

BY-LAWS OF ESKO YOUTH BASEBALL ASSOCIATION, A NOT-FOR-PROFIT CORPORATION

ARTICLE I - ORGANIZATION

1. The name of the organization shall be the Esko Youth Baseball Association.
3. The organization shall be a 501 (c) 3 non-profit corporation.
4. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE II - PURPOSES

The following are the purposes for which this organization has been organized:

1. To provide recreational activities for all young people who meet the requirements of the organization for participation.
2. The corporation may carry on any activity that will further this objective.

ARTICLE III - MEMBERSHIP

1. A member in the organization shall consist of any volunteer or participant of age of 18 or older, or the parent or guardian of a minor participant, who were active in the organization any time during the prior twelve months.
2. A member in good standing is one who has paid all registration fees and has no outstanding balance due to the organization.
3. Voting privileges will be given only to members who are in good standing prior to the meeting at which a vote is taken; provided however each physical address will be entitled to no more than one vote.

ARTICLE IV - MEETINGS

1. General meetings shall be held two times per year on the second or third Tuesday of the specified month at a location to be chosen by the Board of Directors. The meetings and purposes shall be as follows: January to discuss annual reports and upcoming season and September for season review and officer elections. Other regular business of the organization may also be conducted at these meetings.
2. The Board of Directors shall, at their discretion and with sufficient notice, be allowed to move the date of the meetings if it is deemed beneficial to the organization.
3. The Board of Directors shall meet at least four times per year on a date that is agreed upon by the members of the Board of Directors.
4. Special meetings may be called from time to time at the discretion of the President, with approval of the Board of Directors. Every member shall be notified of every special meeting and notification shall include the purpose of the meetings. Notice shall be made at least four days prior to the meeting time. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. Only business covered by the notification shall be conducted during special meetings.

5. At special meetings and general meetings a quorum shall consist of seven (7) members in good standing unless otherwise stipulated, such as in the case of meetings where there is a vote on a proposed amendment to the bylaws. At Board of Directors meetings, a quorum shall consist of seven (7) members. If a quorum is not present at any general meeting then a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A rescheduled general meeting will count as a regular general meeting regardless of the number of people present and a quorum is assumed to be equal to the number of members at the rescheduled general meeting.

6. Notification telling the time and place of all general meetings will be made electronically via email to all members in good standing and will be posted on the organization's website seven (7) days prior to the meeting. Notification of regularly scheduled board meetings will be posted on the website. Emergency board meetings may be convened without notice to the general membership and may be closed to the public for privacy issues if needed.

7. All general meetings and regularly scheduled board meetings shall be held at a location accessible by the public and at a time that would be deemed convenient to a majority of the members.

8. An agenda for all general meetings and all regularly scheduled board meetings must be posted on the publicly accessible, official web site of the organization at least seven (7) days prior to the meeting. Any member may also request a hard copy of the agenda by contacting the secretary at least five (5) business days prior to the meeting.

9. Minutes of all regularly scheduled board meetings and general meetings will be posted on the publicly accessible, official web site of the organization no later than ten (10) days after the meeting. Any member may also request a hard copy of the minutes by contacting the secretary after the meeting. The secretary shall have at least ten (10) business days to produce said minutes. The minutes will also be attached to the official transcript of the organization. Due to privacy concerns the minutes of emergency board meetings may be kept confidential.

10. Roberts Rules of Order shall govern all meetings.

ARTICLE V - VOTING

At all meetings, all votes shall be by show of hands.

ARTICLE VI - ORDER OF BUSINESS

1. The President or the pro tempore shall call all meetings to order, at the appointed time.

2. Order of Business

- a. Call to Order.
- b. Approval of the Minutes of the preceding meeting.
- c. Treasurers Report

- d. Reports of Committees (if Applicable) Including Sports.
- e. Reports of Officers and Other members of the Board of Directors.
- f. Unfinished Business.
- g. New Business.
- h. Adjournments.

ARTICLE VII BOARD OF DIRECTORS

1. A Board of Directors consisting of the officers of this organization, as well as seven (7) other general board members, shall manage the business of this organization. All members of the Board of Directors elected shall be residents of the State of Minnesota and citizens of the United States.

2. The elected officers of this organization shall serve for a term of two (2) years. Terms shall be staggered to promote continuity in the Board of Directors.

3. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all of the members of the Board of Directors of such meeting.

4. Each member of the Board of Directors shall have one vote and such voting may not be done by proxy. In the event that there is an even number of Board members present for a vote the president will abstain from voting.

5. No more than one family member may serve on the Board of Directors at any given time.

6. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

7. Vacancies in the Board of Directors shall be filled at the next annual election. The Board of Directors at their discretion may also appoint a member to the vacant position or hold a special meeting to elect a member to the vacancy for the remainder of the term if the Board of Directors deems this to be in the best interest of the organization.

8. The President of the organization shall be Chairman of the Board of Directors.

9. Any Director absent from three (3) consecutive meetings may receive notice from the Board of Directors concerning the absence. Failure to appear at the forth (4th) meeting may result in the position being declared vacant and a successor being appointed by the Board of Directors for the remainder of said officer's term.

10. The Board of Directors shall ensure that all policies required by the organization are in force. These policies may include, but are not limited to, Financial Operations, Fund Raising and Concessions, Conduct and Discipline. These Policies may be reviewed annually by the Board of Directors and either approved

or returned to the respective committee for revision and subsequent approval by the Board of Directors.

11. Any board member who fails to fulfill their duties, as outlined in the organization's bylaws and their position agreement will be notified of the failure by the board of directors. If the board member fails to correct the shortcomings, or to begin a process to correct the shortcomings, then they will be subject to removal from office by the board of directors. Repeated failure to perform assigned duties within 30 days, after notification by the board, will be viewed as a resignation by the board member. Positions that become vacant through this process will be subject to the rules of vacant offices contained in these bylaws.

ARTICLE VIII - OFFICERS

1. The initial officers of the organization shall be as follows: President, Vice President, Secretary, Treasurer, and Operations Director.

2. All officers shall be bonded. The Board of Directors will determine the amount of the bond. The premium is to be paid by the organization.

3. The President shall preside at all membership meetings.

a. The President shall be Chairman of the Board of Directors.

b. The President shall present at each meeting of the organization a report of the work of the organization.

c. The President shall appoint all committees, temporary or permanent.

d. The President shall see that all books, reports and certificates required by law are properly kept or filed.

e. The President shall be one of the officers who may sign the checks or drafts of the organization.

f. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

4. The Vice President shall, in the event of the absence or inability of the President to exercise the duties of the office, become acting president of the organization with all the rights, privileges and powers as if this person had been the duly elected president.

a. The Vice President shall be one of the officers who may sign the checks or drafts of the organization.

5. The Secretary shall keep the minutes and records of the organization in appropriate books.

a. The Secretary shall be responsible for the recording of the minutes of all Board of Directors meetings and general meetings.

b. It shall be the duty of the Secretary to file any certificate required by any statute, federal or state.

c. The Secretary shall give and serve all notices to members of this organization. These include, but are not limited to, meeting announcements, meeting agendas, and proposals requiring the attention of the members.

d. The Secretary shall be the official custodian of the records of this organization.

e. The Secretary shall be one of the officers who may sign the checks or drafts of the organization.

f. The Secretary may make bank deposits and keep appropriate records thereof.

g. The Secretary shall present to the membership at any meetings a report of any communication addressed to the Secretary of the organization.

h. The Secretary shall submit to the Board of Directors any communications which shall be addressed to the Secretary of the organization.

i. The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

6. The Treasurer shall be the collector, custodian and disbursing officer of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

a. The Treasurer shall cause to be deposited in a regular business bank or trust company a sum not exceeding the amount set by the current Finance Committee policy. The balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state provided that the amount in any single institution shall not exceed the FDIC insured limit. Deposits of all revenue must be made on a regular basis, the frequency of which shall be determined by the current Finance Committee policy.

b. The Treasurer must be one of the officers who can sign all checks or drafts of the organization.

c. The Treasurer shall render at each general meeting a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

d. The Treasurer shall ensure that all financial records are to be available for audit by the Finance Committee.

e. The Treasurer shall be responsible for ensuring that all Federal, State and Local tax requirements are met and that all required forms are filed in a timely manner.

f. The Treasurer shall exercise all duties incident to the office of Treasurer.

g. The Treasurer shall oversee the Finance Committee and other such committees assigned by the Board of Directors.

h. The Treasurer shall be bonded. The Board of Directors will determine the amount of the bond, which may differ from that of the other officers. The premium is to be paid by the organization.

8. Officers, by virtue of their office, shall be members of the Board of Directors.

9. No officer shall for reason of their office be entitled to receive any salary or compensation.

ARTICLE IX FINANCIAL OPERATIONS

1. The Board of Directors shall hire and fix the compensation of any and all employees that they in their discretion may determine to be necessary for the conduct of the business of the organization.

2. An annual budget shall be prepared by the incoming Board of Directors and presented for approval by the membership at the January meeting. Appropriations shall, except in the case of an emergency, be held within the structure of the budget. The Finance Committee shall be responsible for evaluating budget versus actual performance and documenting discrepancies.

3. All appropriations outside of the approved budget, and over \$500, must have a majority vote of members present at the meeting at which the appropriations are acted upon.

ARTICLE X COMMITTEES

1. The Board of Directors shall approve all committee appointments of this organization and their term

of office shall be for a period of one year, or less, if sooner terminated by the action of the Board of Directors.

2. A permanent committee shall exist to oversee the financial operations of the organization. The Treasurer will be the chair of the Finance Committee. The committee members will be appointed by the Treasurer and are subject to annual approval by the Board of Directors. This committee shall review and approve or reject the budgets submitted by each of the sports within the organization. The committee will be responsible for reviewing, revising, setting, and documenting the Financial Policy of the organization. The resulting policy is subject to the approval of the Board of Directors.

3. A permanent committee shall exist to oversee the fund-raising, concessions and community outreach operations of the organization. The committee members will be appointed by the Board of Directors. This committee shall oversee special events, held by the organization. The committee will be responsible for reviewing, revising, setting, and documenting the Fund Raising and Concession Policy of the organization. The resulting policy is subject to the approval of the Board of Directors.

5. A committee shall be appointed by the Board of Directors every third year, or sooner if the Board of Directors deems necessary, to review the Bylaws. The Bylaws Committee shall present any changes or modifications of the Bylaws to the membership for approval following the accepted rules for amendments.

ARTICLE XI DUES

1. Membership may not be purchased and shall only be granted as outlined under Article III.

ARTICLE XII AMENDMENTS

1. A proposal to alter, amend repeal or add to these By-Laws may be proposed by any ten (10) members, in writing to the Secretary, who shall notify all members of the proposed amendment, in writing at least ten (10) days prior to the date of any meeting at which action must be taken.

2. The proposal must be voted on at a meeting that is within sixty (60) days of the notification.

3. A two-thirds vote of the members present and voting shall be necessary for adoption of the amendment.

4. Any proposed amendment that fails to pass will be considered null and void and will not automatically carry to the next meeting, nor will it cause another special meeting to be required. If the sponsors of the proposed amendment wish to continue to pursue the amendment they will need to begin the process anew.