

DENTON BOYS BASEBALL, INC.

## CONSTITUTION AND BYLAWS

### **Constitution**

#### **Article I-Name**

The League shall be known as: Denton Boys' Baseball, Inc. hereinafter referred to as the "League" a non-profit corporation.

#### **Article II-Statement of Policy**

Section 1-It shall be the policy of the League so to conduct its activities that the physical and moral welfare of the young people for whose benefit it is organized shall remain paramount and all matters of policy shall be determined on that basis.

Section 2-No person who is a member of or who is employed by or who is in any way connected with the League shall receive any personal financial benefit therefore beyond the reasonable value of the services in carrying out the purpose for which the League has been organized.

Section 3-In order to secure suitable and adequate financial backing to carry out the purpose of the League, it shall be the policy of the League to permit only such sponsorship as is consistent with the purpose for which the League is organized and to select sponsors who are interested in the League solely or principally as a means of contributing to the welfare of young people.

Section 4-It shall be the policy of the League to prohibit any direct advertising of alcoholic beverages or tobacco products in connection with the League or any of its programs.

#### **Article III-Purpose**

Section 1-The purpose of the League shall be to organize and supervise the playing of baseball softball under specialized rules and regulations, to secure suitable and adequate financial backing for these purposes, and to own, lease or otherwise provide suitable playing facilities and equipment for these purposes.

#### **Article IV-League Membership**

Section 1-Volunteers, adult leaders, parents or guardians of players, team sponsors and other contributors, managers, coaches and other interested adults shall be eligible for membership. The League may wish to more specifically define those who are eligible for membership in the League organization, and thus have the right to vote at annual meetings. Membership may include parents of any child registered in or through the League (Recreational or Select), managers, coaches, volunteers, and sponsors of teams in the League, all elected officers, and Board Members.

#### **Article V-Government**

Section 1-The government of the League shall be under the direct supervision of the Executive Board, the League Officers, and the Board Members.

Section 2-The Executive Board will consist of the President, Vice President, and Head of Commissioners. The Executive Board shall be nominated and voted on by the general membership, including the Board Members, of the League.

Section 3-The League Officers will consist of the Secretary and Treasurer. The League Officers shall be nominated and voted on by the Board Members.

Section 4-The Board Members will consist of the Executive Board, League Officers, Commissioners, Advisors, and Committee Chairs. All Board Members (except the Executive Board) will be nominated and voted on by the existing Board Members.

Section 4-All rules governing the playing of baseball, the legality of players, and related circumstances shall be in accordance with the Exceptions and General Rules with such modifications adopted by the Board Members of the League.

#### **Article VI-Board Members**

Section 1-In recognition of the general powers of the Board Members exercised by virtue of their office, they shall have the power:

--to purchase or otherwise acquire for the League any property, right or privilege which the League is authorized to acquire by the League membership, at such price or consideration and upon such terms as the Board Members may deem expedient;

--to appoint or remove or suspend subordinate Board Members, Advisors, Committee Chairs, and League employees or volunteers and to determine their duties and fix their salaries;

--to determine who shall be authorized, on behalf of the League, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments;

--to delegate any of the powers of the Board Members to any standing committee, special committee or any officer or agent of the League, with any powers as the Board Members may see fit to grant and to generally do all such lawful acts and take actions as may be necessary and proper.

#### **Article VII-Bylaws**

Section 1-Any Bylaws, not consistent with this Constitution, embodying additional provisions for the government of the League, shall be adopted and may be amended by the membership of the League.

#### **Article IX-Amendments**

Section 1-This Constitution may be amended only by a majority vote of the League membership at an annual meeting of the League membership, or a special meeting of the League membership called for that purpose.

### **BYLAWS**

#### **Article I – OFFICES**

Section 1 – The principle office of the League in the State of Texas shall be located in the City of Denton, County of Denton. The League may have such other offices, either within or without the State of Texas, as the Board Members may determine or as the affairs of the League may require from time to time.

## **Article II -Meetings And Voting**

Section 1 -The membership of the League shall hold an annual meeting at such place and time as shall be determined by the Board Members. The meeting must be held no later than the fourth Thursday in September. Notice of time and place of such annual meeting shall be made known to the membership of the League through current and common methods of communication not less than 10 days prior to the date of the meeting.

Section 2-Special meetings of the League membership may be called by the President, or by majority vote of the Board Members, or upon written request to the Secretary by not less than ten percent of the membership (of the previous season roster) of the League. Notice of time and place of special meetings of the League membership shall be made known to the membership of the League not less than five days prior to the date of the meeting.

Section 3-At each annual or special meeting of the League, every eligible member present shall be entitled to vote. There shall be no proxy voting. A majority of those present and eligible to vote shall be required for election and questions brought to a vote.

Section 4 – The Board Members shall meet for a general Board Members meeting once a month to facilitate business for the League. A majority of the Board Members shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Members are present at said meeting, the Board will not be empowered to vote on any issues or motions.

## **Article III -Election Of Executive Board Members**

Section 1 -At the general Board Members meeting just prior to the annual meeting, nominations for the Executive Board Positions shall be presented. These nominations could include keeping certain or all current Executive Board Members in their current positions, if in good standing with the League. Nominations of individuals for Executive Board positions must have at least one (1) year experience as a Board Member.

Section 2 -The term of office for all Executive Board Members shall be two years beginning the day following the annual meeting.

Section 3 –The Executive Board Members are not required to be reelected at the annual meeting provided they are in good standing with the League and no one else has been nominated for their current positions.

Section 4-In the event of the death, resignation, or inability to perform the duties of position for any reason, of any Executive Board Member, the Board Members, by majority vote of the entire board, shall be empowered to select a replacement for such Executive Board Member, who shall serve until the following annual meeting.

## **Article IV -Board Members**

Section 1-The Members shall have the authority to suspend, discharge or otherwise discipline any League member, manager, coach, player, league official, umpire or other person whose conduct is considered detrimental to the best interests of the League.

Section 2 -Any adult (persons 18 years of age or older) who is suspended, removed or otherwise disciplined by the Board Members shall have the right to appeal such action before a majority of the members of the Board Members at a regular or special meeting called for that purpose.

Section 3-The President shall, upon evidence of violation of the code of conduct, by any coach or any player, notify the appropriate age division Commissioner(s). If violation involved a coach, the coach would appear before the Executive Board and appropriate League Commissioner(s), within 48 hours of the act, for consideration of appropriate action. If violation involved a player, the manager/coach of the team of which the player is a member shall also appear with the player before the Executive Board and appropriate League Commissioner(s), within 48 hours of the act, for consideration of appropriate action. The player's parents or guardian shall be advised of and invited to attend such meeting if the player is less than 18 years of age.

Section 4 -Any board member that misses four meetings, within a fiscal year, without cause may be asked to resign by the Executive Board.

#### **Article V -Duties Of Executive Board Members & League Officers**

Section 1 -The President shall preside at all meetings of the League membership and at all meetings of the Board Members; shall serve as the Chief Executive Officer of the League; shall be an ex-officio member of all standing and special committees and shall perform such other duties as are normally associated with the office of President.

Section 2-The Vice President shall perform such duties as may be assigned by the President; shall otherwise assist the President in the performance of the President's duties and shall preside at meetings in the absence of the President.

Section 3-The Head of Commissioners shall perform such duties as may be assigned by the President; shall otherwise assist the President to assure proper functioning of the League and Board Members; shall preside at meetings in the absence of the President and Vice President.

Section 4-The Treasurer shall keep an accurate account of all funds received and disbursed for the League; shall submit a financial report at all regular meetings and at such other times as may be requested by the President; shall compile an annual report of League finances; shall provide the books of the League and such other documentation as requested for the annual audit.

Section 5-The Secretary shall have custody of the Constitution and Bylaws, and all other records of the League; shall keep an accurate record of the meetings and other activities of the League and of the Board Members; shall be responsible for all correspondence on behalf of the League and shall transmit all records and correspondence to any person elected or hired by the Board to succeed him or her in that office.

#### **Article VI - Commissioners**

Section 1- Commissioners shall be assigned to each age group/division (including Select) to give the appropriate amount of attention needed to assure a successful season. These Commissioners will be Board Members appointed by the Head of Commissioners. The number of Commissioners per age group/division depends on the number of teams formed. These Commissioners will not be assigned an age group/division for which they are currently a coach in.

## **Article VII - Standing Committees**

Section 1-The Board Members may form certain committees as see fit to help with specific projects, portions, or functionality of the League. These committees may include but not be limited to: Coach Selection, Finance, Field, Equipment, Awards, All Stars, Umpiring, Uniforms, Discipline, Special Events, Tournament, Select Team, Bylaws/Constitution, Scheduling, Playing Rules, Sponsors, etc. A committee must be chaired by an approved Board Member, formed by a proper vote of the Board Members, and formed for a specific purpose.

## **Article VIII -Financial Policy**

Section 1 -The Board Members shall decide all matters pertaining to the finances of the League, bearing the responsibility to conduct the financial affairs of the League in a sound business-like manner.

Section 2-To equalize the benefits of the League for all participating teams, solicitation of funds shall be for the treasury of the League and contributions to individuals or teams shall not be permitted.

Section 3-The Board Members shall institute policy relative to the preparation and acceptance of an annual budget, and periodic and annual presentation of financial reports, and an annual audit of the books of the League.

Section 4- The fiscal year of the League shall begin on the first day of August and end on the last day of July each year.

Section 5- All expenditures in excess of \$500.00 must be approved by a majority vote of the Board Members at a regularly called meeting, or a specially called meeting for that purpose.

## **Article IX– Booster Club**

Section 1 –A Booster Club may be formed for the purpose of assisting the Board Members in fund-raising activity, concession stand operation, and other activities as suggested by the Board Members.

Section 2-All activities of the Booster Club are subject to the approval of the Board Members.

Section 3-The President of the Booster Club shall become a Board Member of the League upon election or appointment.

## **Article X -Roberts Rules**

Section 1 -The rules contained in the most current edition of "Roberts Rules of Order" shall govern League meetings and meetings of the Board Members and League Committees in all cases in which they are applicable and not inconsistent with these Bylaws and any special rules of order the League shall adopt.

## **Article XI -Amendments**

Section 1 -These Bylaws may be amended by majority vote of the League membership at the annual meeting or a special meeting called for that purpose provided notification for special meetings for this purpose provided to the membership at least 10 days in advance of the date of such meeting