

Berlin Youth Baseball/Softball, Inc.

By-Laws

I. Mission

- A. The mission of Berlin Youth Baseball/Softball (BYBS) is to provide all school aged boys and girls an equal and local opportunity to learn the importance of community, teamwork, good sportsmanship, healthy competition, academics, and respect for self and others while having fun and working hard. Through teaching fundamental baseball/softball skills, we will promote self-confidence and important life lessons in a safe and supportive environment.

II. Objective

- A. The objective of the BYBS shall be to provide a baseball and softball program for the youth of Berlin and the surrounding communities in line with the mission stated within these by-laws.
- B. This corporation is organized for charitable/educational purposes and all monies collected by the Club including but not limited to dues, gifts, fundraisers, fees and monies earned from programs and ventures of the Club shall be used for purposes consistent with the purposes of this Club as heretofore stated and as determined by the Board of Directors (hereinafter the "Board") and in the event of dissolution of this Club, no monies then in the treasury of this Club shall be returned to any of the incorporators, directors or members but shall be disposed of in a manner consistent with the purposes as set forth in these by-laws, after paying or making provisions for the payment of all liabilities of the Club; or such monies shall be turned over to such organization or organizations organized and operated exclusively for charitable, education, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.
- C. Any property transferred by this Club shall be transferred only to organizations exempt for inheritance tax purposes under Wisconsin Statute 72.04 (or the corresponding provision of any future Wisconsin Statute).
- D. No substantial part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club 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 provisions of these articles, the Club shall not carry on any other activities not permitted to be carried on by a Club exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

III. Membership

- A. Membership is open to any adult parent/guardian of a currently registered and paid in full participant in the program, or any adult member-at-large actively involved in the promotion of BYBS during the current season as determined by the Board.
- B. Membership in the BYBS shall be open to all persons without regard to race, color, ethnic background, or economic circumstances. There shall be no discrimination against any applicant for membership in BYBS.
- C. It shall be the responsibility of every participating member to cooperate to their fullest ability to assure the proper functioning of the BYBS.
- D. There shall be an Annual Membership Meeting of the membership in the month of August at a place and time to be determined by the Board.
 - i. The meeting will be announced to the membership fourteen (14) days in advance.
 - ii. Any member having business to be placed on the agenda for the Annual Membership Meeting must be written and submitted to the secretary seven (7) days prior to said meeting.
 - iii. The agenda will be approved by the Board prior to the Annual Membership Meeting and available to the membership at least twenty-four (24) hours prior to the meeting.

- iv. Each family of a currently registered, and paid in full, participant of the program will have one (1) vote per parent/guardian at the Annual Membership Meeting, maximum of two (2) votes per family.
 - v. Members who do not have children/dependents in the program, will have a voice at the Annual Membership Meeting but not a vote on matters voted on by the general membership.
- E.** Special Membership Meetings may be held whenever called by the President, Secretary, Board, or upon the written request to the Board when approved by the majority (over 50%) of voting members of the currently filled Board positions and present membership.
- i. Special Membership Meetings require a three (3) day notice be given to the membership which will include an agenda for said meeting.
- F.** Quorum: A majority (over 50%) of voting members of the currently filled Board positions shall constitute a quorum for the Annual or any Special Membership Meeting.

IV. Board of Directors

- A.** The affairs and property of this Organization shall be managed and governed by a Board composed of eight (8) directors: President, Vice-President of Baseball, Vice-President of Softball, Treasurer, Secretary, Director of Baseball Development, Director of Softball Development and one (1) Community Representative. These Directors will all be voting members.
- i. Executive Roles (President, Vice-President of Baseball, Vice-President of Softball, Secretary, Treasurer) cannot be filled by spouses or partners due to conflict of interest.
- B.** The Varsity Baseball and Softball Programs will each have one (1) non-voting member of the Board. The Head Coach of each program will appoint a representative, who may be themselves. The representative will serve until notified by the Head Coach of a replacement.
- i. Should a Head Coach not name a representative, the Board may appoint a member-at-large in their place by a majority vote (over 50%) of the currently filled Board positions.
- C.** The Board will be elected for two (2) year terms, commencing the day after elected at the Annual Membership Meeting. Officers will be elected according to the following table, with the current year being used:

Even Years	Odd Years
President	Vice-President of Baseball
Vice-President of Softball	Treasurer
Secretary	Community Representative
Director of Baseball Development	Director of Softball Development

- D. Duties of Elected Officers**
- i. President
 1. Serves as overseer of all BYBS operations, functions and activities with the advice and approval of the Board.
 2. Votes only when a tie occurs between voting members.
 3. Appoints a Board member to take minutes if the Secretary is absent.
 4. Schedules and runs all board meetings.
 5. President shall appoint committees necessary for continuing operation with approval from the Board
 - ii. Vice-President of Baseball
 1. Performs all of the above with the President and, when in the second year

of their term, fills in for President if he or she is absent for any reason. In the absence of the president or their inability or refusal to act the Vice-President shall perform the duties of the president and when so acting shall have the powers of and be subject all restrictions upon the president.

2. The Vice-President will assist the President with their duties, as needed.
3. The Vice-President shall perform such other duties that may be assigned to him or her by the president and/or Board.

iii. Vice-President of Softball

1. Performs all of the above with the President and, when in the second year of their term, fills in for President if he or she is absent for any reason. In the absence of the president or their inability or refusal to act the Vice-President shall perform the duties of the president and when so acting shall have the powers of and be subject all restrictions upon the president.
2. The Vice-President will assist the President with their duties, as needed.
3. The Vice-President shall perform such other duties that may be assigned to him or her by the president and/or Board.

iv. Treasurer

1. Oversees all BYBS finances and budgets, including payment of all approved expenditures, and accounts for all income from program registrations, tournaments, sponsors and other sources.
2. Treasurer has the authority to approve or reject operational expenses between meetings at the request of a single member of the Board with a maximum of \$200 per board member between meetings. Purchases over that threshold must be approved by the majority (over 50%) of the voting members of the currently filled board positions.
3. Coordinates all cash needs at tournaments (including, but not limited to, tickets, concessions, and referee payments) and fundraising events.
4. Issues a financial statement report at all monthly board meetings.
5. Sends receipts for any gift over \$50 to show tax deductibility.
6. Files all Annual Non Profit IRS and/or tax reports.
7. Reviews, monitors, and maintains proper insurance coverage for the program.

v. Secretary

1. Ensures minutes are taken at all board meetings. If the Secretary is absent, the President will appoint someone for these duties.
2. Responsible for ensuring the submission of "draft" minutes to the members of the Board within 1 week (7 business days) of a meeting occurring.
3. Responsible for ensuring the sending out of the agenda to the members of the Board within twenty-four (24) hours prior to any meeting.
4. Responsible for working with the appropriate members to ensure the meeting minutes and agenda are posted publicly in the required timeframes from any meeting.

vi. Director of Baseball Development

1. Maintains and implements baseball's player development program.
 - a. Any updates to the development program need to be approved by a majority (over 50%) of voting members of the currently filled Board positions.
 - b. Develops and runs skills clinics in conjunction with the High School Baseball Representative
2. Provide recommendations and input on baseball coaches, and acts as a liaison between the coaches and the members of the Board.

vii. Director of Softball Development

1. Maintains and implements softball's player development program.
 - a. Any updates to the development program need to be approved by

a majority (over 50%) of voting members of the currently filled Board positions.

b. Develops and runs skills clinics in conjunction with the High School Softball Representative

2. Provide recommendations and input on softball coaches, and acts as a liaison between the coaches and the members of the Board.

viii. Community Representative

1. Promotes the BYBS program including branding.

2. Runs social media accounts.

3. Responsible for reviewing league-wide communications before they are published and sent.

E. Monthly Meetings

i. The Board shall meet monthly, in person or virtually, with a 1 week (7 days) notice given to the membership. The President will give advance notice of any changes.

ii. Must be the majority (over 50%) of the voting members of the currently filled Board positions present before an issue can be voted upon. Issues requiring a vote without the minimum numbers of members present must be tabled until the next meeting.

iii. If a Board member cannot make a meeting, he or she should contact the President by email or phone.

iv. Any Board member engaging in an activity deemed detrimental to BYBS can be removed by a 75% vote of the Board and membership in attendance.

v. Any Board member demonstrating consistent reluctance to participate and contribute to designated Board activities will be contacted by the President to discuss the member's intention of remaining active. Results of this meeting may also generate removal action by the Board.

vi. The Board has the right to ask a Board member to step down if he or she is not fulfilling their role or for disciplinary measurements. This requires 75% of the Board and membership in attendance.

vii. There will be opportunity for Membership Input at the monthly meeting. Individual speakers will be allowed 3 minutes to address the Board on each agenda or non-agenda item and the Board will limit the total time for public input to 21 minutes. The Board has the ability to vote to add to new business item to a future agenda item based on the presented Membership input with option for a closed session.

F. Emergency Board Meetings

i. May be held whenever called by the President, the Secretary, or the Board.

G. Regular Election of Members of the Board

i. Any active member, voting or not, including present directors may place himself/herself or the name of any other active member in nomination for vacancies on the Board.

1. Nominations shall be submitted to the Secretary at least 1 week (7 days) prior to the Annual Membership Meeting. Nominee must be present at the Annual Membership Meeting to receive votes.

a. The Secretary will facilitate acceptance of the nomination before placing the person on the ballot.

2. A vote of raising hands will be used at the Annual Membership Meeting and all voting members present shall vote.

a. Only Baseball families shall vote for Baseball specific positions

b. Only Softball families shall vote for Softball specific positions

H. Election of Vacant Board Member Positions

i. A vacancy on the Board will be filled as soon as a good fit is found. New members will be required to submit their intentions in writing to the Secretary for review.

ii. Nominations of prospective members for the vacancy may be placed before the Board by any member considered in active standing.

iii. Nominations must be received in advance of the prospective member's

attendance.

- iv. Election will be held by the current BYBS Members of the Board and membership in attendance with the winner receiving a majority vote (over 50%).
- v. Business can continue as usual during situations of vacancies as long as the majority of the remaining members of the Board are present.
- vi. In the event of multiple vacant positions, current voting members of the Board can vote to take on dual officer positions on the Board.

V. Committees

- A. The Board shall appoint committees as deemed appropriate in carrying out its purposes.

VI. Finances

- A. The Board shall decide all matters pertaining to the finances & budget of the organization.
- B. All income shall be placed in a designated account solely for BYBS.
- C. An annual audit of the organization's books is to be made at the completion of each fiscal year.
 - i. The fiscal year will run from September 1 of the current year to August 31 of the following year.
 - ii. Two (2) members of the Board will be appointed by the Board to perform the annual financial audit.
- D. All expenses over the Treasurer's defined operational limit authority must be brought before the Board and approved by majority (over 50%) of voting members of the Board prior to purchase.
- E. The Board will approve any and all fees associated with the operations of BYBS on an annual basis.

VII. Scholarship

- A. Since academics are important to the Organization, at least one scholarship will be awarded each year to a former participant that is furthering his or her education after high school. The number and the amount of such scholarships shall be determined at a meeting of the Board with a majority (over 50%) of voting members of currently filled positions.
- B. Scholarships shall be based on academic standing, community involvement with the BYBS program, need, and desire by the student to continue his or her education.
- C. A check shall be issued to the student(s), upon receipt of confirmation of successful completion of first semester classes and enrollment in a second semester. All scholarships must be utilized within one (1) year of presentation.

VIII. Miscellaneous

- A. The Board will decide any issues not covered under these bylaws.

IX. Amendments

- A. These By-laws may be amended, altered, repealed and new By-Laws may be adopted at any regular meeting, Annual Membership Meeting, or Special Membership Meeting of the voting membership.
- B. Any amendments to the By-laws require a 75% positive vote of the voting members in attendance.

X. Indemnification

- A. The Club shall indemnify any Director, Officer or Committee Member or former Director, Officer or Committee Member of the Club or any person who may have served at its request as a Director, Officer or Committee Member against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been or because of any act as such Director, Officer or Committee member within the course of his/her duties. The Club may also reimburse to any Director, Officer or Committee Member the reasonable costs of settlement of any such action, suit or proceeding, or any claim which might be the basis of such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was the interest of the Club that such settlement be made and that such Director, Officer or Committee Member was not guilty of negligence or misconduct.

XI. Revision History of the By-Laws

Revision Date	Revision Notes
Jan 2 nd , 2021	Originally Adopted
Mar 21 st , 2024	Amendments adopted during 3/21/24 Special Meeting