



# Michigan Red Sox, Inc

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## Michigan Red Sox, Inc. Organizational By-laws

### *I. Name*

The organization shall be known as “The Michigan Red Sox”, hereinafter referred to as the “Organization.” The Organization has been established as a non-profit corporation under the laws of the State of Michigan.

### *II. Purpose*

The purpose of the Organization shall be to organize and supervise the playing of baseball in various leagues and tournaments, to secure suitable and adequate financial backing for these purposes, and to own, lease or otherwise obtain the use of suitable playing facilities and training facilities as well as securing some equipment for these purposes.

### *III. Membership*

Any parents or guardians of active players, or active volunteer adult leaders shall be considered members of the Organization. For purposes of this provision, “active” shall mean actual participation during the current/prior season September 1<sup>st</sup> through August 31<sup>st</sup>, as applicable. Membership is restricted to those who have paid their team membership fees and excludes anyone who may have been specifically banned from the Organization by its Board of Directors. Membership is also granted to former players, parents, or guardians approved by the chairman of the board.

The Organization shall not discriminate based upon age, sex, gender, national origin, race, religion or sexual orientation.

#### **IV. Policies of Organization**

##### **A. Welfare of Children**

It shall be the policy of the Organization to conduct its activities so that the physical and moral welfare of the children for whose benefit it is organized shall remain paramount and all matters of policy shall be determined on that basis.

##### **B. Conflict of Interest**

No person who is a member of or who is employed by or who is any way connected with the Organization shall receive any personal financial benefit therefore beyond the reasonable value of services in carrying out the purpose for which the Organization has been organized. No member serving on the Board of Directors shall be compensated with a salary, stipend, bonus, per diem, etc.

##### **C. Sponsors and Advertising**

(1) In order to secure suitable and adequate financial backing to carry out the purpose of the Organization, it shall be the policy of the Organization to permit only such sponsorship as is consistent with the purpose for which the Organization has been created and to select sponsors who are interested in the Organization solely or principally as a means of contributing to the welfare of children.

(2) It shall be the policy of the Organization to prohibit any direct advertising of alcoholic beverages or tobacco products in connection with the Organization or any of its programs.

##### **D. Alcohol, Tobacco, Drugs, Firearms/Weapons**

It shall be the policy of the Organization to prohibit the use or consumption of alcoholic, tobacco or any prohibited substances/drugs during any Organization functions including, without limitation, games. Any fundraising activity that does not include games or practices is exempt. All offensive weapons as defined under Michigan Code MCLA 750.227 (including firearms) are expressly forbidden by individuals but not limited to those at all Organization functions by all persons, except for Law Enforcement Officers (LEOs) on duty. LEOs of any jurisdiction in an off-duty/break status and citizens with carry permits (concealed or otherwise) shall not carry firearms or offensive weapons at Organization events or they shall be subject to removal from the Organization event.

##### **E. Coaches & Players**

The Organizations coaches and players shall promote and maintain good sportsmanship at all times, including at all practices, games and any additional functions of the Organization. Coaches shall comply with sanctioning organization code of ethics and any

additional rules set down by the Organization's Board. Coaches shall treat all officials and umpires with courtesy and respect. Players are expected to treat all coaches, officials and umpires with courtesy and respect.

#### **F. Disciplinary Guidelines**

Enforcement of playing rules at Organization games shall be the sole responsibility of the umpire(s) who have been assigned to the game. Enforcement of any additional conduct rules shall be the joint responsibility of the Board of Directors, umpires assigned to that game, any Board members present at the game and any other Organization officials who have been given authority by the Board. For any incidents regarding a player, a board member shall inform and consult with Player Agent (parent/guardian), or coach.

Violations of conduct rules for coaches, fans and players include (but are not limited to) the following:

- Fighting;
- Foul language;
- Derogatory remarks made to umpires, coaches or officials;
- Improper decorum in the dugouts or on the fields;
- Cheating or fraud of any kind;
- Destruction of Organization or city property;
- Continued use of improper equipment or wearing of an improper uniform after being warned;
- Malicious conduct of any kind;
- Violation of sanctioning organization guidelines of General Conduct;
- Bullying/harassment of any type via any means (in person, on-line, etc.)

Thus, if a coach, player, or fan is ejected from a game for any of the aforementioned violations, he/she must leave the playing field immediately and the park within 10 minutes of the ejection. (A coach or fan can only return to the park to pick up a player once the game is completed.) Additionally, if any players, coaches, or parents feel their safety is at risk. A member of the Organization shall contact local authorities.

In addition to an ejection from a game for aforementioned violations, the coach, player or fan may be subject to any/all of the following suspension and penalties as determined by a majority vote of the Board:

- Suspension for a specific number of games/events or specific number of calendar days (including practices, games and Organization events), up to and including remainder of the season.
- Formal removal from coaching position (if applicable).
- Lifetime expulsion from the Organization.

All discipline, including ejection of coaches from games, must be reported to a Board member at the earliest possible opportunity. Coaches do have immediate discretionary

authority in determining discipline for their players, however the Board reserves the right to review and modify said discipline as deemed necessary.

Appeals shall be made to the Board of Directors, via the Organization President. After investigating the facts and circumstances surrounding the misconduct, the Organization Board may overrule the prescribed discipline or continue with the necessary penalty, with majority vote of the Board of Directors. The Board's decision will be final.

#### **V. Governance**

There shall be an annual membership meeting in October of each year, the time and place shall be determined by the Board of Directors. Notice of such meeting shall be made upon at least ten (10) calendar days' notice, the manner of such notice to be determined by the Board of Directors in their sole discretion. Such notice, subject to Board approval, may be in the form of email, website notification, or such public media such as newspaper, television, radio, Internet, etc.

The Board of Directors may call special membership meetings from time-to-time. Only those persons who are members of the Organization and personally present at a membership meeting shall be eligible to vote at that meeting; there shall be no proxy voting. A majority of those present and eligible to vote at a membership meeting shall be required to conduct business, including the election of Board members. There shall not be any quorum requirements for a membership meeting, either annual or special.

A Board member must introduce any items for the membership meeting agenda one week prior to the meeting.

#### **VI. Board of Directors**

The Board of Directors of the Organization, hereinafter referred to as the "Board", shall be drawn from the organization, existing members, former members, and individuals in the athletic community and elected by the membership at the annual meeting for the terms and in the manner provided for as follows:

The Board shall consist of not less than one (1) nor more than twelve (12) persons. The term for each Board member elected at the annual meeting is one (1) year. All members of the Board shall be eligible for reelection.

The prior Board shall determine, immediately prior to the annual membership meeting, the total size of the Board for the following year.

A quorum for the conducting of all business, except as specifically otherwise set forth herein, shall be at least fifty-one percent (51%) of the Board.

The Board, in its discretion, may remove any Board member upon the affirmative vote of two-thirds of the Board sitting at the time such issue is brought before the Board for vote. For

purposes of removing a Board member, the quorum required to conduct such business shall be increased from fifty-one percent (51%) to sixty-six and two-thirds (66.66%).

The Board may fill any vacancies on the Board at any regular Board meeting by a majority vote thereof.

The Board shall be directed by the Chairman of the Board who is the founder of the organization. The Chairman has all final say in determinations of the Board of Directors. The Chairman of the Board cannot be removed from his position unless he resigns or is physically or mentally unable to do any of the duties as Chairman. At its first meeting following the annual membership meeting, the Board shall review/revise the by-laws and elect its executive officers for that year. These officers shall include, but are not limited to, the President, Vice-President, Treasurer, and Secretary. Board members not elected as officers shall assume positions as determined by the aforementioned officers to include, but not limited to Baseball Coordinator, Sponsorship Coordinator, Special Events Coordinator, Uniform & Equipment Coordinator(s) and Fields Coordinator.

The Board shall meet monthly (1<sup>st</sup> Wednesday of each month) or as often as needed to handle Organization business. The time and place for such meetings shall be determined by the Chairman of the Board and shall be made known to all members of the Board upon at least 1-days' notice, oral, electronic, or written. Any member may attend a Board meeting; however, membership participation shall be at the discretion of the Board. Furthermore, the Board may convene in executive session to discuss or resolve such matters, which the Board, in its majority discretion, believes, should be handled confidentially.

Board members may carry written proxies for non-attending Board members for specific votes. Proxies shall be signed (hard copies) or transmitted electronically from the absent member's email account.

The Board shall have full authority and discretion to make all policy, set budgets, and implement the on-going business of the Organization consistent with the bylaws. Without limiting the generality of the foregoing, the Board shall have the power to:

- Purchase or otherwise acquire for the Organization any property, right or privilege which the Organization is authorized to acquire, by the price of consideration and upon such terms as the Board may deem appropriate;
- Appoint, remove or suspend subordinate agents or volunteers and to determine their duties;
- Determine the composition of sub-committees to deal with the particulars of the Organization's tournaments, fund raising; field development, equipment, and marketing and advertising;
- Determine who shall be authorized on behalf of the Organization to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments. Without any further action by the Board, Chairman, the Presidents and Vice Presidents are hereby granted such full authority and the Treasurer is hereby granted authority to sign checks.

- Delegate any of the powers of the Board to any agent of the Organization with any powers as the Board may see fit to grant;
- Suspend, discharge, bar or otherwise discipline any member, manager, coach, player, parent, as well as other related people as needed without refund whose conduct is considered detrimental to the best interests of the Organization (see Disciplinary Guidelines above);
- Set registration fees and award scholarships;
- Generally, do all such lawful acts and take actions as may be necessary and proper.

### **VII. Financial Policy**

The Board shall decide all matters pertaining to the finances of the Organization, bearing the responsibility to conduct the financial affairs of the Organization in a prudent business-like manner. The Board shall institute policy relative to the preparation and acceptance of an annual budget, and periodic and annual presentation of financial reports, and an annual audit of the books of the Organization.

The Organization shall, in the absence of an external audit, annually conduct an internal financial audit that accounts for, at a minimum, all financial instruments, all financial accounts, signature authority (ies), balances, carry forward, debts and financial/procedural risks. This audit shall be conducted by a committee of no less than 3 Board members, of which one shall be the Treasurer. The committee shall, by majority decision, provide an audit report to the Board for their review/discussion/acceptance.

No officer shall be permitted to expend, on any particular item or task, more than One Hundred Dollars (\$100.00) without prior Board majority approval.

### **VIII. Duties of Officers and Coordinators**

The Organization shall have the following officers:

#### **A. The Chairman shall:**

- Preside at all meetings of the Board and the Organization;
- Serve as the Chief Executive Officer of the Organization
- Represent the Organization at any meetings.
- Will hold the tie-breaking vote in all Organizational matters presented to the Board.
- Will have the power to veto.
- Recommend agendas.

#### **B. The President shall:**

- Perform such duties as may be assigned by the Chairman
- Attend all meeting of the Board and the Organizations;
- Assist the Chairman as needed/directed, including attending other external meetings;
- Preside or represent the Organization at any meetings in the absence of the Chairman.

- Assume the Chairman's responsibilities in the absence of the Chairman;

**C. The Vice-President shall:**

- Perform such duties as may be assigned by the Chairman and/or President;
- Otherwise assist the President in the performance of his/her duties;
- Preside or represent the Organization at any meetings in the absence of the President.
- Act as a liaison for board members, volunteers, and sub-committee members.

**D. The Secretary shall:**

- Perform such duties as may be assigned by the Chairman and/or President;
- Have custody of the Articles, Bylaws, minutes and all other records of the Organization, except financial records;
- Keep an accurate record of meetings and other activities of the Organization and the Board;
- Be responsible for all correspondence on behalf of the Organization;
- Transmit all records and correspondence to any person elected to succeed him/her in that office.

**E. The Treasurer shall:**

- Perform such duties as may be assigned by the Chairman and/or President;
- Keep an accurate account of all funds received and disbursed for the Organization;
- Submit a financial report at all regular meetings and at such other times as may be requested by the President or a majority request of the Board;
- As a member of the annual internal audit committee, make all information available as needed and participate fully in the audit, including report preparation;
- Transmit all records and correspondence to any person elected to succeed him/her in that office.

**F. The Baseball Coordinator shall:**

- Perform such duties as may be assigned by the Chairman;
- Serve as the primary point of contact for players, coaches and parents, including the submission of formal grievances.

**G. The Uniform & Equipment Coordinator(s) shall:**

- Perform such duties as may be assigned by the Chairman;
- Inquire into uniform vendors on an annual basis, acquire samples, request bids;
- Arrange for fittings;
- Coordinate order submission, uniform distribution to players;
- Ensure team equipment is sufficient in quantity and quality to support safe and competitive play.

- As necessary, coordinate with coaches to determine organization equipment needs, present proposals for Board consideration and effect procurement of approved equipment.

**H. The Sponsorship Coordinator shall:**

- Perform such duties as may be assigned by the Chairman;
- Contact potential new sponsors for the Organization;
- Coordinate sponsor assignments with teams;
- Maintain records of sponsor's name, address, phone numbers, etc.

**I. The Special Events Coordinator shall:**

- Perform such duties as may be assigned by the Chairman;
- Organize tournaments and clinics;
- Organize volunteers and facilities for all special events;
- Coordinate annual Organizational fund-raising.

**J. The Fields Coordinator shall:**

- Perform such duties as may be assigned by the Chairman;
- Attend all required city meetings and work to obtain fields as directed by the Board;
- Coordinate any required installations of fences, equipment and sheds at the fields;
- Coordinate with teams assigned to fields for regular maintenance and game preparation.
- Ensure adequate distribution of equipment (rakes, drags, mowers, gas, chalkers) and consumables (diamond dry, chalk) are available at fields.
- Each spring, conduct an audit of each field, including tape measure verification of plates, base anchors and pitching rubbers. Replace/install plates, anchors and rubbers are necessary.
- Coordinate for the regular spraying of infields for weeds .
- Assign, on an annual basis, recurring practice/game days/slots on a by-team basis.

**K. An Officer shall:**

- Be a member of the organization or follow board member criteria.
- Assist in a positive way with the success of the organization.

***IX. Fiscal Year***

The fiscal year of the Corporation shall be fixed by a majority vote of the Board of Directors from time to time, subject to applicable law. The current fiscal year shall end on August 31<sup>st</sup>.

## **X. Amendments**

These Bylaws may be amended by a unanimous vote of the Organization's Board of Directors.

## **XI. Indemnity**

(a) Any person made a party to any action, suit, or proceeding, by reason of the fact that he, his testator or intestate representative is or was an Officer, Board of Directors member, or volunteer of the Organization, or of any corporation in which he served as such at the request of the Organization, shall be indemnified by the Organization against reasonable expenses, including such attorney's fees actually and necessarily incurred by him in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, or in connection with any appeal therein that such Officer, Board of Directors member or volunteer is liable for negligence or misconduct in the performance of his duties.

(b) The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or Officer, Board of Directors member, or volunteer may be entitled apart from the very provisions of this section.

(c) The amount of indemnity shall be fixed by the Board of Directors, except that in any case where there is no such disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the America Arbitration Association.

***ADOPTED BY UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS ON JANUARY 10, 2017.***