

DeWitt Youth Baseball/Softball Association
Association Bylaws

DYBSA BYLAWS

Article I - Organization

Section 1. Name. The name of this corporation shall be the Dewitt Youth Baseball / Softball Association. (Hereinafter referred to as DYBSA or the "Corporation"). DYBSA is organized on a directorship basis. The business, property and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Registered Address. The registered address of the Corporation shall be at a place selected by the Board of Directors as the affairs of the Corporation require.

Section 3. Registered Agent. The registered agent of the Corporation shall be the Treasurer elected by the Board of Directors.

Section 4. Non-Profit Status. This Corporation is organized as a State of Michigan non-profit corporation upon a non-stock membership basis not involving pecuniary gain or profit for any of its members or directors for a term of perpetual existence.

Section 5. Exempt Status. This Corporation is organized and shall be operated exclusively as an exempt organization under the provisions of section 501(c)(3) of the Internal Revenue Code of 1986 (IRC), as amended and as may be amended in the future, or the corresponding section of any future federal tax code

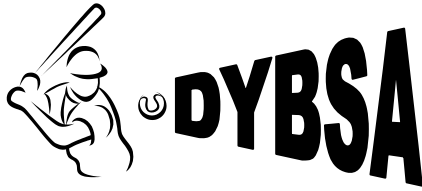
Section 6. Use of Funds. All funds and property of this Corporation shall be used and distributed exclusively for carrying out the purposes of the Corporation as set forth in the Articles of Incorporation and in Article II of these Bylaws. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons. However, the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future tax code or (2) by a corporation whose contributions are deductible under IRC 170(c)(2) or the corresponding section of any future federal tax code. In no event shall any of the funds or property of the Corporation be distributed to any of the members, directors, or used for any other purpose not permissible under IRC 501(c)(3).

Section 7. Fiscal Year. The fiscal year of the corporation shall begin December 1st and end on November 30 of the following year.

Section 8. Power to Borrow Money. The Corporation may borrow money and mortgage its property or issue a promissory note or bond for repayment with interest at the recommendation of the Treasurer and with the approval of two-thirds (2/3) of the Board of Directors.

Section 9. Financial Statements. The Treasurer shall, at least once each year, or at the request of the Board of Directors, prepare a true statement of the assets and liabilities of the Corporation for the preceding fiscal year. The statement shall be available to any member on their request.

Section 10. Dissolution. In the event of liquidation or on dissolution of the Corporation, or in the event that it shall cease to carry out any of its purposes, after paying or providing for the payment of all of the liabilities of the Corporation, the Corporation's assets shall be distributed by the directors (1) for one or more exempt purposes



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within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code, or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations that the court shall determine and that are organized and operated exclusively for such purposes. In no event shall any of the funds or property of the Corporation be distributed to any of the members, directors, or used for any other purpose not permissible under IRC 501(c)(3).

Article II - Purpose

Section 1. Purpose. DYBSA is a non-profit organization operating youth baseball / softball programs to further local, national, and international baseball competition, but primarily for the benefit of people in the DeWitt Michigan area. The purpose of the Corporation is set forth in Articles of Incorporation and includes the following:

1. To develop character, sportsmanship, and physical fitness among the youth of DeWitt.
2. To promote, encourage, and improve the standards of amateur baseball / softball.
3. To associate with other baseball / softball associations.
4. To conduct an amateur baseball / softball program consistent with the rules and regulations of the Pony baseball organization and with USA baseball.
5. To perform or participate in other activities that will aid in reaching these objections.

Article III - Membership

Section 1. Active Member. An active member is:

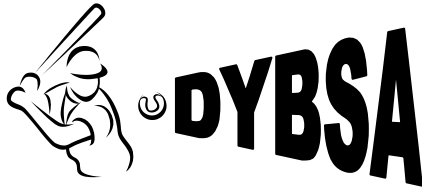
1. A parent, step-parent, or guardian who pays at least one dollar (\$1.00) toward the fee of any player participating in the youth baseball / softball programs operated by DYBSA
2. Any Board member, coach, assistant coach, or other interested person admitted, selected or appointed by the Board of Directors.
3. Funds contributed to DYBSA as part of a fund-raising activity do not entail the benefits of membership.

Section 2. Term of Membership. The term of membership is the fiscal year of the Corporation.

Section 3. Expulsion. An active member and or elected board member may be expelled, after due notice and an opportunity for hearing, for conduct detrimental to the Corporation, by the vote of two-thirds (2/3) of the Board of Directors. The Secretary or President shall provide at least ten (10) days notice to the member to be expelled and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. The person shall be offered an opportunity to be heard at that meeting and to present others to testify on his/her behalf, prior to any final disposition by the Board.

Section 4. Voting Rights. Each active member of at least 18 years of age and in attendance at the annual meeting, shall be entitled to one (1) vote per open position by secret ballot in the election of members to the Board of Directors - a maximum two (2) votes per open position per family.

Section 5. Right to Hold Office. Each active member at least 18 years of age is entitled to run or be admitted to a position on the Board of Directors under the procedures established by these Bylaws, and if elected, to run for or be appointed to any office of the Corporation. Any elected official must attend at least 75% of the called board meetings and 50% of the Corporation plan function / duties, (example: evaluations or field prep days.)



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Exceptions are limited to the following restrictions:

1. Individuals who are vendors or employees of vendors who receive payment from the Corporation for goods or services are precluded from serving they must disqualify themselves and abstain from voting on any issue from which they may benefit.
2. Individuals involved with the management of any priority ship or are employees of any business must disqualify themselves and abstain from voting on any issue from which they may benefit.

Section 6. Referenda. Upon request in writing of one quarter (1/4) of the membership, or upon its own initiative, the Board of Directors shall submit a question to the active members for a mail referendum vote.

Section 7. Activities Fund. Any person, association, partnership, corporation, or estate may establish or participate in an activities fund administered by the Board of Directors or its designee, to further the purposes of the Corporation. Participation in such a fund shall carry with it no voting rights or other privileges of membership.

Section 8. Annual Meeting. The Annual Meeting of the active members shall be held in the month of November at a place and time determined by the Board of Directors.

Section 9. Notice and Quorum.

1. At least fifteen (15) days prior to the Annual Meeting, written notice of the time and place shall be mailed or emailed to the last known address of each active member entitled to vote at the Annual Meeting and posted in locations frequented by the members. The notice of the Annual Meeting shall include the list of members elected by the Nominating Committee to run for positions on the Board of Directors and the text of any amendment to the Bylaws which will be presented for approval at Annual Meeting.
2. The active members present at the Annual Meeting shall constitute a quorum.

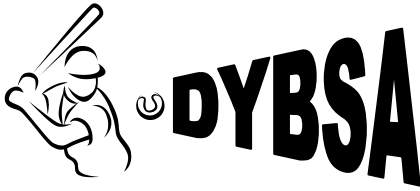
Section 10. Order of Business. The order of business at the Annual Meeting shall be to elect members to the Board of Directors.

Section 11. That the elections is for nominee's and the members of the sitting board that are not up for re-election make the final decision and can only over turn the nomination by a 2/3 vote. If a member is not present and their vote would decide the outcome, then the final decision would not be made until they can vote. One of the sitting members would have to call for a special discussion and vote among still sitting members regarding the nominee in question. The highest ranking official not up for reelection that is present will be in charge of the meeting and the vote.

Article IV - Board of Directors

Section 1. Board of Directors. The property and affairs of DYBSA shall be managed by a Board of Directors composed of not more than 11 Directors. The Board shall be comprised as follows:

1. The board shall have a maximum of 11 elected Directors and minimum of 9 elected Directors.
2. Six (6) Board position will be President, Vice-President, Treasurer, Secretary, and Promotional Director, Associate Treasurer and shall automatically serve as voting members of the Board by their appointment.
3. The Division Director(s) positions are filled by elected Board members, which should consist of a Director of baseball and Director of softball.
4. If any or all of the Division Director and Board director positions are filled, the remain 4 board position should be applied as 2 to softball and 2 to baseball in the position of sub director in each division.



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Section 2. *Election of Directors*

1. Directors shall be elected at the Annual Meeting to a term of two (2) years. A Director may succeed himself/herself for an indefinite number of terms.
2. When a Director position becomes vacant, due to resignation, expulsion or other reasons, the Board of Directors shall, upon recommendation of the Executive Committee, appoint a member to serve the remainder of the two (2) year term.
3. The number of Board positions open for election at any Annual Meeting shall be at least five (5) of the total number of elected Directors.
4. Members wishing to run for the Board of Directors must submit an official application to the Nomination Chairperson prior to the published deadline in order to be placed on the ballot.

Section 3. *Term of Office.*

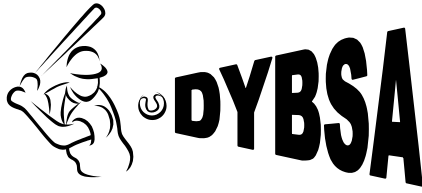
1. Directors elected at the Annual Meeting shall serve for two (2) years beginning the first meeting following election and expiring November 30th of the second (2nd) year.
2. Directors appointed by the Board of Directors to perform special functions serve only until the next Annual Meeting.
3. The December Board of Directors Meeting shall be a joint meeting with the outgoing Board voting on all business except the election of officers and the incoming Board voting only in the election of officers.

Section 4. *Duties of the Board of Directors.* The duties of the Board of Directors shall include, but not be limited to:

1. Elect the officers of the Corporation from within the Board of Directors.
2. Fill any vacancies which may occur in the Executive Committee or in the Board of Directors.
3. Manage the business, property and affairs of the Corporation.
4. Formulate the policies and determine the overall conduct and standards of the baseball / softball program which shall be administered by the officers.
5. Establish a budget and set fees for the baseball / softball programs.
6. Study for approval and proposals to amend or revise the Corporation's Bylaws or Rules and Regulations.
7. Review and act upon any temporary decision by the President.
8. Hear and rule on appeals.
9. Individually accept the responsibility of one (1) Committee or project and carry out that responsibility during each year of his/her term. Failure to do so shall constitute failure to discharge the duties of a Board member and will be grounds for expulsion.

Section 5. *Regular Meetings.* Meetings of the Board of Directors shall be open to all members of the Corporation for the first fifteen (15) minutes for the purpose of bringing items of concern to the attention of the board. Members may stay for the remainder of the meeting but will not be allowed to speak during the business session. The Board, during any regular or special meeting may, upon a vote of the majority of the Board members present, exclude all persons other than those serving on the Board, or whose presence is required by the Board from attending all or any portion of the meeting.

Section 6. *Special Meetings.* Special meetings of the Board of Directors may be called by the President or by at least five (5) members of the Board and / or any member with a petition containing 10 signatures from active members who have given written request to the President. The Secretary or President shall notify members of the Board of the date, time and place of the meeting at least five (5) days in advance.



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Section 7. Quorum. Five (5) members of the Board of Directors shall constitute a quorum provided that at least three (3) are members of the Executive Committee.

Section 8. Election of Officers. At the first regular or special meeting of the Board of Directors following the election of its new Board of Directors, the Board of Directors as then constituted shall elect its officers.

Section 9. Order of Business. The order of business for meetings of the Board of Directors shall be as follows:

1. Roll call of the Board of Directors.
2. Public comment.
3. Minutes of the previous meeting.
4. Treasurer's report.
5. Executive Committee reports.
6. Communications.
7. Standing Committee reports.
8. Other Committee reports.
9. Old business.
10. New business.
11. Adjournment.

Section 10. Order of Business. The order of business at the Annual Meeting shall be to elect members to the Board of Directors.

Article V - Officers and Administrators

Section 1. President. The duties of the President shall include, but no be limited to the following:

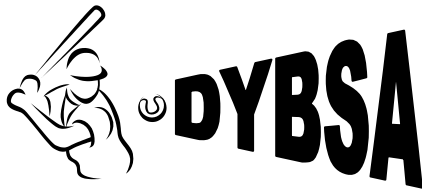
1. To preside at all regular or special meetings of the membership or the Board of Directors.
2. To call special meetings of the Corporation or the Board of Directors.
3. To make decisions on questions not provided for in the bylaws or Rules and Procedures until the next regular or special meetings of the Board of Directors.
4. To represent, or designate suitable representation for this Corporation at other baseball / softball meetings.
5. To appoint Chairpersons of the Standing Committee of the Corporation, subject to approval of the Board of Directors.
6. To recommend a Managing Director, subject to approval of the Board of Directors.
7. To serve as an ex-officio member of all Committees.
8. To chair the Disciplinary and Transfer Committees.
9. And, such other duties that may be specifically assigned by the Board of Directors.

Section 2. Vice President. The duties of the Vice President shall include, but not be limited to the following:

1. To assume the duties and powers of the President in his/her absence.
2. To chair the Field Maintenance and equipment Committee.
3. And, such other duties as may be assigned by the President or the Board of Directors.

Section 3. Secretary. The duties of the Secretary shall include, but not be limited to the following:

1. To record the attendance and minutes of all regular or special meetings of the Board or the membership.
2. To assume the responsibility for the Corporation's correspondence.



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3. To notify the membership of the Corporation of the date, time and location of the Annual Meeting or any special meeting.
4. To compile the Annual Report of the affairs of the Corporation, to be presented to the Board of Directors at the Annual Meeting.
5. To notify the members of the Board of all regular and special meetings of the Corporation.
6. To advise members of the Board, on a regular basis, regarding un-excused absence of members of the Board.
7. And, such other duties as may be specifically assigned by the Board of Directors.

Section 4. Treasurer. The duties of the Treasurer shall include, but not be limited to:

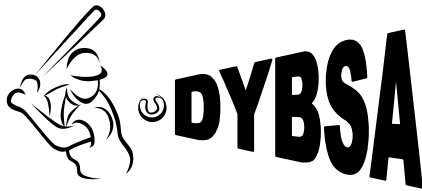
1. To receive and register all memberships of the Corporation.
2. To receive all funds due the Corporation and deposit them into a charter bank or banks. The Treasurer shall furnish a security bond as the Board of Directors shall deem necessary, the cost of which shall be paid by the Corporation.
3. To pay the rightful obligations of the Corporation, as approved by the Board of Directors.
4. To provide a regular monthly report and an annual report as to the financial condition of the Corporation.
5. To prepare and file any financial reports that may be required by state or federal regulations.
6. To keep and maintain ledgers and other books of account, which may be audited at the request of the Board of Directors.
7. And, such other duties as may be assigned by the Board of Directors.

Section 5. Managing Director. (If needed) The Managing Director shall be a member of the Board of Directors recommended by the President and approved by the Board of Directors. The duties of the Managing Director shall include, but not be limited to the following:

1. To appoint, subject to Board approval, persons for the positions of: Travel Director, Select Director, House Director, B-League Director and High School Club Director. And, if needed, DYBSA and Pony Registrar.
2. To act as manager of the baseball or softball program by supervising the Travel Director, Rec. Director.
3. To obtain sufficient field time for the baseball programs and to allocate budgeted for the Travel, Rec.
4. To supervise the registration of teams, coaches, and players with USA Hockey, MAHA, and Leagues.
5. To serve on the Transfer and Disciplinary Committees.
6. To monitor and oversee the Equipment Committee.
7. To assume the duties of any director, as necessary, with Board of Director approval.
8. And, such other duties as may be specifically assigned by the Board of Directors.
9. The Managing Director's position is a contracted and paid position, with voting rights, subject to Board of Director approval annually. The annual stipend will coincide with assigned job duties and responsibilities.

Section 6. Travel Director. The Travel Director shall be a member of the Board, appointed by the Managing Director and approved by the Board of Directors. The duties of the Travel Director shall include, but not be limited to the following:

1. To distribute the Travel Division's field hours, as budgeted, equitably among the Travel teams.
2. To maintain and finalize the Travel team player registrations.
3. To ensure the integrity of each team's Pony classification.
4. To serve on the Transfer and Disciplinary Committees.



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5. And, such other duties as may be specifically assigned by the Managing Director, the President, or the Board of Directors.

Section 7. *Rec. Director.* (If needed) The House Director shall be a member of the Board, appointed by the Managing Director and approved by the Board of Directors. The duties of the House Director shall include, but not be limited to the following:

1. To appoint, subject to the Board approval, a Coordinator for each division.
2. To assign the House program's field hours, as budgeted, equitably among the various divisions and their teams.
3. To recommend, subject to Board of Director approval, a coach for each team in each House division.
4. To assist the division coordinators and coaches in assessing each player's ability for the assignment and re-assignment of players to teams.
5. To direct the coordinators in establishing the division's league and playoff schedules.
6. To oversee scheduling of exhibition games against other corporations.
7. To serve on the Transfer and Disciplinary Committees.
8. And, such other duties as may be specifically assigned by the Managing Director, the President, or the Board of Directors.

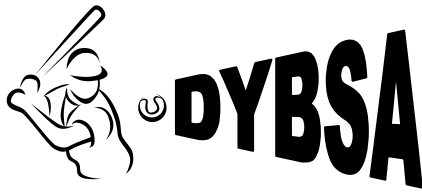
Article VI - Executive Committees & Standing Committees

Section 1. *Executive Committee Composition* The Executive Committee shall have seven (7) members and be composed of the President, Vice President, Secretary and Treasurer, the promotional director and 1 director from the baseball and softball Committees. In the event the President is elected to succeed himself, or the previous President declines to serve or is elected or appointed to another Executive Committee position, the Board may elect one of its members to serve on the Executive Committee.

Section 2. *Executive Committee Duties* The Executive Committee, under the direction of the President, shall prepare policies, programs, and budgets for discussion, revision, and approval by the Board of Directors.

Section 3. *Committees (as needed)* The Standing Committees for this Corporation shall be:

1. **Rules Committee.** The Rules Committee shall investigate, consider, and may recommend for adoption by the Board of Directors, supplemental playing rules and/or regulations not specifically provided for by DYBSA or USA Baseball. The Committee shall select one (1) member to be the liaison with the local Umpire Association. The Committee shall establish procedures to critique the referees working Corporation games and shall present the results to the Umpire Association in the interest of improving all umpiring.
2. **Publicity Committee.** The Publicity Committee shall promote the Corporation and its programs among the general public and keep the membership informed of the policies, issues, programs, and activities of the Corporation.
3. **Nominating Committee.** The Nominating Committee shall request candidates for membership on the Board of Directors and for the Officers of the Corporation. The nominees should be representative of all division and levels of play within the Corporation are possible. The Nominating Committee shall recommend a slate of officers at the Board of Directors meeting following the Annual Meeting.
4. **Equipment Committee.** The Equipment Committee will report to the Managing Director with authorization of the Board of Directors and shall maintain inventory of all hockey equipment and other supplies of the Corporation and distribute such equipment and supplies to the members of the Corporation as required supporting the Corporation's programs. The Equipment Committee will keep a suitable ledger of equipment out on loan and of monies due the Corporation for rental/use of equipment during off-season play. New equipment or supplies shall be purchased by this Committee. Prior Board of Director approval shall be required for purposes exceeding the budget approval by the Board of Directors.



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5. **Fund Raising Committee.** The Fund Raising Committee shall select, subject to Board of Director approval, the fund raising activities of the Corporation and supervise the participation of the membership in these activities. The Vice President shall be the Chairperson of the Fund Raising Committee.
6. **Uniform Committee.** The Jersey Committee shall be responsible for developing specifications and soliciting bids for jerseys. The committee shall make a recommendation to the Board of Directors as to vendors; quantity, quality and colors of jerseys and socks; and proposed contract agreement.
7. **Pictures Committee.** The Pictures Committee shall select, subject to Board of Directors approval, the vendor who will be responsible for taking the team pictures. The Committee will determine the scheduling of the teams, supervise the taking of pictures, and handle the distribution of all pictures. Arrangements must be made to have additional pictures of each team provided for the sponsor plaques and the yearbooks.
8. **Academic Award Committee.** The Academic Award Committee shall. Through an organized auditing system, honor students achieving honor roll academic status.
9. **Coaches Selection Committee.** The Coaches Selection Committee shall be created to interview and rate the candidates as an acceptable coach or non acceptable coach for each team at each division level. The committee will forward candidate qualifications to the Board of Directors for final approval of the coach candidates for each team, at each division. The Coaches Selection Committee will be comprised of individuals recommended by the President and approved by the Board of Directors.
10. **Budget Committee.** The Budget Committee will be responsible for the development of fiscal year budget to be adopted by the Board of Directors. The Treasurer will chair this Committee and Managing Director will server as a liaison to the Committee.

Section 4. Special Committees The President, or a majority vote of the Board of Directors, may establish ad-hoc committees for specific purposes as necessary. The Chairperson may be any active member of the Corporation and the Committee may meet as required for its purpose. A report on its membership and activities shall be submitted prior to the Annual Meeting. The Committee shall terminate at the completion of its assignment or at the next Annual Meeting.

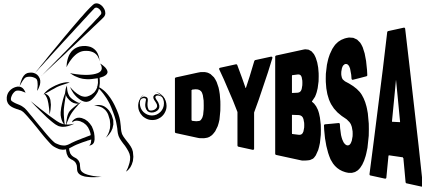
1. **Disciplinary Committee.** The Disciplinary Committee shall be created, as needed, to review and act upon all disputes regarding infractions of the DYBSA Rules and Regulations. The Committee shall consist of the Executive committee of the board whose jurisdiction the disputed activity occurred. Decisions of the Appeals Committee shall be final, subject only to review by the full Board of Directors at the next regular or special meeting.

Due process should be followed.

First offense: 1 game suspension
Second offense: 3 game suspension
Third offense: Season suspension
Forth offense: Life time

Depending on the Rules violation, a member's disciplinary action could forgo offense list above.

2. **Transfer Committee.** The Transfer Committee shall be created, as needed, to review and act upon requests for transfers between divisions under the Corporation's League Rules and from Corporation teams to outside teams under the appropriate DYBSA rules. The Committee shall consist of the President, Managing Director, and the Director or Directors whose players are involved. Decisions of the Committee shall be final; subject only to review by the full Board of Directors at the next regular or special meeting.



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Section 5. *Committee Chairperson.* Chairpersons for the Standing Committees shall be appointed annually by the President from those members of the Board who are not on the Executive Committee, except where noted otherwise.

Section 6. *Committee Members.* Each Chairperson shall select at his/her discretion at least two (2) members of the Corporation to serve on the Committee. Members may serve on more than one Committee or as an officer or administrator on a Committee.

Section 7. *Committee Meetings* Each Standing Committee is required to meet formally as needed prior to the Annual Meeting. A Committee member should be delegated to take attendance and minutes at any meeting of the Committee.

Section 8. *Annual Report* Prior to the Annual Meeting, each Committee Chairperson shall file a written report with the Secretary of the Corporation on the Committee's membership, activities, and recommendations. The Secretary shall make such reports available to any Corporation member at his/her request.

Article VII - Amendments to the Bylaws

Section 1. *Board of Directors.* The board of Directors may amend these Bylaws by presenting the amendment at a regular or special meeting and voting on the amendment at a subsequent regular or special meeting, or by including the actual proposed amendment with the written notice of the meeting and voting on the amendment at the regular or special meeting for which the notice was sent. The approval of two-thirds (2/3) of the membership of the Board is required to pass the amendment.

Section 2. *Annual Meeting.* These Bylaws may be amended at an Annual Meeting by including the amendment in the notice of the Annual Meeting and having the members vote on the amendment by secret ballot at the Annual Meeting. The approval of two-thirds (2/3) of the votes cast is required to pass the amendment.

Section 3. *Rules and Procedures.* These Bylaws shall supersede the Rules and Procedures for the Corporation.

END OF BYLAWS