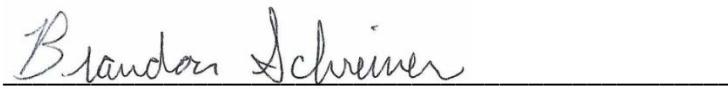


# Bylaws of Mosinee Youth Baseball, Inc.

## **Addendum to the Bylaws of Mosinee Youth Baseball, Inc.**

I, Brandon Schreiner, do hereby certify on April 9<sup>th</sup>, 2025, that this is an actual copy of our Bylaws.



Brandon Schreiner, President

Approved April 9<sup>th</sup>, 2025

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## Article I – Offices

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The principal office of the Corporation in the State of Wisconsin shall be located in the City of Mosinee, County of Marathon. The Corporation may have such other offices, either within or without the State of Incorporation as the board of Directors may designate or as the business of the Corporation may from time to time require.

## Article II – Membership

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1. “Membership” is defined as a family unit having one or more members participating in Mosinee Youth Baseball or any other person eighteen (18) years of age or older whose membership application has been approved by the Board of Directors.
2. Application for membership shall be made in the manner prescribed by the membership committee. Investigation of the application shall be in accordance with rules prescribed by the Board of Directors. Admission to membership shall be by vote of the Board of Directors.
3. Resignation from membership shall be presented to the Board of Directors, but shall not relieve any member from liability for any dues accrued and unpaid at the time when such resignation is filed.
4. If any person being a member of the Corporation shall at any time be guilty of an act prejudicial to the Corporation, or to the purposes for which it was formed, or shall no longer be in compliance with the qualifications for membership set forth in No. 1 of Article II, such person shall be notified to appear personally before the board of Directors at a designated time on thirty (30) days’ notice and at such time be given a hearing. By two-thirds (2/3) vote of the Board of Directors present at the hearing at which there shall be a quorum present, the membership of such person in the Corporation may be terminated.
5. Members shall have no responsibilities or voting rights in any manner except as specifically set forth herein.

## Article III – Board of Directors

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### General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with these Bylaws and the laws of this State.

### Number, Tenure and Qualifications

The number board will attempt to fill a director count of at least nine (9) with positions consisting of:

- A. Officers
  - a. President
  - b. Vice President
  - c. Treasurer
  - d. Secretary

B. Directors

- a. Concession Manager
- b. City League Manager
- c. Sponsorship Coordinator
- d. Ump Manager
- e. Grounds Manager
- f. Mosinee American Legion Baseball Finance Director

Each Director shall hold office for a minimum of one (1) year and until the next annual meeting of the membership following the expiration of each respective Director's one (1) year term and until their successors have been elected and qualified. The Directors shall be elected by written ballot or in person thru a verbal agreement at an official board meeting. Only members of the Corporation may be Directors. Members of the corporation may hold more than one director position. The initial Board of Directors and the respective terms can be found on the Mosinee Youth Baseball Website. See Article IV for Bylaws on the Officer positions.

**Regular Meetings**

Regular meetings of the Directors shall be held monthly for the months of January through November. The Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

**Special Meetings**

Special meetings of the Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Directors may fix the place for holding any special meeting of the Directors called by them.

**Special Meeting Notice**

Notice of any special meeting shall be given at least two (2) days previously thereto via written notice delivered personally, call, text, email, or mailed to each Director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Quorum**

At any meeting of the Directors, five (5) shall constitute a quorum for the transaction of business, but if less than said number is present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Spouses**

Spouses may be members of the Board of Directors as described in Article II and meeting all qualifications. Spouses may hold director positions and be on committees. Spouses are allowed only one (1) vote per household and together count as one (1) person for quorum. The spouse who was a member of the board first is by default the voting member. A spouse may proxy their vote to the other spouse in their absence. A spouse can be a proxy for another member other than their spouse, and in this case, would count as that member's vote and count as part of the quorum. Voting by proxy shall follow rules set forth in No. 5 & 6 of Article VI.

### **Manner of Acting**

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

### **Newly Created Directorships and Vacancies**

Newly created Directorships resulting from an increase in the number of Directors, new responsibilities, and vacancies occurring in the Board for any reason except the removal of Directors without cause, may be filled by a vote of a majority of the Directors then in office although less than a quorum exists. (Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the members). A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of the predecessor.

### **Removal of Directors**

Any or all of the Directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.

### **Resignation**

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

### **Compensation**

No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board of fixed sums and expenses for actual attendance at each regular or special meeting of the Board may be authorized. Nothing herein contained shall be construed to preclude any Director from servicing the Corporation in any other capacity and receiving compensation therefore.

### **Presumption of Assent**

A Director of the Corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

### **Executive and Other Committees**

The Board, by resolution, may designate from among its members an Executive Committee and other Committees, each consisting of two (2) or more Directors. Each such Committee shall serve at the pleasure of the Board.

## **Article IV – Officers**

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### **Number**

The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Directors. Only members of the Corporation may be officers and any member may hold two (2) of the aforementioned offices.

### Election and Term of Office

The officers of the Corporation to be elected by the Directors shall be elected every two (2) years at the first meeting of the Directors held after each annual meeting of the membership. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall have been removed in the manner hereinafter provided.

### Removal

Any officer or agent elected or appointed by the Directors may be removed by the Directors whenever, in their judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term.

### President

The President shall be the principal executive officer of the Corporation and, subject to the control of the Directors, shall in general supervise and control all the business and affairs of the Corporation. They shall, when present, preside at all meetings of the membership and of the Directors. They may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time.

### Vice President

In the absence of the President, or in the event of his death, inability, or refusal to act, the Vice-President shall perform the duties of the President, when then so acting, shall have all the power if and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Directors.

### Secretary

The Secretary will keep the minutes of the membership and of the Director's meetings. The location of the minutes are to be located in a shared location and accessible to all Directors. The secretary will be custodian of the corporate records and of the seal of the Corporation and keep a register of the contact information of each member which shall be furnished to the Secretary by such member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Directors.

#### Treasurer

If required by the Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Directors shall determine. They shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Directors.

#### Salaries

No position on the board will be provided salary pay to perform their duties.

### **Article V – Dues and Finances**

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There are no annual dues for membership in the Corporation. Finances for the purpose of carrying out the organization's objective are from contributions, fundraising activities, and team fees. Team fees are determined on an annual basis by the officers and approved by the Board of Directors on an annual basis.

### **Article VI – Meetings**

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The annual meeting of the members of the Corporation at which the members of the Board of Directors and officers shall be elected shall be held monthly.

1. The Board of Directors of the Corporation shall present at the annual meeting 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 twelve (12) months ended December 31<sup>st</sup> immediately preceding the date of the report, and the manner of acquisition; the amount applied, appropriated or expended 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 during such preceding year. Such reports shall be filed with the records of the Corporation and an abstract thereof shall be ended in the minutes of the proceedings of the annual meeting at which the report is presented.

The Board of Directors shall appoint three (3) members of the Corporation, other than the members of the Board of Directors or officers to act as auditors, who shall examine the annual report referred to in this section, and express their opinion thereon, furnishing copies of such opinion to the President, Treasurer, and Board of Directors prior to the annual meeting.

2. A meeting of the Corporation may be called at such time and place as shall be selected by the President of the Corporation, by and with the consent of the Secretary or a majority of the Board of Directors.
3. Notice of all meetings of the Corporation shall be determined before adjournment of the previous meeting or at least two (2) weeks before the date of such meeting. The notice shall state the time, place, and purposes thereof. The notice shall be presented via either in person, call, text, or email.
4. Any changes to the meeting date, time, or place within the two (2) weeks shall be communicated at least two (2) days in advance of the original meeting date and time. Notice of this change shall be presented via either in person, call, text, or email.

5. A majority of the members of the Corporation, whether present in person or represented by proxy, shall constitute a quorum for all purposes.
6. A member may vote by proxy. Each proxy must be executed in writing and shall not be valid after the expiration of six (6) months from the date of its execution.
7. Notice of any meeting prescribed by these Bylaws may be waived in writing by a member or a Director as the case may be.
8. The order of business at any meeting of the members of the Corporation shall be as follows:
  - a. Call to order
  - b. Financial review
  - c. Old business
  - d. New business
  - e. Schedule of next meeting
  - f. Adjournment
9. The order of business and any details of that business at any meeting shall be communicated to the Corporation by the President or Secretary via either in person, call, text, or email. The Corporation may request changes to the order of business prior to the meeting. Change requests are to be reviewed by the Corporation in the meeting after call to order and prior to the financial review. Changes must be accepted by vote of a majority of the members present. A motion to change the order of business shall not be debatable.
10. The rules of procedure of meetings of the members of the Corporation shall be according to Robert's latest book on parliamentary procedure, so far as applicable and when not inconsistent with these Bylaws. The rules of procedure may be suspended by majority vote of those present and voting at any meeting.
11. Meetings may be held virtually online via a software available to all members of the Corporation. Members should present themselves with video if their equipment is capable.
12. For in person meetings, if a member is not able to attend in person, due to illness or other reason, they may attend via phone or virtually, provided a member attending in person can also join virtually. If members continually attend meetings by phone or virtually when the meeting is expected to be in person, it is up to the Board of Directors to determine if the reason for remote attendance is warranted and shall act accordingly.
13. **Informal Action by Members** – Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

## Article VII – Nominations

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Nominations for the Board of Directors may be made by any member of the Corporation on the day of the annual meeting.

## Article VIII – Contracts, Loan, Checks, and Deposits

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### Contacts

The Directors may authorize any officer or officers, agent, or agents, to enter any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instances.

### Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner from time to time be determined by resolution of the Directors.

### Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Directors may select.

#### 1. **Website**

- a. The corporation's website may be setup to direct deposit into the corporation's bank account.
- b. A minimum of two (2) members need to have access to the website and its funds.

#### 2. **Venmo**

- a. The corporation may setup a Venmo account for "other" transactions approved by the board.
- b. The Venmo account cannot be used for...
  - i. paying outward apart from a refund.
  - ii. league registration.
  - iii. concession payments.
- c. The board may approve paying outward or receiving funds for special cases. There must be tracking of the cases, approval, and funds sent/received. The treasurer must be notified for tracking of the funds.

### Separate Volunteer Accounts

Pursuant to Wis. Stats. Chapter 202, Mosinee Youth Baseball authorizes establishment of a separate account in a Mosinee Youth Baseball depository and grants the Mosinee American Legion Baseball Finance Director control over the deposit and expenditure of volunteer funds of the club using such account as set forth herein:

1. "Volunteer Funds" means funds of the Mosinee Youth Baseball that are raised by the members of the Mosinee American Legion Baseball, by other volunteers, or by donation to the Mosinee American Legion Baseball, for the benefit of the Mosinee American Legion Baseball Teams.
2. The Mosinee Youth Baseball shall assign a Mosinee American Legion Baseball Finance Director Position.
3. The Mosinee American Legion Baseball Finance Director shall use an account in the name of the Mosinee Youth Baseball depository.

4. The Mosinee Youth Baseball Treasurer along with the Mosinee American Legion Baseball Finance Director are the designated members who shall have joint control over the deposit and expenditure of the Volunteer Funds.
5. Specific uses of the volunteer funds shall be determined by Mosinee American Legion Finance Director.
6. The Mosinee American Legion Baseball Finance Director shall annually provide to the Mosinee Youth Baseball Board a report describing the collection, deposit and uses made of the volunteer funds by October 1.
7. Notwithstanding this bylaw volunteer funds shall remain the property of the Mosinee Youth Baseball until the funds are disbursed.
8. (8) Volunteer funds shall be exclusively for purposes serving the Mosinee American Legion Baseball Teams.

## **Article IX – Fiscal Year**

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The fiscal year of the Corporation shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> in each year.

## **Article X – Non-Discrimination**

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This Corporation admits members and students of any race, color, national and ethnic origin, age, religion, sex, handicap, or marital status to all the rights, privileges, programs, and activities generally accorded or made available to members and students of the Corporation. It does not discriminate on the basis of race, color, national and ethnic origin, age, religion, sex, handicap, or marital status in administration of its education policies, admissions policies, scholarship programs, hiring or employment and other Corporation-administered programs.

## **Article XI – Net Earnings**

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No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that the Board shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 1 hereof.

## **Article XII – Waiver of Notice**

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Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article XIII – Amendments**

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These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a vote of the members representing a majority of the total membership at an annual membership meeting or at any special membership meeting when the proposed amendment has been set out in the notice of such meeting.

## Article XIV – Travel League

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The corporation may elect to support a travel league in addition to the city league. In this case, the corporation will manage a document laying out the program's setup including a Travel League Manager position on the MYB Board, coaching setup, registration requirements, and attendance/playing requirements.

The Travel League Program document will manage the details of the league itself. Items of significant importance are laid out below in these Bylaws and precede any information in the Travel League Program document.

1. Travel League Manager – A Director position of Travel League Manager shall be elected to oversee the travel league and have authority to make decisions regarding the league. The Travel League Manager shall present anything that needs a decision, is controversial, and is not covered in these Bylaws or the Travel League Program document to the Board of Directors for determination of action. This Director position shall be subject to these Bylaws as described in Article III.
2. City League Requirement – All players that participate in travel ball are required to sign up and play for city league as well. Failure to attend city ball will be treated in the same manner as failure to attend practice.
3. Travel League Coaches Tenure and Qualification – Travel league coaches are to be interviewed by the Travel League Manager and/or MYB President. In the case the President is also the Travel League Manager, another qualified Board member may partake in the interviews. At least one week prior to interviews, the members conducting the interviews need to present the list of applicants to the Board via email or in person to allow for feedback and comments on the applicants. The Board members may provide feedback to the interviewers on the applicants via email, call, text, or in person.

After interviews are complete, the Travel League Manager and President will elect a coach for each league level that had an interview, provided the interviewee was deemed qualified to coach. Travel coaches are given a two (2) year term limit, after which the interview process is to restart. Coaches can be re-selected provided they are re-qualified through the interview process, and there are no other candidates or no other candidate interviewed was deemed qualified.

Coaches may be removed from their position prior to reaching their term limit date by MYB President, Travel League Manager, or Board majority vote.

## Article XV – Umpire, Spectator, Coaches, and Player Rights

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The corporation will maintain a Code of Conduct document that lays out the behavioral expectations and interactions between umpires, spectators, coaches, and players; on and off the field. This document will be used for all who come to MYB's fields and should be available for anyone to reference.

For any of the leagues the corporation manages, the corporation requires the legal parent/guardian of the child to review the Code of Conduct with their child to ensure understanding of the expectations on and off the field. The legal parent/guardian must sign that they and their child completed this review during the registration process.

The Code of Conduct shall lay out a structured plan if violations occur. Any violations that are brought to the Board of Directors level will be treated seriously with a proper investigation and documentation before issuing any consequences.

## Article XVI – Dissolution

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If the corporation were not to supply a recreational baseball league or support the proper number of elected board officials, the existing corporation will enter a dissolution plan process.

1. All funds will remain frozen for up to three (3) years; excluding expenses to maintain the field, electrical bills, and repairs.
  - a. If the corporation can revive the program before three (3) years, then this process is cancelled.
2. If the program has not started again within the three (3) years then all remaining assets, banking funds, and goods on/owned by the corporation will be donated to the Mosinee School District baseball program.
  - a. If no Mosinee School District baseball program is present, then all assets will default to the Mosinee School District athletic program.
  - b. Said assets will be donated to the school district with the clause that the funds shall be used exclusively for tax exempt purposes.