.
- c. Secretary. The Secretary will keep and distribute records for all meetings. The Secretary will assist the Treasurer when needed and will be the second name on the bank account. The Secretary will coordinate notifications with the schools, and social media. The Secretary will

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also manage social media, the club website and the board calendar. Finally, the Secretary will develop and maintain continuity checklists for annual events such as the tournament, draft night, tryouts, and meetings.

- d. Treasurer. The Treasurer will manage financial records, produce budget proposals and statements for records. The Secretary will approve expenditures with the exception of those meeting the intent of article IV-a.i. The Treasurer will collect fees, pay tournament fees requested by coaches, and issues reimbursements. The Treasurer will also separate and deliver payment for umpires and groomers, on a bi-weekly basis. For LAYBS tournaments, the Treasurer will order trophies, purchase concessions, and provide cash and change for concessions. The treasurer will manage/track/collect LAYBS sponsor fees.
- e. Elections of officers are to occur during the first board meeting after the annual Board Membership election with the new or reelected board members.

XIII. ARTICLE XIII: Directors of the Board

- a. Equipment Manager. The equipment manager will maintain the main shed and field sheds ensuring they have ample supplies, are orderly, and have the equipment needed. The Equipment Manager will purchase gear and tools when necessary. The duties of the Equipment Manager are to inventory, distribute, and collect gear from coaches, secure ATV and trailers, and coordinate field maintenance.
- b. Director of Scheduling. The Director of Scheduling manages the scheduling of fields during the season for all Lodi, Dane, and Harmony Grove fields. The Director of Scheduling will coordinate with the School District of Lodi, Lodi Agricultural Fair, City and Town of Lodi parks commission for any needed service.
- c. Directors of Baseball and Softball. (two positions) Handle board communication for all teams. Maintain rosters and point of contacts of coaches and parents. Collect required forms. The Directors of Baseball and Softball will find coaches, coordinate, and communicate with parents and coaches. Act as point of contact for any leagues LAYBS is apart of. Additionally, the Directors of Baseball and Softball will approve tournaments funded by LAYBS. During LAYBS tournaments each director will proof the brackets and schedules. Work with Director of Scheduling to facilitate scheduling home games. Work with the collective board to facilitate uniform orders.
- d. Director of Officiating. The Director of officiating will assist the Director of Scheduling by completing the umpire schedule. They will collect and distribute contact information for the umpires. Additionally, this director will manage feedback from the umpires.
- e. Director of T-Ball. Director of T-Ball will handle board communication for all teams. Maintain rosters and point of contacts of coaches and parents. Collect required forms. The Director of T-ball will find coaches, coordinate, and communicate with parents and coaches. Work with Director of Scheduling to facilitate scheduling games. Work with the collective board to facilitate uniform orders.
- f. Registrar / Web Admin - This position requires a relationship with all board members. They are responsible for creating season, clinic, and tournament registrations. The registrar will also work with the Directors of Baseball, Softball, and T-Ball to roster teams. This position is also responsible for the club's website and social media posts, including online sponsorship

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recognition. The registrar will also work with the uniform coordinator to produce team rosters needed for uniform orders.

XIV. ARTICLE XIV: Board Member Conflict of Interest

- a. A conflict of interest occurs where a LAYBS board member has a private financial or personal interest sufficient to possibly influence the objective exercise of his or her official duty as a board member, including any such appearance of impropriety.
- b. A LAYBS board member shall disclose to the Board a possible conflict of interest that may pertain to any matter being considered by the board. A board member shall abstain from voting on any matter in which he or she may have a possible conflict of interest. Such disclosure and abstention shall be recorded in the minutes of the meeting.
- c. A LAYBS board member with a conflict of interest in any matter shall not be counted in determining whether or not a quorum of Directors is present in order that action may be taken on the matter.
- d. The question of whether a board member has a conflict of interest on any matter for which he or she should abstain from voting may be decided by the vote of the remaining board members.
- e. Each Board Member must complete the Conflict of Interest Policy Form annually.

XV. ARTICLE XV: Restrictions on Activities

- a. None of the money or other properties received shall be used directly or indirectly for the benefit of or to be distributed to any Board Member or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments necessary to further the purposes set forth in this Article.
- b. No substantial part of the activities of this corporation shall be lobbying or otherwise attempting to influence legislation, and, this corporation shall not participate in any political campaign on behalf of or against any candidate for public office.
- c. All the activities of this corporation shall be charitable and educational as are permitted to be carried on by a corporation except from Federal Income Tax under Section 501, C (3) of the Internal Revenue Code or by a corporation that may receive contributions which are deductible to their donors under Section 170 (c) (2) of the Internal Revenue Code.

XVI. ARTICLE XVI: Dissolution

Upon dissolution of LAYBS the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the organization, dispose of all assets of the organization exclusively for the purposes of the organization in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes established

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pursuant to Section 501(c)(3) of the Internal Revenue Code, as to be determined and voted on by a majority of the Board of Directors. Any such assets not so disposed of, shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

XVII. ARTICLE XVII: Indemnification

LAYBS shall indemnify and hold harmless its Board of Directors from and against any and all liabilities of any nature whatsoever, including all fees, costs, charges, disbursements and attorney fees, arising out of or in any way related to any proceeding in which the Director or Officer is a party because he or she is a Director or Officer of the Organization. This indemnification and hold harmless provision shall not be exclusive but shall be in addition to any other right of indemnification or right to be held harmless including such right the Director or Officer may be entitled to under any written agreement with the Organization, resolution of the Board or otherwise. That would be except in such cases where the Officer, other Director or employee has engaged, or appears to have engaged, in willful misfeasance, malfeasance or otherwise gross negligence in the performance of duties for the Organization.

The Board shall have the power to purchase and maintain, at the Organization's expense, insurance on behalf of the Organization and on behalf of others such as the Officers and Directors, insofar as power to do so had been or may be granted by statute or other law, and to give other indemnification to the extent not prohibited by law.

XVIII. ARTICLE XVIII: Corporate Seal

The Organization shall have not have a corporate seal.

XIX. ARTICLE XIX: Resolution

WHEREAS, pursuant to Wis. Stat. § 181 grants to the members to power to adopt these Restated and Revised Bylaws and the members deem it desirable and in the Organization's best interest to adopt these Restated and Revised Bylaws as provided in the following resolutions.

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NOW THEREFORE, it is hereby resolved that the following Bylaws be, and they hereby are, adopted by the Lodi Area Baseball & Softball Club, Inc.

Chad Bevars, President

Dated

Sandy Fleischman, Vice President

Dated

Aaron Le Hew, Secretary

Dated

John Tippery, Treasurer

Dated

Andy Buonincontro, Director

Dated

Bayley Blankenberg, Director

Dated

Kylie Zitani, Director

Dated

Ben Leistico, Director

Dated

Stacy Schmitt, Director

Dated