

# Mason County Youth Baseball Association



## By-Laws

### Article I Name and Term

The name of this association shall be the Mason County Youth Baseball Association (MCYBA), and its duration shall be perpetual. It shall be a non-profit corporation and is tax exempt in accordance with Section 501 C (3) of the Internal Revenue Code.

### Article II Offices

A. **Principal Office:** The principal office of the MCYBA shall be in the state of Washington, County of Mason, City of Shelton.

B. **Registered Office:** The registered office of the MCYBA shall be maintained in the State of Washington and may be, but need not be, identical with the principal offices. The address of the registered office may be changed by resolution of the Board of Officers.

### Article III Amendments

These By-Laws may be amended by resolution at any time by affirmative vote of at least two thirds of the Board of Officers present at a meeting of said Board where notice of the proposed amendment(s) is provided in writing at least five days in advance thereof.

### Article IV

## Purposes

The purpose of the MCYBA shall be "to help local youth become better citizens by teaching teamwork, fair play and good sportsmanship."

## Article V Powers

A. **General Powers:** MCYBA shall have all the powers granted by State of Washington law, as governed by RCW's Chapter 24.03. It shall also have the power to undertake, either alone or in cooperation with others, any lawful activity, which may be necessary or desirable for the furtherance of any or all purposes for which MCYBA is organized.

B. **Investment Powers:** MCYBA may invest both assets and services secured and provided by MCYBA resulting in development, as program related investments. Any return from such investment shall be used by MCYBA for (1) ongoing operational funding or (2) reinvestment in additional development projects. No portion of the returns will benefit any member, director, officer or staff member of MCYBA.

## Article VI Membership

Membership shall be open to all interested parties. There shall be two types of members in MCYBA: (1) Officers and (2) Other Members (Managers, Coaches, Committee Members).

## Article VII Meetings

A. **Annual Meeting:** The Annual Meeting shall be held during the second week of September. The election of officers shall be held during the Annual Meeting and other such business as the membership brings to the meeting. The Annual Meeting shall also be open to the public and the public shall have voting rights in the election of new Board Members. If the Annual Meeting does not take place during September, the current officers shall hold over until their succession has been elected.

B. **Regular Meeting:** The Regular Meetings are for the transaction of ordinary business and shall be held not less than monthly, at the date, time and place announced by the President. Quarterly (September, December, March, May) Meetings will be opened to the public otherwise they are closed to the Board of Officers. Concerns or issues that the general public would like the Board of Officers to discuss during the closed meeting **MUST** be emailed to the President prior to the meeting.

C. **Special Meeting:** A Special Meeting may be held at any time upon the call of the President, by majority vote of the officers or by petition of not less than 25% of the other members. The

Secretary shall notify officers and other members in good standing of the date, place, time and purpose of any special meeting. No business other than the purpose for which the special meeting was called shall be discussed or acted upon.

D. **Quorum**: Five officers shall constitute a quorum for any meeting.

## **Article VIII**

### **Officers**

A. **Numbers of Officers**: MCYBA shall have as its officers a President, Vice President, Secretary, Treasurer, Equipment Manager, Player Agent, and Scheduler. Each officer shall serve a term of two years. The officers shall be elected at the Annual meeting. All officers are voting members (exception President may ONLY vote if there is not a quorum (5) present or is needed for a tiebreaker) of MCYBA. All officers term of office begins October 1st and ends September 30th. All Board Member Positions shall be staggered to keep consistency on the Board, as to never have all new members and keeping the 2 account holders (President and Treasurer) on opposite terms.

***Even years: nomination of Scheduler, Equipment Manager, Vice President and Treasurer. Odd Years : nomination of President, Player Agent and Secretary.***

B. **Election of Officers**: Officers shall be elected at the Annual Meeting. Every member of MCYBA shall have one vote for each available officer position. Nominations to the ballot slate shall be made either by (1) petition submitted at previous meeting and/or (2) from the floor at the Annual Meeting. Ballots shall be available by the Secretary at the Annual Meeting. Nominees shall be elected by plurality vote.

C. **Vacancies**: Any officer may resign at any time by giving written notice to the President or Vice President. Any vacancy occurring due to death, resignation, refusal to serve, inability to serve as determined by the officers or any other reason shall be filled by election at the next regular meeting or special meeting called for that purpose. Those elected shall serve the remainder of the term vacancy. Two consecutive unexcused absences from regular meeting shall render the position vacant by the Officer and an election shall take place at the next regular meeting or special meeting called for that purpose, to fill the vacancy. An unexcused absence is acquired when no notification of absence is given to the President or Vice President.

D. **Removal of Directors/Board Members**: Reference RCW 24.03.103 Lines 1,2 and 3

E. **Compensation**: Officers shall receive player's fees for their services and may be authorized reasonable reimbursement of expenses (approved by the board) incurred in the performance of their duties. Nothing herein shall preclude any officer from serving MCYBA in any capacity and receiving compensation from such service.

## **Article IX**

### **Duties of Officers**

A. **Duties of the President:** The President shall oversee Chief Executive duties over MCYBA. The President shall preside at the meetings, the President may sign all checks (all checks over \$250.00 need Board of Officers approval) and documents pertaining to MCYBA for which the President's signature is necessary or desirable. The President shall have the right to limit speaking time of members or guests at any meeting. The President shall have the authority to speak on behalf of MCYBA with groups and individuals outside MCYBA. The President is responsible for making sure all background checks are completed on Board Members, Managers, Coaches, Assistant Coaches and any other volunteers, prior to the first scheduled practice.

B. **Duties of the Vice President:** The Vice President shall assume the duties and powers of the President in the President's absence. The Vice President shall handle any and all complaints or grievances due to Umpires. The Vice President shall ensure tasks/duties of other officers are completed. The Vice President shall be a member of the "ex officio" of all regular and special committees.

C. **Duties of Secretary:** The Secretary shall keep and preserve a full and correct record of the proceedings for MCYBA at all meetings, and shall have custody of all the official books and papers of MCYBA except the Treasurer's books of accounts. All applications for membership and officer positions shall be made to the Secretary. The Secretary may sign documents necessary for MCYBA and shall perform such other duties as the President or officers may direct. : It shall be the responsibility of the Secretary to commune with the Board of Officers all meeting information (i.e. dates, times, reminders). All technological avenues used will be updated and maintained (i.e. Facebook, Web page) by the Secretary or with the assistance from other board officers. The Secretary will distribute information to schools in hardcopy and/or technological form for registration.

D. **Duties of Treasurer:** The Treasurer shall maintain and account for all funds of the MCYBA and shall place such funds in such bank or banks as per direction of Officers. The Treasurer may sign checks for MCYBA (all checks over \$250.00 need Board of Officers approval). The Treasurer shall provide a financial report and summary (of all financial activity from previous month) at all regular meetings of MCYBA. The Treasurer shall ensure IRS form 990 is completed by May 17th following the close of the year. The Treasurer shall also distribute sponsorship information to local business' and follow up with them. The Treasurer will correspond with parents to acquire any registration fees due, or past due, for players.

E. **Duties of Equipment Manager:** The Equipment Manager shall be responsible for the procurement, repair, issue, receipt, storage and disposal of MCYBA equipment and uniforms. The Equipment Manager will assist the Player Agent with the coordination of tryouts. The Equipment Manager will assemble special committee members to care for fields as necessary for field usage.

F. **Duties of Player Agent:** The Player Agent shall organize and attend player registration, tryouts, (working with Equipment Manager) and draft. The Player Agent shall submit rosters in official format to the President, with the intent and purpose of submitting them online. The Player Agent shall be contacted for trades between teams (trades must be done within 48 hours of

draft). The Player Agent MUST approve all trades. The Player Agent is also responsible for a player reserve list. Any communication with the parents, players, managers, and coaches will be conducted by the Player Agent.

G. **Duties of Scheduler:** The Scheduler shall be responsible for all practice and game schedules. All games shall be rescheduled with the Scheduler. It is the responsibility of the Managers to contact the Scheduler to reschedule games. The Scheduler will be expected to attend any pertinent meetings as set forth by Pony Baseball. The Scheduler shall research available area tournaments and make a list available to each league Manager. The Scheduler shall put together league tournaments for MCYBA leagues as well as other Pony districts. The Scheduler, with the assistance of the President, Vice President and any other Officer, will be in charge of structure and recruitment of area teams for play.

H. ***Any Organizational duties not assigned in above detail shall be delegated by President or Vice President.***

## **Article X Other Members**

A. **Team Managers/Coaches:** MCYBA shall consist of Team Managers of all teams and may consist of up to two (2) Assistant Coaches for each team competing in MCYBA regular season. The Board of Officers shall elect Team Managers every year. Team Managers may choose one Assistant Coach before draft. The second Assistant Coach will be picked after player drafts are finalized. Team Managers and Assistant Coaches do not have voting rights at regular meetings, but do have voting rights in the election of officers at the Annual Meeting or Special Meeting called for that purpose.

- Managers and Coaches are required the following qualifications before being allowed on the field:
  - Background check
  - Concussion Certification
  - Coaches training provided by MCYBA
- Upon selection managers and coaches will be determined based on fact finding of a background check done by the President of the league. As a requirement for insurance purposes said applicant must have a background check completed. Said applicant cannot fall under any of the following criteria to be considered for manager/coach position:
  1. No DV or crimes against children EVER
  2. No DUI, drug convictions, or misdemeanor assaults in the last 2 years.

***If a DUI, drug conviction, or misdemeanor assault within the last 5 years has occurred the Board will consider the applicant on a case by case basis.***

B. **Election of Managers/Coaches:** Persons shall make application as Team Manager/Assistant Coach to the President. Once the applicants pass the background check, the Board of Officers will review each application. The Board of Officers will have final vote on all Team Managers and Coaches. If two or more applications are received for a particular position, the Board of Officers will vote and the applicant will be recommended by plurality vote.

C. **Compensation:** Managers/Assistant Coaches shall receive no compensation for their  
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D. services, but may be authorized reasonable reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude any Manager/Assistant Coach from serving MCYBA in any other capacity and receiving compensation for such service.

## **Article XI**

### **Duties of Other Members**

A. **Team Managers:** Team Managers shall be responsible for the administration and conduct of baseball teams. The Team Manager shall draft players. Team Managers shall be in charge of and responsible for all team functions, players, and coaches conduct and game administration. In the Team Manager's absence, the Team Manager may delegate their duties to the Assistant Coach B.. **Assistant Coaches:** Assistant Coaches shall assist Team Managers in the administration and conduct of baseball games. Assistant Coaches may serve on standing committees and perform other duties as prescribed by the President or the Team Manager.

## **Article XII**

### **Committee**

MCYBA shall have committees such as, but not limited to, (1) Audit, (2) Fundraising, (3) Protest, (4) Publicity, (5) Payment/Registration/Scholarship, (6) Tournament Committees and (7) Fastpitch Liaison. Committee members shall report at each open regular meeting or special meeting called for that purpose. Committee members shall be appointed by the President with the approval of the Board of Officers. Committees need not be limited in membership to MCYBA members, allowing representatives from other relevant areas of the community ,if appropriate. Committee members do not have voting rights at regular or special meetings, but do have voting right at the Annual Meeting to elect new Board Members.

## **Article XIII**

### **Committee Duties**

A. **Fastpitch Liaison:** Fastpitch is governed by Thurston County Fastpitch Association (TCFA). The Fastpitch Liaison shall serve as a liaison between MCYBA and TCFA. The Fastpitch Liaison shall organize sign-ups and will work with the MCYBA & MCRA schedulers to insure accuracy for all field usage. The Fastpitch Liaison is not required to attend MCYBA meetings unless fastpitch issues develop.

B. **Duties of Fundraising Committee:** The Fundraising Committee will be responsible for seeking prospective options for fundraising and presenting them to the Board of Officers. Once approved the Fundraising Committee will implement and oversee all fundraising efforts. The fundraising Committee will also maintain all association with the concessions and reports all accounting to the treasurer.

## **Article XIV**

### **Corporate Seal**

MCYBA shall have no corporate seal.

## **Article XV Indemnification**

A. MCYBA may indemnify any current or former officer, their heirs or assigns, for any and all judgments, settlement amounts, attorneys fees and litigation expenses incurred by them by reason of their having been made party to indemnification must be reported at the next annual

meeting. The provisions of this section to any cause of action arising prior to the adoption of these By Laws also. The rights of Indemnification set forth herein are not exclusive.

B. An officer is not entitled to indemnification if the cause of action is brought by MCYBA itself against the officer, or if its determined in judgment that the officer was derelict in the performance of their duties, or had reason to believe their action was unlawful.

C. No director, trustee, or any uncompensated officer of the corporation shall be personally liable to the corporation or its members for monetary damages for conduct as director, trustee, or an uncompensated officer for any act of omission occurring prior to the date when this article becomes effective and for any act of omission for Corporation Act. Any director, trustee, or uncompensated officer shall be entitled to indemnification for any expenses or liability in his or her capacity as director, trustee, or an uncompensated officer provided by the Washington Nonprofit Corporation Act.

Approved:

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President

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Vice President

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Secretary