



BYLAWS OF THE CLAWSON YOUTH BASEBALL AND SOFTBALL LEAUGE, INC.

ARTICLE I- NAME, PURPOSE, ADDRESS, BOUNDARIES

- Section 1.01: The name of the organization shall be the Clawson Youth Baseball Softball League (hereinafter CYBSL), a Michigan Non-Profit Corporation.
- Section 1.02: CYBSL has as its purpose the following: To provide an opportunity to the youth of the community to learn about and play baseball and softball. To provide and allow the players the resulting lessons of winning, losing, good sportsmanship and physical development.
- Section 1.03: The principle and registered address of CYBSL shall be P.O. Box 3, Clawson, Michigan, 48017.
- Section 1.04: The boundaries of CYBSL shall be the City of Clawson and any surrounding areas that do not provide baseball or softball opportunities.

ARTICLE II- MEMBERSHIP

- Section 2.01: Membership in CYBSL is open to each officer and director of the organization and each team established and registered with CYBSL per the CYBSL's Operating Rules. Each member in good standing shall have one vote on any matter submitted to the membership. The vote of a team shall be cast by the team's head coach or other person approved as the team representative by the Board of Directors (Board).
- Section 2.02: Members in good standing have the power to elect the directors of CYBSL at the annual meeting of the members, remove any director or officer for good cause at a regular or special meeting of the members, hear, consider and approve or disapprove reports of the Board, the officers and any CYBSL committee, and hear and act as a final arbiter in any dispute between or concerning the directors, officers or individual members.
- Section 2.03: Membership in the organization or service of a team member and all incidental rights shall be terminated by any of the following:
- a. Written resignation of the member or team representative;
 - b. Death of a member or team representative;
 - c. Expulsion following a hearing before the Board for violation of or failure to comply with any Bylaw or Operating Rule of CYBSL providing no less than three, no more than fourteen days written notice of the hearing is given to the member and at least a majority of the Board expels the member.
- Section 2.04: A member or team representative may be suspended for conduct prejudicial to the best interests of CYBSL following a hearing before the Board, for a time period to be

determined by the Board. The secretary must send notice to all pertinent participants no less than three, no more than fourteen days before the hearing date. A person suspended shall not participate in any meeting, serve on any CYBSL committee, act as a coach, assistant coach or have any position in the organization during the period of suspension. During a suspension period or after termination of a team representative, the Board shall certify a substitute representative for the affected team.

ARTICLE III- MEETINGS OF MEMBERS

- Section 3.01: Any and all meetings of the members of CYBSL will be held within the City of Clawson and shall be specified in a notice thereof. Any and all meetings of the Board of Directors of CYBSL may be held at such place, as the Board shall determine.
- Section 3.02: Board of Directors meetings are at the discretion of the Board of Directors however they shall meet a minimum of 10 times per year.
- Section 3.03: The annual membership meeting of the League shall be held at the earliest convenience of the Board at the conclusion of the season and no later than December 15th. The Secretary shall send notice of the meeting to every member (social media or league website is acceptable) no less than seven, no more than twenty-eight days before the meeting date. At the annual meeting, the President shall give a report of the affairs of the organization, directors shall be elected and the membership shall transact any other business as comes before the assembled group.
- Section 3.04: Not less than twenty percent of the members shall constitute a quorum and shall be necessary to conduct the business of the CYBSL, but a lesser number may adjourn the meeting for a period not to exceed four weeks from the scheduled meeting date. The Secretary shall send a notice of the adjourned meeting to all members, and at the adjourned meeting a quorum shall be constituted of at least one-third of the members present.
- Section 3.05: The President may call a special meeting of the membership if he or she deems it for the best interested of CYBSL. A special meeting shall be called at the written request of six members of the Board or one-half of the members of the organization; the President shall call a special meeting of the membership. Notice of any special meeting of the membership, specifying the reasons why the meeting is being called and identifying the business to be transacted, shall be sent to the membership no less than three, no more than fourteen days before the scheduled meeting date. No other business but that specified in the notice shall be transacted at a special meeting without the consent of at least three-quarters of the membership.
- Section 3.06: At all meetings, except for election of directors, votes shall be cast by voice, or show of hands. Ballots shall be provided for election of directors. If a majority ever requires any question to be voted by ballot, it shall occur. A plurality of the votes cast shall determine any matter other than expulsion. No vote by proxy is permitted. If voting by ballot is required prior to the vote, the President shall appoint a committee of three whom shall act as inspectors of the election, and who shall at the conclusion of the balloting certify in writing the results. No election inspector shall be a candidate for office or be personally interested in the question being voted upon.

Section 3.07: Robert's Rules of Order shall govern the proceedings of all meetings of CYBSL and its constituent parts except as provided by these By-Laws.

Section 3.08: The order of business or any meeting shall be:

- a. Roll call
- b. Approving the minutes of the previous meeting
- c. Public Forum
- d. Officer's reports
- e. General Manager's reports
- f. Committee reports
- g. Old and unfinished business
- h. New business
- i. Good and welfare
- j. Adjournments

ARTICLE IV- BOARD OF DIRECTORS

Section 4.01: The business of the CYBSL shall be managed by a Board of Directors (Board) consisting of up to six elected members and the General Managers. Elected members of the Board shall be elected for one-year terms immediately following their election by the membership at the annual meeting of the membership. A majority of a quorum of the Board shall elect General Managers, which shall not exceed four in number, at the annual membership meeting. No Board member shall have more than one vote even though he or she may be an elected member of the Board and a General Manager or other position. No voting shall be done by proxy. No Board member shall cast a vote in a matter if he or she may have a conflict of interest.

Section 4.02: Not later than one month before the annual membership meeting, the Board shall select one member of the Board to serve as the chair of the Nominating Committee and select two other persons who are not members of the Board, but members of the CYBSL, to serve upon the Nominating Committee. The Nominating Committee may recommend one or more candidates for each vacancy to be filled. Persons nominated by the Nominating Committee shall be eligible for election along with any person nominated from the floor prior to the election.

Section 4.03: The Board shall have control and management of the affairs and business of the league. It shall only act in the name of the CYBSL when it is properly convened. The Board shall adopt rules governing the operating and play of teams, and the rules may be amended by a majority of the Board. The General Managers shall certify the coach or other person of a member team as the team's representative to the CYBSL. The Board may adopt procedures concerning its governance and the operation of the League.

Section 4.04: A regular meeting of the Board shall be held without notice immediately after the annual meeting of the members. The Board may provide for the time and place for holding additional regular meetings of the Board without other notice.

Section 4.05: Special meetings of the Board may be called at the request of the President or any five directors. Written notice of any special Board meeting shall be given at least three no more than fourteen days prior to the meeting and be delivered personally or sent by first class

mail or electronic mail to each Director. Electronic mail voting is allowed if plurality of votes cast determines the matter.

- Section 4.06: A Director may waive notice of any meeting. Attendance of a Director at a Board meeting constitutes waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business of any Board meeting need not be specified in the meeting notice or waiver of notice unless required by law or these Bylaws.
- Section 4.07: A majority of the Board constitutes a quorum for transacting business, but if less than a majority of the directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board, unless law or these Bylaws require the act of a greater number.
- Section 4.08: The Board may make rules, procedures and regulations covering its meetings as it determines necessary. The Board may hire and fix the compensation of any employee or agent deemed necessary to conduct the League's business. The President shall chair meetings of the Board.
- Section 4.09: Any vacancy in the Board shall be filled by a vote of the majority of the remaining members of the Board until the next annual meeting of the membership.
- Section 4.10: A Director may be removed from the Board following:
- a) Procedures outlined in Article II, Section 2.03c and Article II Section 2.04.
 - b) Upon missing three board meetings in a row or four board meetings within a twelve-month period. Upon the three consecutive or fourth total missed meeting, it will be assumed that the Director no longer wishes to participate with the Board and the Director's position will be filled following Section 4.09.
- Section 4.11: If all of the Directors consent in writing to any action to be taken by the League, the consent has the same effect as a unanimous vote of the Board and shall be a valid corporate action as if it occurred at a meeting of the Board. The written consents shall be filed with the Board minutes.
- Section 4.12: Officers and Duties: The officers of the CYBSL shall be the President, Vice President of Baseball, Vice President of Softball, Secretary and Treasurer.
- Section 4.13: The President shall be the Chair of the Board, preside at all Board and membership meetings, present an annual report of the League at each annual meeting of the membership, see that all books, reports and documents as required by law are properly kept or filed, be a signatory upon League negotiable instruments and be the spokesperson for the League. The President will coordinate the direction of all committee members to ensure duties are clear and committees are operating correctly.
- Section 4.14: The Vice President of Baseball and the Vice President of Softball shall be the President of the League if the President is absent or is unable to exercise the office, may be a signatory upon League negotiable instruments, and shall enjoy other duties as directed by the Board. The Vice President of Baseball and the Vice President of Softball will hold responsibilities for each respective league and be the face of that league with other leagues CYBSL

participates with. The Vice President of each respective league will work with their General Managers on the day to day operations of the respective league.

- Section 4.15: The Secretary shall keep the minutes and records of the League in appropriate books, file any certificates required by law, be the official custodian of the League's records, give and serve all notices to the members and directors, may be a signatory upon League negotiable instruments, submit to the Board any communications addressed to the Secretary, attend to the correspondence of the League, and shall enjoy other duties as directed by the Board.
- Section 4.16: The Treasurer shall have the care and custody of all funds belonging to the League, be solely responsible for the funds and securities of the League, handle League banking, make projections, issue financial reports to the Board, be a signatory upon League negotiable instruments invest the League's funds, file income tax returns, maintain the tax-exempt status of the League and shall enjoy other duties as directed by the Board. The Treasurer shall be bonded in an amount directed by the Board.
- Section 4.17: The Board shall appoint General Managers of baseball and softball at the annual membership meeting. The General Managers will assist in the operation and supervision of CYBSL and other duties as the Board deems necessary to carry out the purposes and policies of CYBSL. They shall function as the "eyes and ears" to their respective division and identify needs. They shall attend various games within all age groups to be sure policies are being followed by coaches.
- Section 4.18: No Officer, Board Member or Coach shall receive remuneration compensation, monetary or otherwise, for services rendered to CYBSL.

ARTICLE V- COACHING STAFF

- Section 5.01: Head Coaches shall be selected and nominated by the General Managers of baseball and softball and confirmed by a majority vote of the Board of Directors. Head Coaches must be the age of 18 years or older. Head Coaches can be removed following procedures outlined in Article II, Section 2.03c and Article II Section 2.04.
- Section 5.02: Assistant Coaches are to be selected and approved by the Head Coach, General Managers of baseball and Softball and confirmed by a majority vote of the Board of Directors. Assistant Coaches can be removed following procedures outlined in Article II, Section 2.03c and Article II Section 2.04.
- Section 5.03: If a member of the Board of Directors wishes to become a Head Coach, his/her approval is subject to a majority vote of the Board of Directors.

ARTICLE VI- COMMITTEES

- Section 6.01: Unless otherwise stated in these Bylaws, only the Board shall create committees of the League. The President, with the approval of the Board, shall establish composition of each committee. Membership on a committee shall be for a year and may be renewed by the then President. The President upon notice and hearing may remove any committee member. No committee position or decision may bind the League without the prior approval of the Board.

- Section 6.02: There may be a Sponsorship and Finance Committee consisting of at least three persons, one of who shall be Treasurer, who shall meet and oversee the Leagues funds, project League finances and makes the fiscal recommendations to the Board.
- Section 6.03: There may be an Equipment Committee consisting of at least three persons, one of whom shall be the Equipment Manager, who shall meet and determine equipment needs for the upcoming year, solicit and take bids for equipment and allocate budget with Board approval to make purchases, inspect equipment, receive, distribute and collect equipment each season and make recommendations to the Board.
- Section 6.04: There may be a League Information Committee, one of who will be the registrar, to promote interest and participation in the activities of CYBSL through approved marketing medias including social networking. The registrar will receive and review player applications and assist in verifying residency and age eligibility. Conducts player tryouts/draft and any other player transaction or selection meetings. Identifies tournaments for each respective age group and prepares rosters for league or tournament play. The League Information Committee will set up and manage the league website, online registration, encourage creation of team websites, ensure that the league news and scores are updated on a regular basis.
- Section 6.05: There may be a Special Events/4th of July Committee that is responsible to host an All-Star Game for each age division. Events are to include Star Spangled Banner, announcements and concessions.
- Section 6.06: There may be a Grounds Committee that shall be responsible for the care and maintenance of the playing fields, buildings and grounds. It shall operate within the amount appropriated in the approved budget for that purpose. It shall organize and supervise any construction projects making playing surfaces mare suitable, and make recommendations to the Board.
- Section 6.07: There may be a Safety Officer that is responsible to create awareness through education and information, of the opportunities to provide a safer environment for players and participants of the league. In order to implement a safety plan the Safety Officer should facilitate meetings and distribute information among participants including players, managers, coaches, umpires, parents/guardians and other volunteers. Should promote safety compliance leadership by increasing awareness of safety opportunities that arise from these responsibilities and ensures that incidents are recorded and that information is sent to league officials and follow-up information on medical and other data is forwarded as available.
- Section 6.08: There may be a Coaching Coordinator that communicates coaching opportunities to the general public. Shall be responsible for developing a coaching training program, including budgeting and gaining funding for such program and training materials along with coordinating any clinics as necessary.
- Section 6.09: There may be a Scheduling Coordinator that coordinates field availability from the various organizations (Parks and Recreation, Department of Public Works, Clawson Public Schools) with game schedules and may work with other league schedulers to schedule games. Reschedules cancelled games due to inclement weather and delivers all game schedules to umpire associations.

Section 6.10: The Board may create additional committees. They may be permanent or temporary.

ARTICLE VII- DUES

Section 7.01: The Board shall determine from time to time the amount of annual dues payable to the League by member teams based upon a per capita fee for each participant and give appropriate notice to the member teams.

ARTICLE VIII- PURCHASE CONTRACTS & AGREEMENTS

Section 8.01: All purchase contracts and agreements entered into by a member of CYBSL in the name of the organization will be considered the member's own responsibility unless the purchase contract or agreement pertains to a project that has been approved by the Board.

Section 8.02: A discretionary activity fund not to exceed \$100.00 annually shall be available to the President for use as he/she sees fit without prior approval of the Board. These expenditures must be accounted for by the Treasurer and included in the Treasurer's report.

ARTICLE IX- INDEMNIFICATION

Section 9.01: Any person who is a party or is threatened to be made a party to any civil or criminal claim, action or suit or to any administrative or investigative proceeding by reason of being an officer of the Board of Directors, Division Manager, employee or volunteer of CYBSL shall be indemnified by CYBSL against expenses, attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding as long as they were incurred while carrying out any lawful activities past and present on behalf of CYBSL.

ARTICLE X- AMENDMENTS

Section 10.01: These Bylaws may be amended, altered, changed or repealed by affirmative vote of at least two-thirds of the Board.

ARTICLE XI- DISSOLUTION

Section 11.01: If the League dissolves, all of its assets shall be distributed to Clawson Athletics Boosters of the City of Clawson for use by Clawson Public School's baseball and softball programs. This is to be done in conformity with the Articles of Corporation under which this organization operates.

These revised Bylaws are adopted December 5, 2017 by approval of the Board and ratified by CYBSL Membership.