

BY-LAWS OF HUTCHINSON JUNIOR LEAGUE BASEBALL ASSOCIATION (HJLBA)

Article I.

Section 1. The name of this corporation shall be "Hutchinson Junior League Baseball Association" and abbreviated "HJLBA."

Section 2. The principal office of this corporation shall be located at 102 Main Street South, Hutchinson, County of McLeod, and State of Minnesota.

Article II.

MEMBERS

Section 1. The members of the corporation shall be all parents who have a child enrolled in an Association sponsored program and who have paid the registration fee for their child to participate in Association sponsored programs. In addition, any individual 18 years of age or older who supports the objectives of this Association may become a member, subject only to compliance with the provisions of these by-laws and payment of an annual membership fee to be determined on a yearly basis by the Board of Directors.

Section 2. Each member who has paid their membership fee shall be considered a member in good standing and shall be entitled to one vote on each matter submitted to a vote of the members. Membership is not transferable or assignable.

Article III.

MEETINGS OF MEMBERS

Section 1. There shall be annual and, if required, special meetings of the membership.

Section 2. Special meetings of the membership, for any purposes, may be called by the President or by the Board of Directors and shall be called by the President at the request of any member.

Section 3. The Board of Directors may designate any place, either within or without the State of Minnesota, as a place of meeting for any annual meeting or for any special meeting.

Section 4. The notice for any special or annual meeting of the membership shall be given two weeks prior notice to be published via appropriate means serving Hutchinson giving the date, time and location of any special or annual meeting of the membership.

Section 5. The President in his/her absence the Vice President shall preside at all meetings. The members in good standing of the Association that attend any special or annual meeting shall constitute a quorum for the transaction of any and all business.

Article IV.

DIRECTORS

Section 1. The business of this corporation shall be managed by a Board of Directors of not less than three (3) or more than nine (9) members who shall be elected annually by the members.

- a) Each director shall be a member, provided that the members by a vote of a majority may elect a director or directors who are not members of the corporation, but at all times the majority of directors shall be members of the corporation.
- b) In the case of a tie vote the tiebreaker shall be decided by the President of the board.

Section 2. Regular meetings of the Board of Directors shall be held during the year at times fixed by the Board at its first meeting of the year. A majority of the Board of Directors members shall constitute a quorum.

Section 3. Special meetings of the Board of Directors may be held upon call by the President or by any of the Board representing thereof. By unanimous consent of all members of the Board of Directors, special meetings of the Board of Directors may be held at any time and place with or without notice. Meetings held upon call shall specify the time, place and purpose of such meeting. Notice shall be given by personal notice to each member.

Section 4. The Directors shall elect officers of the corporation. Any officer may be removed at any time by a majority vote of the Board of Directors. Vacancies in the Board of Directors may be filled by the remaining Directors at any regular or special meeting.

Section 5. Effective January 1, 2009 the HJLBA Board may remove a member of the board for any of the following reasons:

- a) Refusal or inability of a board member to perform his/her duties as a member of the board in a supportive, efficient, responsible and professional manner;
- b) Misuse of power by a board member of the board to obtain personal pecuniary, or material gain or advantage for himself/herself or another;
- c) Violating any of the HJLBA policies and procedures;
- d) Consistent disruption at meetings or preventing the organization from working towards a goal and/or alignment with mission statement {Debating for an unpopular viewpoint is not grounds for board dismissal};
- e) Failure to attend 70% of required board meetings.

Any person may file a complaint with the President of the board against a board member alleging specific facts, which constitute grounds for removal from the board. The Secretary shall transmit a copy of any such complaint to the President of the board and the accused board member. Upon a written recommendation of the President or majority of the members of the board, a hearing shall be conducted before the board; minus the person filling the complaint and the defendant.

The hearing of the board, minus the person filling the complaint and the defendant, will submit a transcript of the voted recommendation based on the evidence presented in the hearing. The President shall review the transcript to determine if the evidence supports the recommendation, and he/she shall enter a finding in accordance with such determination.

In event a board member is removed, his/her removal shall be effective as of the date on the filed complaint and a vacancy shall be filled by HJLBA majority board approval.

Section 6. The term of each Director shall be three years, with three Directors elected each year. The term of Directors shall begin at the September monthly meeting. Effective January 1, 2009; elected HJLBA board members can only serve two consecutive full terms unless otherwise recommended by the HJLBA board to membership.

Article V.
OFFICERS

Section 1. The officers of this corporation shall be President, a Vice President, a Secretary and a Treasurer who shall be annually elected for the term of one (1) year and shall hold office until their successors are duly elected and qualified. Any two or more offices, except the offices of President and Vice President, may be held by any one person.

Section 2. All contracts and agreements in writing shall be executed by one officer of the corporation, who shall be the President or the Vice President.

Section 3. The Secretary shall issue notice of all Directors' and members' meetings, and shall perform all such other duties as are incident to this office.

Section 4. The Treasurer shall have the custody of all the money of the corporation, subject to the power of the Board of Directors to place such custody in another officer or director. The Treasurer shall keep regular books of account and shall submit them to the Directors for their examination and approval as often as they may require and shall perform such other duties as are incident to this office.

Section 5. An officer of the corporation must sign the checks of the corporation but only one officer need sign such checks.

Section 6. Prior approval by the Board is required for expenditures of \$1,000 or more. The signature of any two officers is required for expenditures of \$2,500 or more.

Article VI.
DEPOITORIES

Section 1. The Board of Directors may amend these by-laws at any regular or special meeting subject to the right of members to vote on any change or repeal of these by-laws or any Article or Section thereof at any special or annual meeting of the membership.

Adopted:

Date:
