

By Laws
of
**ARMSTRONG COOPER YOUTH BASEBALL
ASSOCIATION (ACYBA)**

Revised 7 December 2015

Section 1 - Corporate Name, Seal and Registered Office

The name of the Minnesota Non-Profit Corporation is Armstrong Cooper Youth Baseball Association (ACYBA). This corporation will operate and do business without a corporate seal. For correspondence purposes, the registered office of the corporation shall be located at a P.O. Box at the New Hope/Plymouth Post Office.

Section 2 - Corporate Purpose and Limitations Thereof

The purpose of the corporation is to establish and administer a comprehensive youth baseball program for the cities of Robbinsdale, Golden Valley, Crystal, New Hope and Plymouth, Minnesota. Any other community within the boundaries of Independent School District 281 without a baseball program may be included, if deemed appropriate by the Board of Directors. All players who attend a District 281 school are eligible to play in an ACYBA sponsored program. ACYBA's boundaries also include those boundaries of Robbinsdale Little League, Golden Valley Little League, Crystal Little League, and Plymouth/New Hope Little League unless said boundaries infringe upon the boundaries of another independent baseball organization's boundaries that serve the same age of player as ACYBA. Proof of eligibility shall include: player's home address, school ID, report card, etc. Eligibility disputes will be handled on a case-by-case basis by vote of the Board of Directors whose case-by-case decisions are final and non-precedent setting. Facilities used will be primarily those under the control of the Cities of Robbinsdale, Golden Valley, Crystal, New Hope, Plymouth (Parks and Recreation Departments), ACYBA and Independent School District 281 properties. Established baseball programs will emphasize instruction and recreation, be non-discriminatory, and structured to attract as many interested youth as possible.

Section 3 - Membership

Individuals may be members of the corporation. Term of membership shall be for a period of one year, commencing on the date contribution is made. For purposes of meeting eligibility requirements, payment of participation fees established for any ACYBA baseball team/league shall be considered contribution to the corporation. No member shall be liable to the corporation for any dues, subscriptions, or assessments of any kind, except such as s/he may specifically agree to in writing. There shall be the following classes of members: Individuals: Any individual who has paid the established participation fee for a baseball team/league, in the current fiscal year, shall be considered a voting member of the corporation, and shall have one (1) vote per paid member per year. Members shall be parents or legal guardians of registered players/participants, who have also met the above requirements as a paid member.

Section 4 MEMBER MEETINGS

(a). ANNUAL MEETING: The annual meeting of the members shall be held in New Hope, Minnesota in the month of August in each year. The purpose of the meeting shall be to elect directors and to conduct any other business that may come before the meeting. Roberts Rules of Order shall govern the proceedings of all meetings.

(b). NOTICE OF MEETINGS: Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by electronic mail, or through posting on the ACYBA web site, to each member entitled to vote at such meeting, not less than ten nor more than 30 days before the date of such meeting, by or at the direction of the President, or any board member.

(c). SPECIAL MEETINGS: Special meetings of the members may be called by the President at any time, or upon written request of at least five members of the Board of Directors. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

(d). QUORUM: The members holding ten percent of the votes to be cast at any meeting or twenty members whichever is less shall constitute a quorum.

(e). There will be NO SMOKING OR DRINKING at any ACYBA meetings.

Section 5 - BOARD OF DIRECTORS

(a). GENERAL POWERS: The affairs of ACYBA shall be managed by its Board of Directors. Directors may be current or past members of the corporation. The Board of Directors shall have the power to adopt such rules and regulations for the conduct of its meetings and the management of the league as it may deem proper, as prescribed by Roberts Rules of Order.

(b). NUMBER, TENURE, AND QUALIFICATIONS: The number of Directors shall be eleven. Each director shall hold office for a three- year term, each director shall hold office until the annual meeting of members and until a successor shall have been elected and qualified.

(c). REGULAR MEETINGS: A regular annual meeting of the Board of Directors to elect new officers shall be held no later than September 30th of each year. Regular meetings of the Board of Directors shall be held at the discretion of the ACYBA President.

(d). SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by or at the request of the ACYBA President or any six directors. In the case of a special meeting, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

(e). NOTICE: Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice delivered personally or sent by electronic mail or by phone to each director

(f). QUORUM: A majority of the sitting Board of Directors in good standing shall constitute a quorum for the transaction of business at any meeting of the board.

(g). MANNER OF ACTING: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is required by these bylaws.

(h). VACANCIES: Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director to fill a vacancy shall be elected for the unexpired term of predecessor in office.

Section 6 - OFFICERS

(a). OFFICERS: The officers of the Local League shall be the President, Traveling League Vice

President and House-League Vice Presidents, Secretary / Registrar, and Treasurer. The board may elect or appoint such other officers, as it shall deem desirable. Such officers to have the authority and perform the duties prescribed from time to time by the board. All officers may also simultaneously serve as a member of the Board of Directors. Key meetings of the officers shall be held at such times and places to be designated by the President. Unless deemed unnecessary by the President a Board of Directors meeting will take place immediately before the monthly officers meeting.

(b). At a meeting not later than one month after the Annual Meeting prescribed in Section 4(a), a majority of the Board of Directors will convene for election of officers. All officers shall be elected for two-year terms and are eligible for reelection.

(c). PRESIDENT: This position shall be elected for a term of two years by the Board of Directors at the regular annual meeting of the Board of Directors and shall be elected every **even** year. The President shall preside at the league meetings and assume full responsibility for the operation of ACYBA. This person is the chairperson of the audit committee, and protest committee, receives mail and other communications from associated national organizations (e.g., AAU, Little League, etc.), and sees to it that the league personnel are properly briefed on all phases of rules, regulations and policies of associated national organizations.

(d). TRAVELING AND HOUSE-LEAGUE VICE PRESIDENTS: These positions shall be elected for a term of two years by the Board of Directors at the regular annual meeting of the Board of Directors and shall be elected every **odd** year. In the absence of the President, one of these Vice Presidents shall preside at the league meetings and shall have the powers of the President and shall perform the duties thereof. In the event of the Office of the President is vacated, one of these Vice Presidents shall call and preside at a special meeting for the nomination and election of a successor. These Vice Presidents shall supervise the administration and operation of their respective leagues, and assist the President with the annual audit of leagues financial records. These Vice Presidents shall ensure that all players try out in order to be placed on a traveling or House-League team roster. Tryout dates shall be advertised and open to all qualified players. The tryouts shall be arranged such that all players have an equal opportunity to demonstrate their fielding, throwing, running, and hitting skills and other skills during the evaluation process. The Board of Directors shall approve the tryout evaluation format after reviewing proposals for the tryout process made by these Vice Presidents.

(e) SECRETARY/REGISTRAR: This position shall be elected for a term of two years by the Board of Directors at the regular annual meeting of the Board of Directors and shall be elected every **odd** year. Secretary duties are to keep minutes of all of the proceedings and record the same, to give notice of all meetings to board members and coaches, to type and mail correspondence as directed by the President. Registrar duties shall be to conduct annual player registration, confirm eligibility of players, assist Travel and House Vice Presidents with try-outs and selection system for the league, maintain a listing of all excess registered ball players eligible to play in ACYBA and assist in assigning said players as vacancies exist.

(f). TREASURER: This position shall be elected for a term of two years by the Board of Directors at the regular annual meeting of the Board of Directors and shall be elected every **odd** year. The duties are to sign checks, dispense league funds as approved by the Board of Directors, report on the status of the league funds, keep local league books and financial records, prepare budgets and assume responsibility for all local league finances. This person shall make out an annual report of receipts and disbursements, including inventory property owned by the league, amount and nature of property acquired during the year immediately preceding the date of the report, and manner of acquisition, amounts applied to said property, appropriated or expended, and in general, a financial status of the organization.

(g). SENIOR LEAGUE (16U/19U) Director: This position shall be elected for a term of two years by the Board of Directors and shall be elected every **odd** year. This Director shall supervise the administration and operation of their league. The Director shall ensure that all players try out in order to be placed on a 16U or 19U team roster. Tryout dates shall be advertised and open to all qualified players. The tryouts shall be arranged such that all players have an equal opportunity to demonstrate their fielding, throwing, running, hitting and other skills during the evaluation process. The Board of Directors shall approve the tryout evaluation format after reviewing proposals for the tryout process made by the Director.

Section 7 - MANAGERS / COACHES

(a) Managers/Coaches of teams shall be selected annually and approved by the Board of Directors with a two-thirds majority vote after reviewing nominations made by the Traveling and House-League Vice Presidents. All managers are responsible for their actions and those of their coaches and players on the field.

(b)–Managers may have up to 3 people in addition to manager in dugouts. The number of managers/coaches allowed is subject to specific association or tournament guidelines. The association or tournament guidelines have precedence over ACYBA

Section 8 - COMMITTEES

(a). All committees shall be appointed by the President, subject to a majority vote of the Board of Directors. The chairpersons of these committees will be appointed by the ACYBA President and approved by a majority vote of the Board of Directors.

(b). SPONSORSHIP COMMITTEE: This committee shall canvas the community to provide a sponsor for each team and ensure continuation of current sponsors. The committee shall advise the sponsors of their rights and privileges, as well as their obligations. The chairperson of the committee shall submit a list of the proposed sponsors prior to the commencement of each season for approval by the Board of Directors.

(c). FIELD COMMITTEE: This committee procures the necessary fields for local league teams. Close coordination with the Park and Recreation Departments of affiliated cities is strongly urged. This committee arranges for necessary upkeep and maintenance of the fields. Confirmation of the availability of playing fields for the current season should be made to the Board of Directors

(d). EQUIPMENT COMMITTEE: This committee is responsible for the administration of all equipment used in the operation of ACYBA. This committee shall arrange for inventory of all equipment at the end of each season. Based on the usable equipment on hand after completion of this inventory, the committee shall make a study of the equipment needed for the following season. This estimate shall be submitted to the Board of Directors for approval. Recommendations for purchase or replacement of equipment should be made by the committee

(e). UMPIRE COMMITTEE: This committee shall be responsible for securing the services of qualified umpires and working in conjunction with the Treasurer, ensure that payment is made for services rendered, as required. It shall investigate any absence or tardiness of umpires and take appropriate action. It shall act upon complaints connected with officiating by these umpires. It will arrange an annual clinic to ensure qualitative and professional standards of umpiring are available to the league.

(f). PROTEST COMMITTEE: To be composed of the President, House-League Vice President and Travel League Vice President affected. Final decision of protest shall be decided by the ACYBA President and his appointed committee, provided the decision does not violate official baseball rules or House-League Rules and regulations.

(g). GAME SCHEDULE COMMITTEE: This committee shall draw up a schedule for the games to be played during the season and distribute such a schedule to the board members and team managers. This schedule shall indicate the time and place of each game. No changes will be made to this schedule except by the chairperson of this committee. All revisions shall be published well in advance and given maximum publicity.

(h). FUND RAISING COMMITTEE: This committee shall administer and supervise all fund raising activities associated with the Local League and Supervises the Parent Representative Program. Each team will have a Parent Coordinator selected by the manager. Each team Parent Coordinator organizes the parents of that team into a working unit capable of being coordinated by the Fund Raising Committee.

(i). PUBLICITY COMMITTEE: This committee is in charge of all publicity in connection with ACYBA, including radio, television and press coverage. Arranges all television and radio coverage ensuring compliance with instructions issued by national organizations with which ACYBA is associated. Arranges for advertising displays in the windows of downtown stores as appropriate.

(j). AUDIT COMMITTEE: Will be composed of the President, Treasurer and a minimum of 2 additional board members as selected by the board Purpose of committee is to review and audit the financial transactions of the previous year. Make an annual report to the Board of Directors in December of each year. Ensure that a formal audit is completed by an independent accountant each year.

(k). DISCIPLINE COMMITTEE: This committee will consist of two board members, appointed by the ACYBA President, and the Registrar. Purpose of this committee is to investigate and gather information on a formal complaint of an infraction by a manager/coach, player or any persons associated with ACYBA which shows to be detrimental of the association. Written complaints may be submitted to a Board Member, This committee, based on the findings of its investigation, will forward to the League President its recommendations of discipline. This action will conclude within 72 hours of receipt of the complaint.

(l). The ACYBA President shall have authority to establish other committees, with the consent and approval of the Board of Directors, as may be necessary for the proper conduct of Local League special functions or normal course of operations.

Section 9 - FINANCIAL POLICIES

(a). The Board of Directors shall decide all matters pertaining to the finances of the league and it shall place all income in the common league treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over the others to equipment, etc.

(b). The Board of Directors shall not permit the contribution of funds, equipment, or awards to individuals or teams and shall solicit funds for the common treasury of the league. The above regulation is to discourage favoritism among teams and to endeavor to equalize the benefits of the league. Teams who elect to raise funds specific to their team may do so with approval from the Board. Such funds raised shall be approximately equal to the additional costs a specific team has

incurred for its operation

(c). **CHECKS, DRAFTS:** All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of ACYBA above the amount of one thousand dollars (\$1000.00), must have prior approval by the president and will be signed by either league President or Treasurer. All other checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation will be signed by one (1) of the aforementioned individuals.

(d). **DEPOSITS:** All funds of ACYBA shall be deposited in a timely manner to the credit of ACYBA in such banks, trust companies, or other depositories as the board may select.

(e). **GIFTS:** The board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or any special purpose of the corporation.

Section 10 - BOOKS AND RECORDS

ACYBA shall keep correct and complete books and records of accounts and shall also keep minutes of the proceeding of its members, Board of Directors, and committees having any of the authority of the board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitles to vote.

Section 11 - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

Section 12 - DUES

The Board of Directors may determine from time to time the amount of the annual dues payable to ACYBA by members. The time, manner and method of payment of dues shall be determined by the board.

Section 13 - AMENDMENTS TO BYLAWS/CONSTITUTION

These Bylaws may be altered, amended or repealed and new ones may be adopted by a two-thirds majority vote of the Board of Directors at any regular meeting or at any special meeting, if at least ten days written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

Section 14 - ORDER OF BUSINESS

- (a). Call to Order, by the President
- (b). Roll Call, by the Secretary
- (c). Reading of the minutes of the previous meeting, by the Secretary
- (d). Treasurers Report
- (e). Reports of Committees
- (f). Unfinished Business

(g). New Business

(h). Adjournment

Section 15 – DISSOLUTION CLAUSE

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.