

Royal Oak Sandlot League Bylaws

ARTICLE 1. NAME AND LOCATION OF OFFICE

Section 1.1. Name Service Area. The name by which this corporation shall be known is the Royal Oak Sandlot League.

Section 1.2. Office. The principal registered office shall be in the City of Royal Oak and the resident agent shall be appointed at the discretion of the President.

ARTICLE 2. STATEMENT OF PHILOSOPHY AND PURPOSES

Section 2.1. Philosophy. All decisions and policies implemented by the Corporation shall be executed for the benefit of the youth participants. All matters of the Corporation must be determined on that basis. The Corporation shall organize and maintain the playing of baseball and softball under specified rules and regulations within the physical boundaries of the City of Royal Oak and/or the Royal Oak School District. The Board of Directors may admit nonresident players to the league on a season-by-season basis when it is deemed in the best interest of the league and does not limit access to the league by Royal Oak residents.

Section 2.2. Purpose. The purpose for which the Corporation is organized is exclusively charitable, religious, scientific or educational within the meaning of 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (the “Code”), to promote and support, directly or indirectly, by donation, loan or otherwise, the interest and purposes of the Corporation.

ARTICLE 3. STATEMENT OF NONDISCRIMINATION

Section 3.1. Statement of Non-Discrimination. Neither the Corporation nor its Officers, Directors, or staff shall discriminate in the recruitment of volunteers, employment of staff, provision of services or action in relationships, on the basis of age, race, color, religion, national origin, gender, physical or mental disability, or non-job-related criteria.

ARTICLE 4. BOARD OF DIRECTORS

Section 4.1. Management of Corporate Affairs. The Board of Directors is the principal authority on operations of the Corporation. It has the complete responsibility for the performance, control, and management of the affairs, funds and property of the Corporation.

Section 4.2. Duties of Directors. Directors of the Corporation shall carry out those duties established from time to time by law, the bylaws and policies of the Corporation.

Section 4.3. Qualification and Election. The Board shall consist of twenty-four Directors who shall serve staggered terms in a rotation pattern that ensures that approximately one-third (8 directors) of the Directors will be elected to the Board each year.

Each elected Director shall serve a three-year term. Each Director shall assume office immediately following the Annual Meeting of the Board of Directors at which he or she is elected.

The City of Royal Oak will hold an ex-officio permanent position on the Board of Directors. The individual will be selected by the Director of Parks and Recreation, the City Manager or another appropriate City official.

Section 4.4. Vacancies: Removal. In the event of a vacancy in a directorship, the Board of Directors may elect a successor. The resignation of any Director shall be in writing and addressed to the Corporation. Any Director may be removed for cause by a two-thirds majority vote of the entire Board then serving and he or she will be provided notice of the completed action within thirty days.

Section 4.5 Nontransferable. Voting membership on the Board is not transferable.

ARTICLE 5. BOARD MEMBER MEETINGS

Section 5.1. Regular Meetings. Regular meetings of the Board of Directors may be called by the President of the Board of Directors and shall be held at such a place and time as the Board shall select. The Board of Directors shall meet not less than 8 times each year.

Section 5.2. Annual Meeting. An Annual Meeting shall be held in September of each year. At such meeting, the Board shall, among other things, elect Board Members.

Section 5.3 Special Meetings. Special meetings of the Board of Directors may be called by the President, or upon written petition signed by fifty percent of the Directors then serving, and shall be held at such a time and place as the President shall select. The meeting shall be held within fourteen days of receipt of the written petition. The written petition shall be delivered to the Secretary of the Board of Directors.

Section 5.4 Quorum. For all meetings of the Board, other than action taken by unanimous written consent, one third of the Directors then serving shall constitute a quorum for the transaction of business. Directors may not establish a quorum by proxy. Despite the absence of a quorum, any meeting of the Board may be adjourned by a majority of the Directors present.

Section 5.5 Notice of Meeting. Written notice of all Board meetings shall be either emailed, or mailed by first class mail, or delivered personally to the last known address of each Director at least seven days before the date of the meeting, which notice shall in case of special meetings state generally the nature of the business to be taken up at the meeting. If emailed, such notices shall be deemed to be delivered when the email is sent. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed, properly addressed envelope, first class, postage prepaid.

Section 5.6 Waiver of Notice. Notice of the time, place and purpose of any meeting of the Directors may be waived by, email, or other writing, either before or after such meeting has been

held. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute waiver of notice of such meeting.

Section 5.7 Action of the Board of Directors. Except as otherwise provided by law or these bylaws, the act of a majority of Directors present in person at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 5.8 Unanimous Consent Action by Board. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consents, in written form or email form, setting forth the action so taken, are signed or acknowledged by all the Directors. Such consents shall have the same force and effect as a unanimous vote at a meeting duly held and may be stated as such in any certificate or document. The consents shall be filed with the minutes of the meetings of the Board.

Section 5.9 Meeting by Telephone Conference. With approval of the President of the Board, Directors may participate in and act at any meeting of the Board of Directors by means of conference telephone or similar communications equipment if all persons participating in the meeting can communicate with each other simultaneously. Participation by such means shall constitute presence in person at the meeting.

Section 5.10 Compensation: Reimbursement of Expenses. Directors shall serve without compensation. Any Director, however, may receive compensation from the Corporation for expenses actually incurred in serving the Corporation or for services rendered to the Corporation if such services were performed outside the Director's role as a Director.

ARTICLE 6.

OFFICERS OF THE CORPORATION

Section 6.1. Names. The Officers of the Corporation shall be the President, President-Elect, Secretary & Treasurer. The Officers shall be appointed by the Board of Directors from among the Directors of the Corporation. The President-Elect shall serve as the Vice President for the purpose of legal instruments.

Section 6.2. Terms of Office. All Officers are elected to a one-year term at the Annual Meeting. In the event of the President's death, resignation, retirement, or removal while in office, the President-Elect shall perform the duties and hold the office of President for the un-expired term. In the even of the inability of the President-Elect to act in place of the President, the Board of Directors shall elect a successor to fill the un-expired term as President. Vacancies in any other office shall be filled by the Board of Directors.

Section 6.3. Resignation and Removal of an Officer. The resignation of any Officer shall be in writing and addressed to the Corporation. Any Officer may be removed for cause by a two-thirds majority vote of the Board then serving and he or she will be provided notice of the completed action within thirty days.

Section 6.4. President. The President of the Royal Oak Sandlot League shall be a Director of the Corporation and the principal executive officer of the Corporation and shall perform all the duties usually performed by the President of like corporations. The President shall preside at all meetings of the Board of Directors and the Corporation. The President may sign with the Secretary

or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these bylaws or by statute to some other officer or agent of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried out into effect and shall perform all other duties necessary or appropriate to the office of principal executive officer.

Section 6.5. President-Elect. The President-Elect shall be a Director of the Corporation and shall generally perform all the duties usually performed by the vice-president(s) of like corporations. In the absence of the President or in the event of the President's death or inability to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 6.6. Treasurer. The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the Corporation;
- (b) keep accurate books and records of Corporate receipts and disbursements;
- (c) deposit all monies and securities received by the Corporation in such banks, trust companies or other depositories as shall be designated by the Board;
- (d) furnish the Board of Directors with monthly reports of income and expenses including copies of the most recent account statements, and shall, at the Annual Meeting, make a full financial report;
- (e) complete all required corporate filings (to include annual IRS 990, return of Organizational Exempt from Income Tax and the Michigan Annual Report, for a nonprofit corporation); and
- (f) in general, perform all the duties as from time to time may be assigned by the President or the Board of Directors.

Section 6.7. Secretary. The Secretary shall:

- (a) keep the minutes of the Board of Directors meetings in one or more books;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the Corporate records and see that the seal of the Corporation is affixed to all authorized documents;
- (d) keep a register of the post office and email address of each Director;
- (e) in general, perform all the duties as from time to time may be assigned by the President or the Board of Directors;
- (f) administer the league insurance policy;
- (g) keep records of volunteer background checks;
- (h) schedule meetings; and
- (i) obtain permits as needed.

Section 6.8. League Vice-President. (Four year old T-Ball, T-Ball, Control Pitch Baseball, Control Pitch Softball, Freehan, Kaline, Harwell, Freshman Softball, Junior Softball, & Senior Softball). Each League Vice President has the responsibility of coordinating the League activities. These activities include, but are not limited to placement of Managers, handling day-to-day tasks and overseeing and conducting any activity essential to the operation of their League. (EXAMPLE: ALL STAR & TOURNAMENT GAMES.)

The Freehan, Kaline and Harwell League, along with the Tournament and Training Vice Presidents shall be appointed by the President of the Corporation. The League Vice Presidents for Freshman Softball, Junior Softball, Senior Softball, T-Ball, 4 year old T-Ball & Control Pitch Baseball and Control Pitch Softball, shall be appointed by the President-Elect. Appointments are made on a year-to-year basis. The League Vice Presidents serve in that position at the pleasure of the President, President-Elect and the Board of Directors.

ARTICLE 6B. STANDING COMMITTEES

Section 6B.1. Nominating Committee. Chaired by the President-Elect. This Committee shall prepare, with input from the non-running Board members and appropriate community resources, a slate of candidates for the non-running Board members. If there are more candidates than the number of available Board slots, each non-running Director will receive the right to vote for an equal number of candidates as there are open Board seats. The winning candidates will fill the open slots on the Board.

If, in the event, a tie occurs, a run-off election will be held between the tied candidates. The winning candidate(s) will fill the open slot(s) on the board. If a tie occurs in a runoff election that would eliminate one of the tied candidates, the President will cast the final and deciding vote. If in the event there are candidates equal to or less than the number of open board slots, the non-running Board members will vote on each candidate separately. A majority of the Board then serving, must approve a candidate for them to fulfill an open slot on the Board.

Board members running for reelection are ineligible to vote in the election. Five currently serving board members will serve as the Nominating Committee members. In the event that the President Elect is running for re-election, the Chair of the Nominating Committee will be filled in the following succession 1) President; 2) Secretary; 3) Treasurer; and if neither of these individuals are eligible to serve, the Board will elect a chair from the non-running Board members.

Section 6B.2. Special Events Committee. Chaired by the President. This committee of three, appointed by the President, is vested with the responsibility for Opening Day Ceremonies and other League-wide special events.

Section 6B.3. Fundraising Committee. Chaired by the Treasurer. This committee of three, appointed by the Treasurer, is vested with the responsibility of reviewing and overseeing the fundraising programs of the Royal Oak Sandlot League.

Section 6B.4. Rules Committee. Chaired by election. Members are the Vice President of each League. This committee is responsible for reviewing all rules for each League by February 1 of each year. All rule changes are to be voted on by the committee and, if passed, brought to the Board of Directors for final approval.

Section 6B.5. Scheduling Committee. Co-chaired by the President and President-Elect. This Committee is responsible for scheduling games and fields for all Leagues and coordinating those schedules with the City of Royal Oak's Parks and Recreation Department. This Committee's work is to be completed by the end of March of each year.

Section 6B.6 Equipment House Committee. This committee is responsible for reviewing all equipment and providing purchase recommendations to the Board of Directors by the February meeting of each year.

Section 6B.7 Ad hoc Committees. The President or Board may establish ad hoc committees as needed to work on specific projects or tasks. Ad hoc committees may designate a chair from among the committee members, subject to the approval of the President. All committees designated by the President or the Board serve at the pleasure of the Board.

Section 6B.8 Committee Procedures. To take advantage of specific expertise and assistance, individuals who are not Directors of the Royal Oak Sandlot League may be invited to meet and work with committees. Meetings of committees will be called by the President or the Committee Chair. The Board of Directors can establish a quorum for any committee created. Minutes shall be recorded for all Standing Committee Meetings and Ad Hoc Committees as determined by the Board of Directors.

Section 6B.9. Limitation of Powers. A Standing or ad hoc committee may exercise any powers of the Board in managing this Corporation's business and affairs to the extent provided by resolution of the Board of Director or in these Bylaws. However, no committee shall have power to:

- (a) Amend the article of incorporation;
- (b) Adopt an agreement of merger or consolidation;
- (c) Amend the bylaws of the corporation;
- (d) Fill vacancies on the board; or
- (e) Fix compensation of the Directors for serving on the Board or on a committee.

ARTICLE 7.

MISCELLANEOUS MATTERS

Section 7.1. Fiscal Year. The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31 of each year.

Section 7.2. Contracts. Subject to the provisions of these bylaws, the President and his or her express designees shall be authorized to execute contracts on behalf of the Corporation. The Board may authorize other Officers or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specifics.

Section 7.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 7.4. Maintenance of Records. The Corporation shall keep correct and complete books and records of account and other records of the activities of the Corporation as may be appropriate. All such records shall be open to inspection upon the demand of any Director.

Section 7.5. Annual Audit. All accounts of the Affiliate shall be audited annually by a team of four board members not to include the Treasurer or any signatory on any depository or trust

company accounts. If provided for by law, the annual audit will be conducted by a firm of independent accountants, in lieu of the internal audit.

Section 7.6. Procedure. The latest edition of Robert's Rules of Order shall be used as a guide in proceedings of all meetings of the Corporation and its components, when not in conflict with these bylaws.

Section 7.7. Orders To Pay. All checks shall be signed in the name of the Corporation by any two of the treasurer and the four board members appointed by the board for that purpose.

Section 7.8 Public Comment. A public comment section will be added to all open public meetings of the Board of Directors of Royal Oak Sandlot League. Open meetings shall be considered monthly board meetings and do not include executive meetings. Guests to the meetings will be given three minutes to address the board. Guests will be asked to state their name. The guest will be given a courteous, uninterrupted time to address the board as a whole. Board members at the discretion of the chair of the meeting may ask questions of the guest following his/her address.

ARTICLE 8. INDEMNIFICATION

Section 8.1. Indemnification. The Corporation shall indemnify each Director, Officer, Manager, employee, youth participant and agent in accordance with the Corporation's bylaws.

ARTICLE 9. CONFLICTS OF INTEREST

Section 9.1. Conflicts of Interest. The Board of Directors of the Corporation shall adapt a conflict of interest policy addressing the possible duality of interest and possible conflicts on the part of the Corporation's Directors, Officers, agents and employees of the Corporation, as necessary to comply with applicable state and federal law and the Corporations policies on conflicts of interest.

ARTICLE 10. AMENDMENT OF BYLAWS

Section 10.1. Amendment of Bylaws. The power to alter, amend or repeal the bylaws of the Corporation or to adopt new bylaws shall be vested in the Board. Such action may be taken at a regular or special meeting or the Board for which written notice of the purpose thereof shall have been given. The bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with applicable federal or state law. A two-thirds majority of the Board of Directors then serving is necessary for approval.

ARTICLE 11. DISSOLUTION OF THE CORPORATION

Section 11.1. Dissolution of the Corporation. Upon dissolution of the corporation, the Members shall, after making provision for payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized or operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations

under Section 501 (c)(3) of the Internal Revenue Code or any corresponding future section and any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

Section 11.2. Separation of Founding Leagues. If in the event the Board of Directors determines that boys baseball and girls softball should dissolve into two separate legal entities, the Board of Directors shall divide the assets of the Corporation based upon the percentage of youth participants in each program in the most recently completed season into the two new legal entities. This division shall occur within thirty days of the affirmative vote to dissolve the Corporation into two separate legal entities.

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