



RWYBA Bylaws

ARTICLE I — NAME AND PURPOSE

Section 1 — Name:

The name of the organization shall be Red Wing Youth Baseball Association (RWYBA). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 — Purpose:

The purpose of the RWYBA is to provide opportunities for Red Wing youth to participate in a supervised and structured setting of competitive baseball whereby each player is encouraged to learn the physical, mental, and social skills which are associated with participation in team sports activities. Prep league begins for children who have completed second grade. Traveling teams typically begin for children who have completed fourth grade and continues throughout the high school years.

ARTICLE II — MEMBERSHIP

Section 1 — Membership:

Membership shall consist of the board of directors.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation:

The management and control of the property and affairs of the RWYBA shall vest in and its transactions shall be conducted by a Board of Directors of not less than nine members and no more than sixteen. The Board of Directors receives no compensation other than reasonable expenses.

The Board of Directors are responsible for setting the overall policy and direction of the RWYBA which will guide the day to day operations.

At each meeting of the Board of Directors, every member shall be entitled to one vote. The vote for officers and directors, if more candidates than vacancies, shall be by ballot.

The Board of Directors may, in its discretion, create a category sustaining or honorary members and stipulate the conditions of eligibility for such membership, not inconsistent with the Articles of Incorporation. Sustaining or honorary members, as elected by the Board of Directors from time to time, shall have no right to vote or participate in the management of the affairs of the RWYBA.

Section 2 — Terms:

All board members shall serve three-year terms, but are eligible for re-election for up to four consecutive terms.

Section 3 — Meetings and notice:

The Board of Directors shall meet monthly, with the exception of May, June, July, and December, at an agreed upon time and place. An official board meeting requires that each board member have notice at least two weeks in advance.

The annual meeting of the Board of Directors shall be held in January each year. At such annual meeting, the directors elect officers for the ensuing year and transact such other business as may properly be brought before the meeting. Notice of the annual meeting shall be communicated to the public at least two weeks prior to the meeting.

Section 4 — Board elections:

During the last meeting of each fiscal year, the board of directors shall nominate directors to replace those whose terms will expire at the end of the fiscal year.

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Section 5 — Election procedures:

New directors shall be elected by a quorum of directors present at the annual meeting. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 — Quorum:

A majority of the board shall be necessary to constitute a quorum for business transactions to take place and motions to pass.

Section 7 — Officers and Duties:

There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer. These officers shall be elected at the annual meeting and hold office until their successors are chosen and qualify in the stead.

Their duties are as follows:

President

- The President shall be the Chief Executive Officer of the RWYBA. The President shall convene and preside at all meetings of the Board of Directors or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.
- The President shall have general and active management of the business of the RWYBA, and shall see that all orders and resolution of the business of the Board of Directors are carried into effect. The President shall maintain records of and when necessary all certified proceedings of the RWYBA.
- The President shall interface the City of Red Wing, ISD 256, and the Red Wing Athletic Association.

Vice President

- At the request of the President or in the event of his or her absence or disability, the vice president shall perform the duties and possess and exercise the powers of the president and shall have such powers as the Board of Directors may determine.

Secretary

- The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that all records are maintained.

Treasurer

- The treasurer shall assist in the preparation of the budget and make financial information available to board members and the public. The treasurer shall make a report at each board meeting.
- The Treasurer shall have custody of the RWYBA funds and shall keep full and accurate counts of the receipts and disbursements. The treasurer shall disburse the funds of the RWYBA as may be ordered by the Board of Directors, taking proper vouchers for such disbursements.
- The Treasurer shall maintain all paperwork as it relates to the organization's nonprofit status.





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The Board of Directors may also appoint such other officers and agents as it shall deem necessary, and to fix their compensation, and they shall hold office for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 8 — Vacancies:

If the office of any director or of any officer or agent becomes vacant midterm the directors then in office, although less than a quorum, by majority vote, may choose a successor or successors who shall hold office for the un-expired term in respect of which such vacancy occurred.

Section 9 — Resignation, termination, and absences:

Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 — Special meetings:

Special meetings of the board shall be called upon the request of the President, or a majority of the board. Notices of special meetings shall be communicated by the secretary to each board member at least 5 days before the meeting. Such request shall state the purpose or purposes of the proposed meeting, and no business shall be transacted at such special meeting other than that set out and described in the call for such a meeting.

ARTICLE IV — COMMITTEES

Section 1 — Committee formation:

The Board of Directors may create committees as needed. The President appoints all committee chairs (coordinators).

Section 2 — Executive Committee:

The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.

Section 3 — Board Coordinators: (job responsibilities are outlined on RWYBA website)

- Registration Coordinator
- Travel Coordinator
- Tournament Coordinator
- Tryouts Coordinator
- Coaches Coordinator
- Umpire Coordinator
- Prep Coordinator
- Equipment Coordinator
- Fundraising / Facilities Coordinator
- Website Coordinator
- Omaha Coordinator
- Concessions Coordinator





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Checks

- All checks or demands for money and notes of the RWYBA shall be signed by the officer or officers as the Board of Directors may, from time to time, designate.

ARTICLE V — AMENDMENTS

Section 1 — Amendments:

These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a majority vote on 02/05/2020

Secretary:

Date:

