

Woodmore Youth Organization  
A non-profit organization

CODE OF REGULATIONS

Article 1:

- 1.1 These Regulations constitute the code of rules adopted by the Woodmore Youth Organization for the regulations and management of its affairs.
- 1.2 This Corporation will have the purposes or powers as stated in its Articles of Incorporation and whatever powers are or may not be granted by the Nonprofit Corporation Law of the State of Ohio or any successor legislation. The primary purpose of this Corporation is creation of education and recreation activities for residents of the Woodmore School District.

Article 2:

- 2.1 The principal place of business for this Corporation in Ohio will be located in Woodville. In Addition, the Corporation may maintain other offices either within or without the State of Ohio as its business requires.

Article 3:

- 3.1 This Corporation will have one class of Members.
- 3.2 The qualifications and rights of the Members of the membership class of this Corporation are as follows:
  - (1) Members must be residents of the Woodmore School District, either as homeowners in title or as holders of written leases for the term of at least one year.
  - (2) Voting members of the Woodmore Youth Organization shall consist of the Officers (President, Vice President, Treasurer, Secretary), Board of Directors (Chairman of the Board doesn't vote if there are an even number of members present, unless there is a tie), two (2) Representatives, (to be decided by the head coach), from the team within the Woodmore Youth Organization, all Executive Members, the previous year President and the Standing Committee Member Chairperson.

- 3.3 The annual dues payable to the Corporation by members will be in the amount determined from time to time by resolution of the Board of Directors.
- 3.4 Meeting of members will be held in either Elmore or Woodville, Ohio.
- 3.5 Member Meeting will be held Quarterly with the dates being January, April, July, and December. A minimum of four (4) will be held every year.
- 3.6 Special Meetings of the Members may be called by any of the following:
  - (1) The Board of Directors.
  - (2) The President.
  - (3) Ten (10) percent of the voting members.
- 3.7 \*\*The Secretary shall submit to the local newspapers, place on the Woodmore Youth Organization website, and make notifications in Elmore and Woodville, the day, time, and place of the meeting several days before the general meeting.
- 3.8 A voting Member may vote either in person or by proxy executed in writing by the Member or by his/her duly authorized attorney-in-fact. No proxy will be recognized as valid after eleven months from the date of its execution unless expressly provided otherwise in the proxy. In the event that an even number of members are present, the Chairman of the Board will refrain from voting, unless the vote results in a tie. The chairman of the board will cast the deciding vote.
- 3.9 Membership in this Corporation is nontransferable and nonassignable.
- 3.10 Membership will terminate in this Corporation on any of the following events and for no other reason.
  - (1) Receipt by the Board of Directors of the written resignation of a Member, executed by the Member or the members duly authorized attorney-in-fact.
  - (2) The death of a Member.
  - (3) For causes, inconsistent with membership, after notice, hearing by the Board of Directors and conviction.

However, a Member termination membership status for reasons other than those stated in Paragraphs (2) and (3), above, may be completely and automatically reinstated if the Member corrects the cause of termination before the Board of Directors formally adopts a resolution acknowledging the termination.

Article 4: Directors

- 4.1 The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation.
- 4.2 The Board of Directors of this Corporation will be one class.
- 4.03 The qualifications for becoming and remaining a Director of this Corporation are as follows.
- (1) Directors must be residents of the Woodmore School District, located in the state of Ohio.
  - (2) Directors must be Members of this Corporation.
- 4.4 The number of Directors of this Corporation will be an odd number of either 5 or 7 as this will be due to voting purposes.
- 4.05 The Directors constituting the first Board of Directors as named in the Articles of Incorporation will hold office until the first annual election of Directors. Each Director will hold office for the term for which the Director was elected and until a successor has been selected and qualified
- 4.6 Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, will be filled by a majority of the remaining Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.
- 4.07 \*\*Meetings of the Board of Directors, regular or special will be held within the Woodmore School District.
- 4.08 Regular meetings of the Board of Directors can be held during any day of the month except for the month of December, when there may not be a meeting.
- 4.9 A special meeting of the Board of Directors may be called by either:
- (1) Chairman of the Board
  - (2) Any corporate officer.
  - (3) By any committee.
  - (4) By ten (10) percent of the voting Members.
- 4.10 Attendance of a Director at any meeting of the Board of Directors will constitute a Waiver of notice of that meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business of the meeting is not lawfully called or convened.

- 4.11 A majority of the whole Board of Directors will constitute a quorum, provided that in no event will a quorum consist of 51% of the Board as a whole. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation, or any provision of these Regulations.

Article 5: Officers

- 5.1 The Officers of the Corporation will consist of the following personnel:

- (1) President
- (2) Vice President
- (3) Secretary
- (4) Treasurer
- (5) Chairman of the Board of Directors

- 5.2 Each of the Officers of this corporation is appointed annually by the membership of the Woodmore Youth Organization. Each Officer will remain in office until a successor to the office has been selected and qualified. Nominations will be held at the regular meeting of the Woodmore Youth Organization taking place in October.

- 5.3 President – duties include but are not limited to the following:

- (1) Shall be the principal executive Officer of the Woodmore Youth Organization, but shall be subject to the control of the membership.
- (2) Shall supervise and control all business activities of the Organization.
- (3) Shall preside over all meetings of this Organization.
- (4) With the Secretary or other Officer so authorized by the membership, the President may sign deeds, mortgages, bonds, contracts, or other instruments which the membership has authorized to be executed, except when the membership otherwise authorizes or law otherwise requires.
- (5) Shall enforce due observance of these Code of Regulations and decide all questions of order.
- (6) Prepare agendas for general membership meetings.
- (7) In the event of absence, that Officer must submit that Officers Report to the President in writing as this will be presented at the next scheduled meeting.
- (8) In the event of an absence this officer must submit the officer report to the President or Vice President in writing.

5.4 Vice President – duties include but are not limited to the following:

- (1) In the event of the absence, incapacity, or death of the President, the Vice President shall perform the duties of the President. When acting as the President, he/she shall have all powers of and be subject to all the restrictions upon the President.
- (2) Promote Organization interest and activity as approved by the membership.
- (3) Perform such duties as the President may assign.
- (4) In the event of an absence this officer must submit the officer report to the President or Vice President in writing.

5.5 Secretary - duties include but are not limited to the following:

- (1) Shall keep the minutes of the regular and special meetings and other actions of the membership.
- (2) Prepare and deliver all notices to comply with any provisions of these Code of Regulations or as required by law.
- (3) Maintain records and seal of the Organization.
- (4) Sign, with the President or Vice President, all documents as prescribed by these Code of Regulations or as required by law.
- (5) Provide official proxy forms, in reasonable amounts, to any members requesting such forms at any meeting, or by mail.
- (6) Perform all duties as the President may assign.
- (7) In the event of an absence this officer must submit the officer report to the President or Vice President in writing.

5.6 Treasurer - duties include but are not limited to the following:

- (1) Will have charge and custody of all funds of the Corporation and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct amounts of the Corporation's properties and business transactions, render reports and accountings to the Directors and to the Members as required by the Board of Directors or by Members, or by law.
- (2) Will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Regulations, or may be assigned by the Board of Directors.
- (3) Perform all duties as the President may assign.
- (4) In the event of an absence this officer must submit the officer report to the President or Vice President in writing.

5.7 Chairman of the Board - duties include but are not limited to the following:

- (1) Will act as the executive liaison between the board and the officers/members of the organization.
- (2) Assist in planning and facilitation of budgetary responsibilities of the organization (assist with budget creation and monitoring).
- (3) Perform all duties as the President may assign.
- (4) In the event of an absence this officer must submit the officer report to the President or Vice President in writing.

Article 6: Informal Action

6.1 Waiver of Notice – whenever any notice whatever is required to be given under the provision of the Nonprofit Corporation Law ~ the Articles of Incorporation of this Corporation, or these Regulations, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of the Members, specify the general nature of the business to be transacted.

6.2 Action by Consent – any action required by law or under the Articles of Incorporation of this Corporation or these Regulations, or any action that otherwise may be taken at a meeting of either the Members of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with regard to the subject matter of the consent, or all directors in office, and filed with the Secretary of this Corporation.

Article 7: Committees

7.1 Each Executive Committees will have and exercise some prescribed authority of the Board of Directors in the management of this Corporation. The Executive Committee shall be made up of the Officers, Board of Directors, and the Grievance Committee Members. However, no Committee will have the authority of the Board in reference to affecting any of the following:

- (1) Submission to Members of any action requiring approval of Members under the Nonprofit Corporation Law.
- (2) Filing of vacancies in the Board.
- (3) Adoption, amendment, or repeal of Regulations.
- (4) Action on matters committed by Regulations or resolution of the Board to another Committee of the Board.

7.2 \*\*Definition of Standing Committees as the list is provided with a job description:

- (1) Umpire Coordinator – Duties include search for umpires, training of umpires, scheduling of umpires to work games, payment of umpires and keeping records of such, preparing a budget if needed, and any other duties as prescribed by the President.
- (2) Concession Stand Coordinator – Duties include, scheduling of help throughout the season, inventory supplies when needed, fill out the proper paperwork to order needed supplies, depositing of funds with care and safety first, when needed, prepare a budget if needed, and any other duties as prescribed by the president.
- (3) Field Preparation – Duties include maintenance of grounds and buildings when needed and to get assistance from an outside source when needed, contact the utility company or proper department to re-connect the telephone and water in the buildings this Corporation uses, inventory all supplies at the beginning and at the end of the year that this Corporation has, order new supplies when needed and follow section 8.03 of these Code of Regulations for further guidance on the purchase price guidelines. Displace all outdated or broken items but keep an inventory and report such items to the Members of this Corporation at an Annual Meeting, keep track of all paperwork that is assigned, prepare a budget if needed, and any other duties assigned by the President.
- (4) Picture Day Coordinator – Duties include search for a qualified photographer and work with them to take team pictures at the beginning of the season, coordinate with all Head Coaches a day and location as to when this can take place, make arrangements with the photographer and coach as to when and where these pictures can be picked at or dropped at, and any other duties assigned by the President.
- (5) Diamond Scheduling/Website Coordinator – Duties include scheduling of diamonds for use during the season by all teams for practice and games, may make changes to the schedule of a team due to the limited diamonds and amount of teams on a yearly basis. The Baseball and Softball Representatives or Coaches will be Required upon there receipt of there original schedule, to give a copy to this coordinator at which time this coordinator will assign all home games as best that can be done. If any changes to the schedule are implemented, then that Head Coach will be Notified Immediately. GAMES take PRECEDENT over practices and if a Game is scheduled during a Scheduled Practice, then the Game will take place and BOTH COACHES will be NOTIFIED of the change once this is complete. All practices and games will be placed on the “Field Calendar” which can be found on the WEBSITE.

All games will be placed on the Website “Game Calendar”, as this will be the “OFFICIAL” Home Game Schedule. The Website Coordinator will place all important information that is needed to promote anything that this Corporation does on it. They will follow all guidelines provided on the site, will ascertain passwords to gain entrance to work on it as needed, will receive any type of training that is needed to assist there needs on the site, and will post all paperwork needed for download purposes by the Members of this Corporation on it

- (6) Tournament Director – this person(s) will work with the League Representatives to ascertain if there respective leagues will host such a tournament in this Corporations Jurisdiction. If a tournament is hosted then this person will work hand in hand with the Diamond Scheduler to see that diamonds are open for play.
- (7) Registration and Uniform Coordinator – this person can be one in the same or a person can delegate one or the other duties to someone else. Registration duties include implementing the time schedule of the By-laws section 2.01, this person will also coordinate days, times, and locations for such to occur as to have the Members attend, ask questions, answer said question(s), register there said child(ren), pay fees as required, keep a roster of all players with there names, home and email addresses, phone numbers, and parent or guardian information on file to be handed over to the respected Head Coaches.  
Uniform Coordinator will research and interface with potential vendors of said uniforms and hats to be worn by all players for that season and prices of all will be reported to the Woodmore Youth Organization Officers at a general meeting for open discussion and potential approval for purchase that season. This person will keep records each season of all uniform and hat purchase from the vendors and submit such to the Woodmore Youth Organization Treasurer and Secretary for record safe keeping.
- (8) Fund-Raising – Duties include but not limited to the Annual Reverse Raffle fund raiser and any other fund-raiser that is needed to assist in the efforts of the Woodmore Youth Organization. Formulate a plan to raise needed funds to help off set the cost of needed expenses for the Woodmore Youth Organization, work with the Treasurer during the fund raiser event and submit such records, monies, receipts, and any other paperwork to the Treasurer as needed and when requested. Report all fund-raisers when requested to do such to the Officers of this Corporation at an Annual Meeting. Prepare a budget each year for the fund-raiser needed and submit such to the Officers of this Corporation when requested.
- (9) Coach Search/Clinic – duties include nomination of qualified persons at a general meeting specified for coaches, coaches must be in good standing



order with the Woodmore Youth Organization and competent to be with the players on a daily basis and on a season by season basis. Schedule Clinics by qualified coaches of baseball or softball or research such clinics in our area for players to attend, report such clinics to the Officers of this Corporation when and before such takes place for approval if needed.

- (10) Equipment Manager - duties include but not limited to Inventory of, repair of equipment, keep records of such, keep a running record of the coaches list to see who has what, distribution of equipment, and return of equipment.
  - (11) Any other committees as deemed necessary by the Board of Directors.
- 7.3 Election of Standing Committee Chairpersons as nominations of such will be held at a meeting after the season with the election of Chairpersons. This will coincide with the election of Officers.
- 7.4 Grievance Committee shall consist of three (3) members, with the three to elect a Chairperson among them. The members shall serve a term of one year or more if needed with the nominations and election to be held at the same time as the nomination and election of officers.
- (1) Duties of said committee shall include the responsibility of resolving all differences with in the Woodmore Youth Organization.
  - (2) Notify all Officers and Board of Directors of this Cooperation before a meeting is to be held, give the location, date, and time of said meeting, and a brief update as to why this meeting is taking place.
  - (3) Before such a meeting is to be held make sure all paperwork needed is available.
  - (4) Have the Secretary present to record all notes during the meeting.

## Article 8: Operations

- 8.1 Fiscal Year for the Woodmore Youth Organization will be from January 1<sup>st</sup> of said year to December 31<sup>st</sup> of said year.
- 8.2 Execution of Documents except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of this Corporation will be signed by the President and Secretary. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the President, and will have attached copies of the resolution of the Board of Directors certified by the Secretary authorizing their execution.
- 8.3 The Officers of the Woodmore Youth Organization are allowed to spend up to \$500 at a single time without approval of the voting Members. Excess of \$500.00 will require a majority vote from the Voting Members present at a meeting.

- 8.4 This Corporation will keep correct and complete Books and Records of account and will also keep minutes of the proceedings of its Members, Officers, Board of Directors, and Executive Committee.
- 8.5 All Books and records of this Corporation may be Inspected by any Member, or the Members agent or attorney, for any purpose at any reasonable time on written demand under oath stating the purpose of the inspection. An annual audit will be facilitated by the treasurer and have an outside group review the annual documents.
- 8.6 This Corporation will not have or issue shares or stock. No dividend will be paid and no part of the income of this Corporation will be distributed to its Members, Officer, and Directors.
- 8.7 This Corporation will make no Loans to any of its Members, Officers, or Directors.

Article 9: Amendment

- 9.1 The power to alter, amend, or repeal the Regulations, or to adopt new Regulations, to the extent allowed by law, is vested in the voting Members. These Regulations may be altered, amended, or repealed, by the voting Members at a meeting held for that purpose, by the affirmative vote of a majority of the voting Members present, if a quorum is present.

Article 10: Standards of Play

- 10.01 Rules Governing Fair Play, team make up, and other necessary rules shall be found in the By-laws.

\*\*UPDATED 12/12

Person filing Grievance - \_\_\_\_\_

Person(s) involved in the Grievance - \_\_\_\_\_

Date, Time, and Location of Incident involving this Grievance - \_\_\_\_\_

Witness(es) to the Grievance - \_\_\_\_\_

Grievance Statement - \_\_\_\_\_

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**\*\*USE BACK OF FORM IF MORE SPACE IS NEEDED**

Signature of Person filing Grievance - \_\_\_\_\_ Date - \_\_\_\_\_

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**\*\*Below to be filled out by Grievance Committee\*\***

Date Grievance Received - \_\_\_\_\_

Date of Grievance Hearing - \_\_\_\_\_

Findings of Grievance - \_\_\_\_\_

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Committee Members Attending this Grievance Meeting - \_\_\_\_\_

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