

# **Madison Heights Youth Baseball Association Inc.**

## **2011 BY-LAWS**

### **ARTICLE 1- BOARD OF DIRECTORS**

#### **Section I.**

The affairs of the corporation shall be managed by a Board of Directors; sometimes referred to herein as the Board. The Board shall be elected at each annual fall meeting of the Corporation. Each member shall serve a one-year term. The Board will consist of two groups: 1) the Executive Board, and 2) the General Board. The Executive Board will have 11 members as follows: President, Executive Vice President, a Vice President of each operating league, Secretary, Treasurer, Player Agent, and Concession Chairperson. The General Board will consist of at-large members who do not hold any of the aforementioned executive offices. The out-going President shall become a General Board member for a one-year term.

#### **Section II.**

At least one month before each annual fall meeting of the Corporation, the President of the Corporation shall appoint a Nominating Committee of up to 5 members. After it's appointment, the Nominating Committee shall nominate candidates for the election of the Board members. Candidates for the Executive Board must be recorded one week prior to the annual fall meeting. In the event that a position on the Executive Board is vacant on the night of the annual meeting, nominations will be accepted from the floor. Nominations for the General Board will be accepted on the night of the annual fall meeting and are not subject to the one-week prior notice requirement. The Nominating Committee, prior to making such nominations, shall obtain the consent of each nominee for his or her name to be placed in the nomination.

#### **Section III.**

The Board shall meet for transaction of business at such time and places as it may designate from time to time.

#### **Section IV.**

Special meetings of the Board may be called by the President of the Corporation or by three members of the Board for anytime and place provided reasonable notice of such meetings shall be given to each member of the Board before the

time appointed for such meetings. Reasonable notice is defined as contact or attempted contact at home or work.

## Section V.

The Directors shall act only as a Board, and individual Directors shall have no power as such. A majority of the Directors for the time in office shall constitute a quorum for the transaction of business, but a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn same from time to time without notice until a quorum can be at hand. The act of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise provided by law, or these By-Laws.

## Section VI.

At all meetings of the Board of Directors, the President, or in his absence Executive Vice President or in the absence of both; a Vice President or Chairman chosen by the Directors present, shall preside

## Section VII.

The term of office any Director or Officer may be terminated by his or her ceasing to be a member of the Corporation, or by majority vote of the Board if attendance or participation of that Officer or Director is found not to be in support of the Association, i.e., missing two or more consecutive meetings, and a total of three, without a valid reason. Reason for absence should be given to the President or Secretary.

## Section VIII.

Whenever a vacancy in the membership of the Board or in an Officers position shall occur, the remaining members of the Board shall have the power by a majority vote, to select a member or associate member of the Corporation to serve the unexpired term of the vacancy.

## Section IX.

The Board of Directors shall have the power to employ, fix the compensation of and discharge all employees of the corporation and to prescribe their duties, select the depository or depositories for the funds of the Corporation, provide for an annual audit or review by the Treasurer, President, and two Board members selected by the Board of Directors, whichever is deemed proper by the Board of Directors, and generally control the affairs of the Corporation.

## Section X.

The Board shall promulgate rules and regulations governing participation in the activities of and/or use of the facilities of the Corporation by the membership and others, which rules and regulations shall be binding upon the participants and users. The Board shall have the authority to suspend, revoke, or terminate the privileges of any member or other person authorized by such rules and regulations to participate in such activities or to use such facilities.

## Section XI.

The fiscal year for operation of The Board of Directors shall end on December 31st of the current year.

# ARTICLE II- OFFICERS

## Section I.

The membership shall annually elect, during the month of September or October, at the designated annual membership meeting, the following officers: a President, Executive Vice President, a Vice President for each operating league, a Secretary, a Treasurer, Player Agent, and a Concession Chairperson. Said officers shall hold their respective offices until their successors are elected and qualify.

## Section II.

The Board of Directors shall fill, as soon as practicable, after the same occur, all vacancies occurring among the officers.

## Section III.

No Person shall be eligible for election as an officer of the Corporation or at-large General Board Member unless he or she is an adult (18 years of age by the date of the annual meeting).

## Section IV.

The President shall preside at all meetings of the Board of Directors and the membership, shall see that all orders and resolutions of the Board of Directors are carried out, execute all conveyances, notes, bonds, obligations, contracts, and agreements authorized by the Board of Directors, shall have general supervision over the affairs of the Corporation as the Chief Executive Officer and

generally shall perform all of the duties which are customarily performed by the President of a Corporation and such as he/she may be directed to perform by the Board of Directors. In the absence of the President, the Executive Vice President shall exercise all powers of the President. The Executive Vice President shall also act as an assistant to the President and perform such duties as they may be directed to perform either by the President or by the Board of Directors.

## Section V.

The Secretary shall keep accurate minutes of all meetings of the membership and of the Board of Directors. He or she shall have charge of all books, records, and papers of the Corporation, except such as belong to the Treasurer, shall attend to the correspondence of the Corporation, maintain a permanent record of its membership and shall perform all duties as the President and the Board of Directors may from time to time prescribe. In the absence of the Secretary, a Secretary pro-term may be appointed to perform his/her duties.

## Section VI.

The Treasurer shall keep accurate books and records of the financial condition and affairs of the Corporation and make reports thereof to the Board of Directors or to such others as the Board of Directors may direct. He/she shall have custody of the funds, securities, and valuable papers of the Corporation, shall submit to the Board of Directors a financial statement of the conditions of the Corporation as to the last day of the preceding year, shall prepare or cause to be prepared such tax returns as the Corporation may be required to file and shall perform all other duties which are usually performed by a Treasurer and such other duties as the Board of Directors may from time to time direct.

## Section VII.

The Board of Directors may combine any two offices and when so combined such officer shall perform all duties heretofore prescribed for said offices.

## Section VIII.

In the absence of any officer, the Board of Directors may delegate his/her powers to any Officer and may appoint an assistant to such Officer who shall perform his/her duties in his/her absence.

## Section IX.

The President shall have the authority to expend funds up to \$500.00 on a petty cash basis. Expenditures in the excess of the approved budget will require the approval of the Board of Directors.

## ARTICLE III- EXECUTIVE COMMITTEE

### Section I.

An Executive Committee shall be established to act on behalf of the Corporation in the conduct of daily affairs of the Corporation. It shall not, however, expend funds in excess of the approved budget, without approval by the Board of Directors. The Committee shall be composed of the President, Executive Vice President, Vice Presidents of each operating league, Secretary, Treasurer, Player Agent, and Concession Chairperson.

### Section II.

The Executive Committee will study, generate, and present the annual budget to be approved by the Board. The budget will be presented not later than ninety days after the designated annual membership meeting.

### Section III.

The Executive Committee shall have the power to decide how many At-Large General Board Members will serve; their minimum number being ten.

## ARTICLE IV- MEMBERSHIPS

### Section I.

The following shall be members of the Corporation: elected officers, directors, managers, coaches, parents and guardians, or other adults having legal custody of the youth who participated in the activities of the Corporation in the current year. Additional members must be nominated by a member of the Board of Directors at a regular meeting with the majority approval Directors present.

### Section II.

A member shall have no vested rights, interest, or privilege of, in or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue after his or her membership ceases, or while he or she is not in good standing.

### Section III.

The Corporation shall not be liable or responsible for the destruction or the loss of or damage to the property of any member or the guest of any member, visitor, or other person.

### Section IV.

Memberships are not transferable. No membership may be sold, assigned, or transferred, voluntarily, or by will or by operation of law.

### Section V.

Only full and regular members as defined in Section I above shall have voting rights in the Corporation.

### Section VI.

A member shall cease to be held in good standing when his or her continued support of the activities of the Corporation ceases; when the member's conduct and behavior are detrimental to the aims and purposes of the Corporation; or when he or she fails to abide by the rules and regulations of the Corporation. Final decisions to determine good standing shall be made by the Board, a 2/3 majority concurring. Any member whose good standing is questionable shall have the right and privilege to appear before the Board in defense of the said good standing.

## ARTICLE V- MEETINGS OF THE MEMBERS

### Section I.

There shall be an annual meeting of the full and regular members of the Corporation at such time and place, as the Board of Directors shall designate during the month of September or October of each year.

### Section II.

A notice of any meetings of the membership, stating the time and place thereof, shall be published in the local newspaper at least two days prior to the meeting. The notice need not state the purpose of the meeting. Also, an attempt will be made to have it announced on the radio and TV stations.

### Section III.

Every full and regular member may cast one vote, in person, for each issue or in each election voted upon by the membership.

### Section IV.

At any meeting of the voting membership, a quorum shall consist of a simple majority of those members on record. If a quorum is not present at the time of the designated annual meeting, said meeting shall be postponed seven days, if contested, at which time those members present shall constitute a quorum.

## ARTICLE VI- AMENDMENTS TO THE BY-LAWS

### Section I.

These by-laws may be amended by the affirmative vote of 2/3 of the Board of Directors.