

**BYLAWS
OF
HALTOM CITY YOUTH BASEBALL**

ARTICLE I - NAME

Section 1: The official name of this corporation is **HALTOM CITY YOUTH BASEBALL**.

Section 2: The name which will be used in public, in publicity and on stationery is either the full name as mentioned in Article I, Section 1, or some other suitable name which shall be filed as a fictitious business name with the proper state authorities.

Section 3: Whenever the word "organization" is used in these Bylaws or their amendments, it shall signify the legal entity of **HALTOM CITY YOUTH BASEBALL** as herein established.

ARTICLE II - PURPOSES

Section 1: General. The general purposes for which the corporation is organized are exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 2: Specific. The specific purposes for which the corporation is organized are:

- (1) To implant ideals of good sportsmanship, honesty, loyalty, courage and reverence through the instruction of the game of baseball.
- (2) To provide supervised competition with bearing in mind that attainment of exceptional skills and/or winning of games shall be secondary with the molding of good, clean, healthy future citizens is of prime importance.
- (3) To be operated in such a manner that the organization may receive charitable contributions and grants from foundations and from governmental agencies, where and if appropriate; and,
- (4) To be operated in such a manner which allows the organization to obtain and maintain tax exempt status under Sec. 501(c)(3) of the Internal Revenue Code.

ARTICLE III - MEMBERSHIP

Section 1: Categories of Membership. Membership in the organization will be determined by the Bylaws adopted herein. There are two classifications of members, voting and non-voting. Voting members for the Annual Meeting shall consist of Board of Directors, Head Coaches, Assistant Coach that have coached for at least 2 years and Business Managers that have been in that position for at least 2 years. All other organizational business shall be conducted by the Board of Directors with at least annual reports to the entire membership relative to plans, finances, and other pertinent matters.

Section 2: Membership. Membership in the organization shall be open to all persons who sincerely desire to further the objectives expressed in these Bylaws.

ARTICLE IV – MEETING OF MEMBERS

Section 1: Annual Meeting of the Members. The Annual Meeting of the members shall be held after 60 (sixty) days of the last baseball event and prior to September 1, on a day, time and place selected by the President and the Association for the purpose of electing new officers, being the President, Vice-President, Secretary, and Treasurer, as well as the Board of Directors to serve the following year. The voting members shall also conduct other business of the Association that is properly brought before such meeting. The newly elected officer shall assume their duties and responsibilities immediately following the close of the Annual Members Meeting. At the Annual Members Meeting the then presently serving President or his/her designee shall give an Annual Report on the activities and finances of the organization during the past year.

A vote by a simple majority of the members present and attending the annual meeting shall be sufficient at the said meeting for the election of officers.

At least ten (10) days' notice of the Annual Meeting will be provided to the voting members prior to the annual meeting. The annual meeting may also be scheduled at other times upon thirty (30) days' advance written notice provided by the Board of Directors.

Section 2: Special Meetings of the Members. The President, the Board of Directors (by majority vote), or not less than 2/3rds of all members entitled to vote may schedule a special meeting of the members for any purpose for furthering the purposes of the organization upon thirty (30) days written notice to those on the member roster. Notice shall be provided to the members in the same manner as other news, events, and notices are provided.

Section 3: Voting of the Members. At any meeting of the Voting Members, a majority vote of the members will be sufficient for the transaction of any business unless these Bylaws require a different vote such as a Super Majority.

ARTICLE V - BOARD OF DIRECTORS

Section 1: The Authority of the Board of Directors. This entity is a non-profit organization and the management of its ministries, activities and affairs is vested in the Board of Directors, as stated in the Texas Non-Profit Corporation Act.

The Board may implement its policies and the carrying out of the purposes of the organization through the officers and employees of the organization.

Section 2: The Number of Directors. The Board of Directors of this organization shall consist of at least three (3) individuals and no more than twenty (20) individuals who have demonstrated a commitment to the carrying out of the purposes of this organization.

The twenty (20) directors, or less, shall comprise the whole Board unless the number is changed in accordance with this Article.

Section 3: The Selection of Directors. In addition to the four officers elected (i.e., President, Vice-President, Secretary, and Treasurer), who will serve on the Board of Directors, the President shall select the other directors from the following positions: Head Commissioner of the Leagues; 15U Commissioner 13-15; 12U Commissioner 11-12; 10U Commissioner 9-10; 8U Commissioner 7-8; 6U Commissioner 5-6; 4U Commissioner 3-4; any League Assistant Commissioners; Concession Manager; Assistant Concession Manager; Equipment Manager; Equipment Manager Assistant; and, Special Events (Fund Raiser) Coordinator.

The Board of Directors shall fill any vacancy in the Board which comes by resignation, removal or the end of a term of office for the remainder of the term of the vacancy. The Board of Directors shall fill the said vacancy by receiving a nomination from any director at any regular meeting. Such nomination shall be voted upon, if seconded, and the nominee shall be elected to the Board if the vote complies with the requirements found in Section 5 of this Article.

Section 4: The Term of the Directors. The term of each Director is for one (1) year ending on the last day of the season or annual members' meeting whichever is later. There is no limit or restriction for Directors to serve an unlimited number of terms.

Otherwise, the term of any director of the Board of Directors shall end upon the earlier of their resignation, death, dismissal in writing by a majority of the constituted Board of Directors or the conclusion of their one (1) year term whichever occurs first.

Section 5: Voting of the Board of Directors. The Directors shall decide matters and enter into transactions by a majority vote unless a Super Majority is required. In these Bylaws when a Super Majority vote is required in these Bylaws (or the Certificate of Formation) it shall mean a 2/3 vote of the directors then serving approving any such item of business.

Section 6: Place of Meetings. Notwithstanding anything to the contrary provided in the Bylaws, any meeting of the Board of Directors may be held at any place within or without the State of Texas.

Section 7: Regular Meetings. Regular meetings of the Board of Directors shall be determined by the President and scheduled by the Board of Directors. No notice will be needed for such regular meeting.

Section 8: Special Meetings. Special meetings of the Board of Directors may be called at any time by order of the President or by at least five (5) members of the Board of Directors. Adequate notice shall be given for such meeting. Such notice shall be at least seven (7) days if by mail and three (3) days if notice is given in person, email or by telephone.

If all Directors are in agreement, they may schedule a special meeting at any time with or without notice. If no notice or improper notice has been given, then such defect may be cured by all Directors signing a unanimous consent form.

Section 9: Quorum. A majority of the Directors who are present and serving at the time of any duly held meeting shall constitute a quorum.

Any meeting of the Directors at which a quorum is present and adequate notice has been given shall be a lawfully constituted meeting and all actions taken thereby shall be binding upon the organization.

In the event that a quorum has been met at any meeting but is thereafter lost, then the Board of Directors may only adjourn the meeting and resume at such time as a quorum is present.

Section 10: Telephonic or Electronic Meetings. The Board of Directors may meet, upon President approval, for any purpose over the telephone, by television conferencing, email, or by any other electronic means which allows for communication among the directors to decide the issues at hand. This provision shall only apply if all Directors have had notice and an opportunity to participate in the said meeting.

Section 11: Attendance. Each Director shall be expected to attend all meetings of the Board. Requests to be excused shall be submitted to the President for approval. In the

event of two unexcused absences from Board of Directors meeting a director may be removed by a majority vote of the Board.

Section 12: Removal. Any Director may be removed either for or without cause at any special meeting of the members by the affirmative vote of the majority of the members present and in person at such meeting and entitled to vote. Notice of intention to act on such a matter shall be provided in the notice calling such meeting.

ARTICLE VI - OFFICERS

Section 1: Election of Officers. As stated in Article IV, Section 1, the Members shall elect the Officers on an annual basis at the Annual Members Meeting. The officers of the organization shall include: President, Secretary and Treasurer.

Section 2: Qualifications. Each person appointed to one of the offices mentioned in Section 1 shall have demonstrated a commitment to the carrying out of the purposes of this organization. In addition, any individual elected President must have served on the Board of Directors at least two (2) years.

Any officer elected by the voting members shall be a Director of this organization.

Section 3: Term of Office. The term for each office shall be one year ending upon their replacement at or after the Annual Member Meeting. There is no restriction on the number of terms served by any individual.

Section 4: Offices Held. No individual may hold more than one office during any one calendar year.

Section 5: Job Descriptions.

President - The President shall call for and preside at all Member meetings and Board of Director meetings, as well as formulate the agenda with input from other officers and directors, and generally be in charge of the affairs and operations of the organization as the CEO. In addition, the President shall appoint new Directors and League Commissioners and assign their duties.

Vice-President – The Vice-President shall preside over all meetings in the absence of the President, perform all duties assigned by the President, coordinate with the League Commissioners in all decisions and problems, assume the duties of any officer that is unable to perform their duties until such officer's vacancy is filled, and perform such duties as the Board may assign from time to time.

Secretary - The Secretary shall be the record keeper of the minutes of all meetings of the Board of Directors.

Treasurer - The Treasurer shall be responsible for keeping and maintaining all financial records and information on behalf of the organization and its activities.

The Board of Directors shall have the freedom and authority to create other offices and staff positions as may be needed to carry out the ministry of the organization including a Vice-President who can perform the duties of the President if he/she is unable to perform.

ARTICLE VII - AMENDMENTS TO THE BYLAWS AND CERTIFICATE OF FORMATION

Section 1: Process. The Directors, upon thirty (30) days notice to all Directors, may, at a regularly held meeting or a special meeting, propose an amendment to these Bylaws or to the Articles of Incorporation. Thereafter, at a meeting following the thirty (30) days notice, such amendment shall be approved if at least a Super Majority of the directors then serving have voted in favor of the proposed amendment(s).

Thereafter, the amendment(s) shall be presented to the membership at the annual meeting.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

Section 1: Resolution of Conflicts. In the event that the Directors cannot agree on some decision that needs to be made or in the event that an insoluble dispute arises involving this organization, its officers or directors, then this organization shall submit the said matter to mediation or arbitration.

This organization shall commit to, where at all possible, resolving all disputes, whether with employees, vendors or other third parties, in accordance with this same process.

Section 2: Records. Accurate and timely records for the purpose of information to help the organization minister in a better way should be kept at all times by those so charged.

Section 3: Proxies. In any and every vote taken in a meeting of the Board of Directors which affects the activities and ministry of this organization, **no proxies** shall be allowed for the purpose of being included in any vote count.

Section 4: Indemnification. This organization shall indemnify each officer and director of this organization against any personal loss or judgment that he/she may suffer

as a result of having served in their respective capacities to the full extent allowed by Texas law.

Further, this organization does hereby elect to be covered by the Texas Charitable Immunity and Liability Act of 1987, §84.001 et.seq. of the Texas Civil Practice & Remedies Code.

This indemnification, however, shall not cover any willful or malicious acts of any officer or director, whether serving in their respective capacities or not.

Certification of Adoption:

The foregoing Bylaws consisting of seven (7) pages were duly adopted by the Board of Directors of Haltom City Youth Baseball at a duly held meeting on the 13th day of July, 2019.

SECRETARY