

**BYLAWS
OF
Rocky Mountain Junior Baseball League**

**ARTICLE I
NAME OF THE CORPORATION & OFFICES**

Section 1 - Name of the Corporation

This corporation shall be known as Rocky Mountain Junior Baseball League, hereinafter is also referred to as RMJBL, corporation and/or organization.

Section 2 - Principal Offices

The principal office of the corporation will be located at the following address:

PO Box 740507

Arvada, CO 80006

Phone: (720) 316-3129

Section 3 - Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes shall not be deemed, nor require, an amendment of these Bylaws:

- 1. New Address _____
Dated: _____
- 2. New Address _____
Dated: _____

Section 4 - Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE II
NON PROFIT PURPOSES**

Section 1 - IRC Section 501(c)(3) Purpose

This corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

Section 2 - Specific Objectives and Purposes

The purpose of Rocky Mountain Junior Baseball League (RMJBL) shall be to organize and conduct a baseball league for all member organization teams as set forth in the RMJBL Bylaws. Furthermore, this program shall be intended to provide said teams the opportunity to participate in league scheduled games against other RMJBL teams.

ARTICLE III MEMBERSHIP

Section 1 - Members

RMJBL shall be comprised of individual area organizations, sanctioned by USSSA, and a governing "Board of Directors". The area names are listed below. RMJBL recognizes High School boundaries, as defined by each member areas school district, for the formation of teams by the member Areas. In the event a new high school is built, the area affected will "grandfather" teams beginning with 8 year olds (8C) the first year the school is opened.

FOUNDING MEMBER ASSOCIATIONS

Dakota Ridge Sports Association

- Dakota Ridge High School

Green Mountain Junior Baseball Association

- Green Mountain High School

Lakewood Junior Baseball Association

- Lakewood High School

Louisville Youth Baseball Association

- Centaurus High School
- Monarch High School

North Jefferson Junior Baseball Association

- Arvada High School
- Arvada West High School
- Faith Christian High School
- Pomona High School
- Ralston Valley High School
- Standley Lake High School

Wheat Ridge Area Baseball Association

- Wheat Ridge High School
- Jefferson High School

Section 2 - Application for Membership

New member areas must apply in writing and include the following information:

- Area name
- Area officers
- Number of teams and divisions of play that they will be adding to the league
- Number and location of fields that they will provide

- A copy of the area's bylaws, rules, and regulations
- Age levels that their fields will accommodate

Applications for membership must be reviewed and approved by a majority of the Board of Directors. RMJBL Board of Directors reserves the right to refuse membership and approval shall be in the sole and absolute discretion of the Board of Directors. Upon approval the new member area will be granted probationary membership as defined below.

Section 3 - Probationary Members

New members will serve a 1 year, **non-voting**, probationary term and their admission is expressly conditioned upon such probationary period. During this probation, areas are expected to demonstrate acceptable attendance (75% annually) at regularly scheduled league meetings, cooperation with other league areas, active participation in league endeavors, and positive influences in achieving league goals and milestones. At the end of their probation, they will be granted full league membership upon approval by a majority of the Board of Directors. If approval by the majority is not granted, the Board of Directors, at their discretion, may offer one additional year of probationary status.

Section 4 - Insurance/Liability/D&O Requirements

All areas are required to purchase and renew annually a Directors and Officers and appropriate general liability insurance policy for their area. All teams participating in RMJBL league games must have team insurance. Area bracketing cannot be completed until a valid policy has been accepted by RMJBL.

Section 5 - Shared Software Platform

To facilitate scheduling, all member organizations will be required to use the same software platform. The software platform will be reviewed on an annual basis, with a retention vote to take place no later than July 1 (for the following season).

Section 6 - Hosting Independent Teams

Member Associations, excluding probationary members, may host independent teams. Teams formed outside of RMJBL member associations and wishing to play within the league may apply for admission via an existing member association. Host association agrees to assume liability and responsibility for these independent teams and will be responsible for assigning their level of play.

Section 7 - Dispute Resolution

In the event that RMJBL areas cannot resolve an issue, all areas involved in the dispute shall submit documentation which includes the following information:

- explanation of the dispute
- any relevant background information
- expected resolution

The Executive Board will then resolve the dispute based on the information provided by the affected areas. All areas agree to abide by this resolution and such resolution shall be final and non-appealable. If litigation is commenced challenging such determination and the claim is successfully defended by RMJBL, RMJBL shall recover its attorney's fees and costs incurred in defending such claim.

Section 8 - Penalties

Any violation, deviation, or non-observance of these Bylaws or the Regulations and Rules of Play or any action deemed detrimental to the League by any member area of this League or by any participants in the Rocky Mountain Junior Baseball League shall be subject to the penalty or penalties as indicated in the Bylaws and/or the Regulations and Rules of Play, or where not listed in the Bylaws and/or the Regulations and Rules of Play, then to the penalty or penalties as directed by the Executive Board of Directors of this League.

Section 9 - Disclosure and Release

- A. Each association must provide a copy of their bylaws and rules & regulations on an annual basis. RMJBL will review these on an annual basis to ensure team formation policies are consistent with other member associations.
- B. Member associations must provide a current balance sheet to the RMJBL Treasurer prior to bracketing for the upcoming season. This will be done to ensure that all members have adequate funds to cover anticipated costs for the season.
- C. Each area must include the following release on their player registration forms for their benefit and protection:

I/We the parent(s) or guardian(s) of the below named player on a _____ team, hereby give my/our approval to participate in any and all league activities.

I/We understand that it is our responsibility to notify league officials of any change in medical conditions or concerns.

I/We know that participation in baseball may result in serious injury or death and protective equipment does not prevent all injuries to players and do hereby waive, release, absolve, defend, indemnify and agree to hold harmless the "member area", Rocky Mountain Junior Baseball League, its officers, members, employees, volunteers, coaches, the organizers, sponsors, participants and persons transporting my/our child to and from activities for any claim arising out of injury to my/our child whether the result of negligence or for any other cause, except to the extent and in the amount covered by accident or liability insurance.

Section 10 - Removing Members

Membership in RMJBL is considered to be a privilege and any member association shown to not be a proper representative of RMJBL's moral and ethical values may be removed from membership in RMJBL by a 75% majority of the voting RMJBL Board of Directors.

Section 11 - Annual Fees and Shared Costs

Member associations will each be equally responsible for shared costs for the corporation. Every effort will be made to define these shared costs at the start of the fiscal year. However, associations are still responsible for their share of any additional costs that arise.

ARTICLE IV EXECUTIVE BOARD OF DIRECTORS

Section 1 - Number

Each member association, excluding probationary member associations, shall appoint an individual to represent their association as a director. The total number of directors shall equal the number of member associations and collectively they shall be known as the Board of Directors.

Section 2 - Qualifications

Directors of corporation shall qualify the age or any other specific requirement that may be in force in this state at any given point of time. Member Associations may not appoint as director any individual who is concurrently serving as a board member or officer of a tournament sanctioning body or who is determined to have a conflict of interest as defined in the corporation's conflict of interest policy.

Section 3 - Powers

The Board of Directors of corporation shall conduct all the activities and affairs of this corporation and also exercise all corporate powers, subject to the provisions of the laws of this state, the Articles of Incorporation and these Bylaws.

Section 4 - Duties

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws;
- B. Appoint and remove, employ and discharge, and except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of this corporation;
- C. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- D. Meet at such times and places as required by these Bylaws;
- E. Register their addresses with the Secretary of the corporation, and notices of meetings mailed, emailed, telegraphed or faxed to them at such addresses shall be valid notices thereof.

Section 5 - Term of Office

Term of office for each individual director shall be determined by the represented member association. The member association has the right to appoint a new representative as director at any time by providing written notification to the President and the Secretary of the corporation.

Section 6 - Compensation

Directors shall not receive any compensation for their services, except that each Director is entitled to receive from the Corporation reimbursement of expenses incurred by the Director in the furtherance of the Corporation's business. Nothing contained in this Section shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for that service. In such a scenario, the salaried individuals will not vote on their own compensation and compensation decisions will be made by the unrelated board members.

Section 7 - Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 8 - Regular Meetings

Regular meetings of the Board of Directors shall be held monthly, or less frequently as determine by the board, and in no case less than once in a year. The Board of Directors shall decide the date, time and venue for the regular meetings and the meeting schedule and location shall be published at rmjbl.org website and directors shall be notified as specified below.

Section 9 - Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the persons calling the special meeting.

Section 10 - Notice of Meetings

The procedure to be followed is as below unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.

- A. **Regular Meetings** – Notice shall be sent by regular post, by e-mail, or by facsimile machine at least three weeks in advance. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty- four hours of the first facsimile transmission.
- B. **Special Meetings** - Notice shall be sent by regular post, by e-mail, or by facsimile machine at least one week in advance. In the case of facsimile notification, the director

to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty- four hours of the first facsimile transmission.

- C. **Waiver of Notice** - Whenever any notice of a meeting is required to be given to any director of this corporation, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11 - Quorum for Meetings

A quorum shall consist of a majority of the Board of Directors of the corporation serving office at any given time and shall not be less than three directors. The Board shall not conduct any business at any meeting at which the required quorum is not present. The only motion, which the Chair shall entertain, is a motion to adjourn.

Section 12 - Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.

Section 13 - Conduct of Meetings

Meetings of the Board shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation, or in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The secretary of corporation shall act as the secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as the Secretary of the Meeting. The rules contained in the current edition of Roberts Rules of Order Newly Revised, 10th Edition, shall govern meetings of the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the League may adopt. Procedures for the conduct of meeting shall be amended or revised from time to time by a resolution of the Board of Directors.

Section 14 - VOTING

Each director present at the meeting will be allotted a single vote on all measures and actions taken by the BOD. At no time shall a member association be represented by more than a single director on the BOD. In the case that the member association's director is concurrently serving as an officer of the corporation they shall only represent a single vote on behalf of their represented member association.

Section 15 - Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 16 - Indemnification by Corporation of Directors and Officers

The directors and officers are indemnified to the fullest extent permissible under the laws of this state.

Section 17 - Conflict of Interest

No member of the Board of Directors, may hold an interest (direct or indirect) with any person or firm that may benefit financially from a decision made in relation to his or her capacity within the Organization. All members of the Executive Board and Board of Directors will be required to annually sign, and remain in compliance with, RMJBL's Conflict of Interest Policy, an updated copy of which will be kept on the Organization's web site: rmjbl.org.

ARTICLE VI Officers

Section 1 - Designation of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors shall decide from time to time, whether to have new officers with new designations.

Section 2 - Qualifications

The officers of the corporation shall qualify the age or any other specific requirement that may be in force in this state at any given point of time. Nominees for Officers and Officers must be appointed directors from the member associations. Officers may not concurrently serve as a board member or officer of a tournament sanctioning body.

Section 3 - Election and Term of Office

The Board of Directors shall elect officers at any time, and each officer shall hold office for term of two years or until he or she resigns or is removed by the Board of Directors or is otherwise disqualified to serve before the end of the term. Regular elections will be held in first meeting of the Board of Directors following October 1st of each year. Elections for President and Treasurer will be held in even numbered years. Elections for Vice President and Secretary will be held in odd numbered years. For the first year of the corporation the President and Treasurer will serve an initial term of a single year. All subsequent terms will be two years as defined above. There shall be no limitations on consecutive terms or number of terms provided the Officer continues to meet the qualifications specified above

Section 4 - Duties of President

The President shall be the chief executive officer of corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President by virtue of his post shall function as the Chairperson of the Board of Directors and shall preside at all the meetings of the Board of Directors. Except as otherwise mentioned by the Articles of Incorporation or by these Bylaws or expressly provided by law, he or she shall, in the name of the corporation, execute

such deeds, mortgages, bonds, contracts, checks or other instruments, which may from time to time be authorized by the Board of Directors.

Section 5 - Duties of Vice President

The Vice President of the corporation shall become the acting President of the corporation in the event of the absence, inability or refusal of the President to exercise his or her duties and shall have all the rights, privileges and powers as if he or she had been a duly elected President.

Section 6 - Duties of Secretary

The Secretary of the corporation shall:

- A. Certify and keep at the principal office, the original, or a copy of these Bylaws as amended or otherwise altered to date.
- B. Keep the record of the minutes of the meetings of the directors with details of whether special or regular, how called, how notice thereof was given, the names of those present or represented and the proceedings thereof.
- C. Be custodian of all the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
- D. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney on request thereof, the Bylaws and the minutes of the proceedings of the directors of the corporation.
- E. Perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 7 - Duties of Treasurer

The Treasurer of the corporation shall:

- A. Have charge and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- B. Receive and give receipt for, monies due and payable to the corporation from any source whatsoever.
- C. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for the transactions.
- D. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.
- E. Exhibit at all reasonable times the books of account of any or all of his or her transactions as Treasurer and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.
- F. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

- G. Perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 8 - Compensation

Officers of the Corporation shall not receive any compensation for their services, except that each officer is entitled to receive from the Corporation reimbursement of expenses incurred by the officer in the furtherance of the Corporation's business. However, the Corporation may hire or employ employees who will serve at the pleasure of the Board.

Section 9 - Non-liability of Officers

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 10 - Indemnification by Corporation of Directors and Officers

The directors and officers are indemnified to the fullest extent permissible under the laws of this state.

Section 1 - Conflict of Interest

No officer of the corporation, may hold an interest (direct or indirect) with any person or firm that may benefit financially from a decision made in relation to his or her capacity within the Organization. All officers will be required to annually sign, and remain in compliance with, RMJBL's Conflict of Interest Policy, an updated copy of which will be kept on the Organization's web site: rmjbl.org.

ARTICLE VII COMMITTEES

Section 1 - Audit Committee

The Audit Committee shall consist of the Treasurer and two members appointed by the President of the Board of Directors. The Audit Committee shall be responsible for auditing the financial records and accounts of the Treasurer and provide a written report of such audit to the Board of Directors on an annual basis.

Section 2 - Formation of Committees

The Board of Directors may form additional committees at any time. Committees may only provide recommendations to the board of directors and may not be authorized to take any action on behalf of the corporation without the majority action of the board of directors.

ARTICLE VIII Execution of Instruments, Deposits and Funds

Section 1 - Execution of Instruments, Deposits and Funds

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into 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. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2 - Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 3 - Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article IX

IRC 501(c) (3) Tax Exemption Provisions

Section 1 - Limitations on Activities

No substantial part of the activities of this corporation shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on or behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on

- A. By a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or
- B. By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

Section 2 - Prohibition against Private Inurement

No part of the net earnings of corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3 - Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4 - Private Foundation Requirements and Restrictions

If in any taxable year in which the corporation becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation

- A. Shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code;
- B. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- C. Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- D. Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code;
- E. Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE X

Construction and Terms

- A. a) If there is a conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.
- B. If any of the provisions or provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
- C. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or any other founding document filed with an office of this state and used to establish the legal existence of this corporation.
- D. All references in these Bylaws to a section or section of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption of Bylaws

We, the undersigned, are all of the directors or incorporators of the corporation and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of preceding twenty four pages, as the Bylaws of this corporation.

**Dated:
October 20, 2013**

Names and Signatures of Directors:

/s/ Russell Stohr – President

/s/ Tim Spencer – Vice President

/s/ Jim Abeyta – Treasurer

/s/ Brent Souther – Secretary

/s/ Josephine Trujillo – Board Member

/s/ Gale McGee – Board Member