

**Constitution and Bylaws
Downers Grove Youth Baseball
Revised August 31, 2004**

Article I - ORGANIZATION

Section 1 - NAME

This organization shall be known as Downers Grove Youth Baseball, Incorporated (DGYB).

Section 2 - STRUCTURE

DGYB shall be composed of functionally independent baseball programs of varying age groups that shall be known as Leagues. Each League, upon joining DGYB, agrees to function under the Articles of this Constitution and to a common funding for all programs in order to enhance each program for the common good of all.

Section 3 - DGYB BOARD OF DIRECTORS

The management of the property and affairs of DGYB shall be vested in the DGYB Board of Directors (Board) who may adopt such rules and regulations to discharge this responsibility, as it may deem proper.

The Board shall be composed of the DGYB Executive Committee, the League President or Director (or his authorized representative) from each League active during the current fiscal year and the Standing Committee Chairpersons.

Section 4 - AIMS AND PURPOSES

The primary objective of DGYB shall be to impart good sportsmanship, honesty, courage and respect for authority as a way of life to all players, League officials, managers, coaches and all other regular participants in the various programs affiliated with DGYB. It shall be the policy of DGYB that the needs of the players come first; that winning without regard to the welfare of the players is unacceptable and subject for immediate action by the respective League and/or the Board.

The purpose of DGYB shall be to provide oversight and coordination of the common League operations such as procurement of the equipment, scheduling of field usage, lights, pictures, insurance, registration, fund raising, etc. Further, DGYB shall collect and maintain all such funds in a common treasury and distribute the funds necessary to operate each League. Individual Leagues may not maintain a separate funding operation except as authorized by the Board.

Section 5 - AUTHORITY

DGYB shall not be responsible for any statement or document of any officer, director or league official except as issued under the authority of the Board and/or a general membership meeting.

Section 6 - FISCAL YEAR

The fiscal year of DGYB shall commence on October 1 and conclude on September 30 of the following year.

ARTICLE II - MEMBERSHIP

Section 1 - ELIGIBILITY

Membership in DGYB is open to any person who meets the requirements as established by Section 2 of this Article and is sincerely interested in the Aims and Purposes of DGYB.

Section 2 - CATEGORIES OF MEMBERSHIP

There are three categories of membership established for participation in DGYB:

- Player Participation: Any person meeting the age and residence requirements as per the guidelines documented in Appendix A.

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- **Voting Member:** Any person, excluding participating players, who is actively participating in any facet of DGYB's program as denoted in Appendix B is eligible to vote at the annual and special membership meetings. The Board and the Leagues must document voting members by May 1 of each year.
- **Non-Voting Member:** Any parent or guardian of participating players who cannot actively participate in DGYB's program shall be considered a non-voting member of DGYB.

Sections 3 - SUSPENSION OR TERMINATION OF MEMBERSHIP

Membership may be terminated by resignation or by the disciplinary action of a League or the Board. Disciplinary action shall be taken when the conduct of any member of DGYB is contrary to the articles of this constitution or considered detrimental to the interests of the player members of DGYB.

- A. **Resignation:** Any participant in DGYB may terminate membership in the organization by a letter of resignation. The letter of resignation may be addressed to either the League or the Board of Directors of DGYB as soon as possible and provide the Board with a copy of the letter within one week of receipt.
- B. **Disciplinary action by League:** A league shall have the authority to limit, suspend or terminate membership in its own organization or impose any other disciplinary action it deems appropriate for members of its own League. Disciplinary action taken by a League in accordance with this provision shall occur only at a duly constituted League meeting and shall require a two-thirds (2/3) majority vote of all voting members present. The affected individual must be invited to attend the meeting during which disciplinary action will be considered. This notification must be given at least 72 hours prior to the meeting and shall indicate the general nature of the charges to be considered. If the affected individual is a player participant, the player's parent or guardian will also be invited to attend the meeting and may attend in the capacity of an advisor and/or a spokesperson for the player. A player shall also have the option of having his manager attend the meeting in the capacity of an advisor and/or a spokesperson. The Chairman of the Board of Directors of DGYB shall be notified at least 72 hours in advance of the aforementioned meeting. The Chairman may designate a representative of the Board to attend the meeting as an observer.

If the League in accordance with this provision imposes disciplinary action, the disciplined individual must be notified of the Appeal Rights provision stated below. A League that considers disciplinary action in accordance with this provision shall notify the Chairman of the Board of Directors of DGYB of such action as soon as possible but not later than 48 hours following meeting.

A League shall not have the authority to limit, suspend or terminate membership in DGYB, however, a League may recommend to the Board that such action be considered for any member of DGYB. Such a request shall be made in writing by the League to the DGYB Chairman of the Board of Directors and shall briefly state the cause for such action. The Board shall consider the request in accordance with the following provision.

- C. **Disciplinary Action by the DGYB Board of Directors:** The Board shall have the authority to limit, suspend or terminate membership in DGYB, or impose any other disciplinary action it deems appropriate for members of DGYB. Disciplinary action taken by the Board in accordance with this provision shall occur only at a duly constituted Board meeting and shall require a two-thirds (2/3) majority of all Board members present. The affected individual must be invited to attend at least 72 hours prior to the meeting and shall indicate the general nature of the charges to be considered. If the affected individual is a player participant, the player's parent or guardian shall also be invited to attend the meeting and may attend in the capacity of an advisor and/or a spokesperson for the player. A player shall also have the option of having his manager attend the meeting in the capacity of an advisor and/or spokesperson.

If the Board in accordance with this provision imposes disciplinary action, the disciplined individual must be notified of the Final Appeal Rights provision below.

- D. **Appeal Rights:** An individual who has been suspended, terminate or otherwise disciplined by a League may appeal the League's action to the Board. This appeal must be made in writing to the Chairman of the Board of Directors of DGYB within one week of the meeting during which the disciplinary action was imposed. The Board must consider all timely appeals. The Board at its discretion may consider an untimely appeal. The Chairman of the Board of Directors of DGYB shall notify the appropriate League of the appeal as soon as possible but not later than 48 hours following receipt of the appeal.

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Action taken by the Board in accordance with this provision shall occur only at a duly constituted Board meeting and shall require two-thirds (2/3) majority vote of all Board members present to reverse the action of the League. However, failure of a League to follow the provisions of this Section shall result in the automatic reversal of the League's action and a return of the matter to the League for proper consideration in accordance with the provisions of this Section.

The disciplined individual and the appropriate League must be invited to attend the meeting during which the appeal will be considered. This notification must be given at least 72 hours prior to the meeting. If the affected individual is a player participant, the player's parent or guardian shall also be invited to attend the meeting and may attend in the capacity of an advisor to and/or a spokesperson for the player. A player shall also have the option of having his manager attend the meeting in the capacity of an advisor and/or spokesperson. Whether the League's disciplinary action is reversed or upheld by the Board in accordance with the provision, the disciplined individual or the League as appropriate must be notified of the Final Appeal Rights provision started below.

- E. Final Appeal Rights: No disciplinary action shall be referred for consideration by the voting members of DGYB before the Board and/or the appropriate League have considered the action. An individual who has been suspended, terminated or otherwise disciplined by the Board or has had a League's disciplinary action upheld by the Board may appeal the Board's action to the voting members of DGYB. Either appeal must be made in writing to the Chairman of the Board of Directors of DGYB within one week of the Board meeting during which the disciplinary action was imposed, upheld or reversed. All timely appeals must be considered by the voting members of DGYB. The Chairman of the Board of Directors of DGYB shall notify the League or individual, as appropriate, of the appeal as soon as possible but not later than 48 hours following receipt of the appeal.

(Action taken by the voting members of DGYB in accordance with this provision shall occur only at a duly constituted General Membership meeting and shall require a simple majority vote of all voting members present to reverse the action of the Board.)

The disciplined individual and the appropriate League must be invited to attend the General Membership meeting during which the appeal will be considered. This notification must be given at least ten (10) days prior to the meeting. If the affected individual is a player participant, the player's parent or guardian shall also be invited to attend the meeting and may attend in the capacity of an advisor and/or spokesperson for the player. A player shall also have the option of having his manager attend the meeting in the capacity of an advisor and/or a spokesperson.

The decision of the voting members of DGYB shall be final and binding on the Board, the League and the affected individual.

Article III - Meetings

Section 1 - General membership meetings

The annual meeting of the general membership of DGYB shall be held during the first quarter of the fiscal year for the purpose of electing officers, hearing the reports of the Executive Committee, hearing Standing Committee and League reports and for discussion and voting as required on such business as may come before the membership.

A special meeting of the general membership of DGYB to consider a specific subject may be called by the Board or upon the written request of twenty (20) voting members of DGYB. No business, other than that specified in the notice of the meeting, shall be transacted at a special meeting.

The Chairman of the Board of Directors of DGYB shall preside at all general membership meetings. Each voting member of DGYB present at a general membership meeting shall have one vote. Twenty-five (25) voting members of DGYB shall constitute a quorum at any general membership meeting. A simple majority of voting members present shall govern on all matters except as otherwise provided in these Articles.

Notice of the annual and special general membership meetings shall be mailed, or e-mailed, by the Secretary to each member of the Executive Committee, each Standing Committee chairman and each League President or Director at least ten (10) days in advance of the meeting. Each League President or Director shall in turn notify each of the voting members of DGYB affiliated with his League as to the location, date and time of the general membership meeting. Notice of general membership meetings will also be posted on the DGYB Web site.

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Section 2 - DGYB Board of directors meetings

A regular meeting of the Board shall be held immediately following the annual membership meeting and approximately once a month thereafter.

A special meeting of the Board may be called by the Chairman of the Board of Directors of DGYB or upon the written request of any three (3) Directors. No Business other than that specified in the notice of the meeting shall be transacted at a special meeting.

The Chairman of the Board of Directors of DGYB shall preside at all Board meetings. Each Director present at a Board meeting shall have one vote. Seven (7) Directors, including at least two (2) members of the Executive Committee, shall constitute a quorum at any board meeting. A simple majority of Directors present shall govern on all matters except as otherwise provided in these Articles.

Notice of Regular and special Board meetings shall be given by the Secretary by mail, e-mail, telephone or personal contact to each Director at least 72 hours in advance of the meeting. In the event of a special meeting, this notice shall include the purpose of the meeting.

Section 3 - League Meetings

Regular League meetings shall be called at the discretion of the League President or Director. A special League meeting may be called at the request of six (6) voting members of the League. Each League shall establish the requirements of notification of and a quorum at League meetings.

Where several Leagues of the same age group are operating under the auspices of DGYB, the League or Directors shall meet at least twice a year to discuss common issues, resolve problems, ensure the equitable treatment of all participating players and provide consistency across DGYB (e.g. schedules, rules). If a specific problem cannot be resolved at an inter-League meeting, it shall be referred to the Board for action.

Section 4 - Rules of Order

Robert's Rules of Order shall govern the proceedings of all general membership, Board and League meetings except where it conflicts with the Articles of the Constitution.

Article IV - Executive Committee

Section 1 - Duties and Responsibilities

Chairman:

- Cannot hold any other office in DGYB or the Leagues
- Presides at DGYB Board and general membership meetings
- Serves as arbiter of Leagues
- Responsible for administration of DGYB
- *ex officio* member of all committees
- Appoints committee chairs (standing and special)
- Responsible for contracting for DGYB's third party audit

Vice-Chairman

- Cannot be a League President or Director
- Assumes role of Chairman in his absence
- Responsible for registration
- Has oversight responsibility for DGYB fund raising activities
- *ex officio* member of Finance, Pictures and Ways and Means Committees

Secretary

- Cannot be a League President or Director

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- Next in line after Chairman and Vice-Chairman
- Prepares correspondence
- Keeps minutes
- Maintains directory of Board and League Officers
- Maintains an up-to-date Constitution
- Responsible for Post Office Box
- Submits annual report to Board (due Sept. 30)
- Maintains DGYB records
- Maintains operating procedures
- Maintains copies of League documents (Bylaws, rules and charters)

Treasurer

- Cannot be a League President or Director
- Next in line after Corporate Secretary
- Responsible of collection of income, payment of bills and liabilities and their proper recording
- *ex officio* member of the Finance and Ways and Means Committees
- Maintains operating accounts and savings certificates
- Provides a monthly balance of accounts
- Prepares Treasurer's report for annual general membership meeting
- Monitors expenditure authorizations granted by the Board
- Prepares and submits timely income tax returns de facto Chairperson of the Treasury Committee
- Responsible assisting DGYB's third party accountant in preparation of the annual audit

Section 2 - TERM OF OFFICE

A term of office on the Executive committee shall commence at the annual general membership meeting in the year of election and end at the second annual general membership meeting (approximately two years) following election. No person may hold more than one office on the Executive Committee during the same period of time.

Elections for Chairman and Secretary will be held in odd years. The Vice-Chairman and Treasurer will be elected in even years.

Section 3 - ELECTIONS

Each League shall designate one representative to serve on a Nominating Committee, which shall meet during the month of September. The committee members at their first meeting shall elect the Chairman of this committee. The Nominating Committee shall consider a slate of nominees for the Executive Committee. Any person wishing consideration for nomination must submit a summary of their qualifications to the nominating committee Chairman no later than September 15. All candidates for Executive committee must have a current background check on record with DGYB.

The chairman of the Nominating Committee shall present the slate of nominees at the annual general membership meeting. After the nominations have been presented, the Chairman of the Nominating committee shall conduct the election by secret ballot unless otherwise agreed by two thirds (2/3) of the voting members in attendance. A simple majority of the votes cast shall be required for election to the Executive Committee. If no candidate receives a simple majority of the votes cast for an office. A runoff election shall be held between the two candidates receiving the latest number of votes during the original election.

Section 4 - Vacancies

If a member of the Executive Committee is unable to complete a term of office, the vacancy shall be filled by a majority vote of the Board at a regular or special Board meeting.

Article V - Leagues.

Section 1 Rules and regulations

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It is recognized that leagues may operate under a charter from a national baseball program and it is the intent of DGYB that such national charters must be adhered to unless a conflict exists with the DGYB constitution. The DGYB Board of Directors must resolve any conflict and the affected League must adhere to the decision of the DGYB Board of Directors.

The Official Rules and Regulations as published by the chartering organizations, and shall be followed. Local rules, which expand and/or amend the Official Rules and Regulations, may be adopted by a League providing the proposed rules are presented to the Board for review. The Board shall review the local rules to ascertain that they are not in conflict with the Aims and Purposes of DGYB. Local League rules are not a part of the Articles of this Constitution and may be approved, revised or amended by procedures established by the League, subject to the review procedures noted above.

Where Leagues operate solely under local rule, the DGYB Board of Directors shall review and approve such rules to ensure that satisfactory program is being followed. The DGYB Board of Directors may enact and/or modify a League's local rules and the affected League must adhere to the decision of the DGYB Board of Directors. Every League must submit current copies of all League rules to the Secretary of the Board prior to the start of play in each season.

Section 2 - League officials

Each League shall establish its own operating structure and the procedures for the election and/or appointment of League officials. As a minimum each League shall have a League President or Director, Safety Director, Treasurer, and Equipment Manager.

The League President or Director shall serve as the League's representative on the Board and the Equipment Manager shall serve on the Equipment Committee. The League President or director may designate a replacement to represent him during any Board meeting. The League President or Director must notify the Chairman of the Board of Directors of DGYB as to the name of the authorized representative prior to the Board meeting. This authorized representative shall have the same rights and privileges during the meeting as the League President or Director.

The League President or Director shall be responsible for the administration and affairs of the League in strict conformance with policies, principles, rules and regulations established by DGYB, the Board, the Articles of this Constitution and the national charter, if any. The League President or Director shall maintain a listing of those voting members of DGYB affiliated with his League and serve as the contact within his League for insurance questions and the distribution of claims forms.

Section 3 - Vacancies in League Offices

The League shall fill a vacancy in the office of League President or director within thirty (30) days after the vacancy occurs. After this time, the Board may designate an interim official until such time as the League fills the vacancy.

Article VI - Committees

Section 1 - Standing committees

The Chairman of the Board of Directors of DGYB shall appoint, with the approval of the Board, a Chairman for each of the following Standing Committees: Equipment, Treasury, and Sponsorship. The Chairman of each Standing Committee shall designate other committee members, if any, except as specifically provided by the Articles of this constitution.

The Standing Committee Chairmen shall conduct the operation of the Standing Committees to fulfill the duties and responsibilities outlined below:

Sponsorship

- Solicit for sponsors
- Maintains record of payments
- Collects monies and provide to the Treasurer
- Distributes schedules to sponsors
- Coordinates sponsorship recognition

Equipment

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- League Equipment Managers compose committee
- Maintains an inventory
- Executes orders as approved by the Board
- Coordinates safety efforts
- Obtains information as to costs and provides purchase recommendations to the Board
- Serves as liaison to suppliers
- Approves equipment bills for payment
- Receives and distributes equipment to Leagues
- Serves as a member of the Finance committee

Treasury

- Consists of Treasurer and all League Treasurers
- Audits monthly League expenditure reports
- Establishes financial procedures for DGYB
- Oversight on fiscal matters
- Recommends fiscal policy for expenditures and/or investments
- Researches and recommends insurance coverage

Section 2 - Special Committees

The Chairman of the Board of Directors of DGYB may appoint special committees as appropriate.

The Nominating Committee shall be convened in September of each year as provided for in Article IV, Section 3 of this Constitution.

Article VII – Articles of Incorporation

Section 1. Purpose

Downers Grove Youth Baseball (DGYB) is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations under section 501 c (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. Organizational behavior

No part of the earnings of DGYB shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of DGYB shall be carrying on the propaganda, or otherwise trying to influence legislation, and DGYB shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, DGYB shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 c (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170 c (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Dissolution

Upon dissolution of Downers Grove Youth Baseball, assets shall be distributed for one or more exempt purposes within the meaning of section 501 c (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of DuPage County, Illinois, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII - Financial Policy

Section 1- Authority

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The Board shall decide all matters pertaining to the financial aspects of DGYB. The Board shall have sole authority to incur financial obligations on behalf of DGYB and its affiliated Leagues. Individual members of DGYB may be authorized by the Board to make expenditures within pre-established limits.

Section 2 - Treasury

All monies received by DGYB and its affiliated Leagues shall be maintained in a common treasury. The Treasurer shall maintain the fiscal accounts in accordance with the procedures established by the Board.

Section 3 – Financial Audit

The Chairman will contract a third party auditor to conduct an annual audit of the DGYB finances. The audit will be completed and documented January 1. This auditor will be a qualified, professional accountant. The Treasurer shall submit the certified written report of the third party auditor to the members of DGYB at the January Board meeting. A copy of this report shall be retained by the Treasurer and the Secretary for record purposes after it has been accepted by the Board.

Section 4 – League Accountability

Each League will account for all monies received and disbursed. A League Treasurer's report will be submitted to the DGYB Treasury Committee monthly. These reports will be reviewed by the Treasury Committee quarterly. Any irregularities will be reported to the Board for appropriate action.

Article IX Changes to the Bylaws and Constitution

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Section 1 - Proposals

Proposed amendments to the Articles of this constitution may be presented in writing the Secretary with the endorsement of ten (10) voting members of DGYB. The Secretary shall provide copies of the proposed amendments to each member of the Executive Committee, each Standing Committee chairman, and each League President or Director at least ten (10) days in advance of the meeting during which they will be considered. Each League President or Director shall in turn provide copies of the proposed amendments to each of the voting members of DGYB affiliated with his League.

Section - Voting

Twenty-five (25) voting members of DGYB shall constitute a quorum at the general membership meeting to consider amendments to this Constitution. A two-thirds (2/3) majority of voting member present shall be required to amend the Articles of this Constitution.

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Appendix A
DGYB Player Eligibility Guidelines

DGYB provides a playing team environment for any Downers Grove resident who follows the DGYB Player Registration process. All players are placed on a team at a level at which the player can safely compete. A League may consider, at its discretion, placing a player who requests entry after the close of normal DGYB Player Registration, but is not obligated to accept that player,

For playing ages up through age 12, eligible players are individuals whose parent/guardian pay Downers Grove Park District taxes and/or who live within the boundaries of District 58 School District. League eligibility of players that qualify with multiple residences will be determined by the presidents (or directors) of the Leagues involved.

For playing ages 13 and up, eligible players are those meeting the age 12 criteria and/or those who live within the boundaries of District 99 School District.

Anyone registering who does not meet the above criteria will be considered 'out-of-area' and will be accommodated to the extent an individual league is capable of handling the additional players. The status of all 'out-of-area' players will be determined from year to year.

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Appendix B
Active Participation Categories

All must be documented by DGYB Board or League.

Examples

DGYB Board Member
DGYB Committee Member
League officials as defined in League Charter
Team manager
Team coach
Adult volunteer umpires
Scorekeeper / statistician
Field maintenance volunteers