

Berlin Youth Baseball/Softball, Inc.

By-Laws

Adopted: January 2, 2021

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 academics, community, teamwork, good sportsmanship, healthy competition, 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 Berlin Youth Baseball/Softball during the current season as determined by the Board of Directors.
 - 1. Membership in the Club 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 this Club.
- B. It shall be the responsibility of every participating member to cooperate to their fullest ability to assure the proper functioning of the Club.
- C. There shall be an annual meeting of the membership in the month of August at a

place and time to be determined by the Board of Directors.

1. The meeting will be announced via electronic written mail and social media sixty (60) days in advance
 - a) Any member having business to be placed on the agenda for the annual meeting must be written and submitted to the secretary thirty (30) days prior to said meeting.
 - b) The agenda will be approved at the Board meeting prior to the annual meeting and sent to the membership at least ten (10) days prior to the meeting.
2. 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 meeting, maximum of two (2) votes per family.
3. Members who do not have children/dependents in the program, will have a voice at the annual meeting but not a vote on matters voted on by the general membership.
4. Quorum: Fifteen (15), or a majority of, voting members (whichever is less) shall constitute a quorum for the annual or any special meeting.
5. Special meetings may be held whenever called by the President, the Secretary, the Board of Directors or upon the written request to the Board of Directors by any six (6) participating members of the Club.
 - a) Special meetings require a 30 day notice to the membership, which will include the agenda for said meeting.

IV. Board of Directors

- A. The affairs and property of this Organization shall be managed and governed by a Board of Directors 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.
- 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.
 1. Should a Head Coach not name a representative, the Board of Directors may appoint a member-at-large in their place by a majority vote.
- C. The Board of Directors will be elected for two (2) year terms, commencing the day after elected at the Annual Meeting. Officers will be elected according to the following table, with the current year being used:

Even Years	Odd Years
President	Vice-President Baseball
Vice-President Softball	Treasurer

Secretary	Community Representative
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Director of Baseball Development	Director of Softball Development
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D. Duties of Elected Officers

1. President:

- a) Serves as overseer of all BYBS operations, functions and activities.
- b) Approves the calendar.
- c) Curates the BYBS Safety/Code of Conduct policy
- d) Votes only when a tie occurs between voting members.
- e) Appoints a Board Member to take minutes if the Secretary is absent.
- f) Schedules and runs all Board Meetings.
- g) Oversees the Scholarship and Equipment/Uniform Committee
- h) The President, Vice President-Baseball, Vice President-Softball, Secretary and Treasurer will investigate complaints and discipline concerns for the BYBS. If any disciplinary action is to be considered, this committee of four will form a panel to hear the issues, make decisions and report to the Board.

2. Vice President-Baseball:

- a) 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.
- b) Checks mail at the Post Office box, when in the second year of their term.
- c) Oversees the youth baseball program, including, but not limited to:
 - (1) Chairs the Berlin Youth Baseball Committee, which manages the Berlin Youth Baseball Policies
 - (2) Works with coaches to reserve gym space and schedule practices.
 - (3) Reviews, monitors, and maintains proper insurance coverage for baseball.
 - (4) Ensures background checks are performed on all baseball volunteers and are reviewed according to WIAA rules.
 - (5) Confirms bank balances monthly and audits all financial transactions annually for baseball.
- d) Assists the President with their duties, as needed.
- e) The President, Vice President-Baseball, Vice President-Softball, Secretary and Treasurer will investigate complaints and discipline concerns for the BYBS. If any disciplinary action is to be considered, this committee of four will form a panel to hear the issues, make decisions and report to the Board.

3. Vice President-Softball

- a) 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.
- b) Checks mail at the Post Office box, when in the second year of their term.
- c) Oversees the youth softball program, including, but not limited to:
 - (1) Chairs the Berlin Youth Softball Committee, which manages the Berlin Youth Softball Policies

- (2) Works with coaches to reserve gym space and schedule practices.
 - (3) Reviews, monitors, and maintains proper insurance coverage for softball.
 - (4) Ensures background checks are performed on all softball volunteers and are reviewed according to WIAA rules.
 - (5) Confirms bank balances monthly and audits all financial transactions annually for softball.
 - d) Assists the President with their duties, as needed.
 - e) The President, Vice President-Baseball, Vice President-Softball, Secretary and Treasurer will investigate complaints and discipline concerns for the BYBS. If any disciplinary action is to be considered, this committee of four will form a panel to hear the issues, make decisions and report to the Board.
4. Treasurer
- a) Oversees all BYBS finances, including payment of all approved expenditures, and accounts for all income from program registrations, tournaments, sponsors and other sources.
 - b) Coordinates all cash needs at tournaments (including, but not limited to, tickets, concessions, and referee payments) and fundraising events.
 - c) Oversees Fundraising and Concession Committees
 - d) Issues a financial statement report at all monthly Board Meetings. e) Sends receipts for any gift over \$50 to show tax deductibility. f) Files all Annual Non Profit IRS and/or tax reports.
 - g) Note: Dual signatures are required for all checks. The Treasurer plus the President or Vice President-Baseball/Vice President Softball must sign all checks.
 - h) The President, Vice President-Baseball, Vice President-Softball, Secretary and Treasurer will investigate complaints and discipline concerns for the BYBS. If any disciplinary action is to be considered, this committee of four will form a panel to hear the issues, make decisions and report to the Board.
5. Secretary
- a) Takes minutes at Board Meetings. If the Secretary is absent, the President will appoint someone to take minutes.
 - b) Coordinates player registrations and BYBS membership. This includes collecting forms and concussion waivers.
 - c) Assists with tournaments.
 - d) The President, Vice President-Baseball, Vice President-Softball, Secretary and Treasurer will investigate complaints and discipline concerns for the BYBS. If any disciplinary action is to be considered, this committee of four will form a panel to hear the issues, make decisions and report to the Board.
6. Director of Baseball Development
- a) Maintains and implements baseball's player development program.
 - (1) Any updates to the development program need to be approved by a majority vote of the Berlin Youth Baseball Committee
 - b) Develops and runs skills clinics in conjunction with the High School Baseball Representative
 - c) Secures all baseball coaches.

- d) Communicates to all baseball coaches all pertinent information including schedules, rules, etc.
 - e) Coordinates all activities related to BYBS-hosted baseball tournaments, including collecting registrations, developing tournament schedule, securing referees and scorekeepers.
 - 7. Director of Softball Development
 - a) Maintains and implements softball's player development program. (1)
 - Any updates to the development program need to be approved by a majority vote of the Berlin Youth Softball Committee
 - b) Develops and runs skills clinics in conjunction with the High School Softball Representative
 - c) Secures all softball coaches.
 - d) Communicates to all softball coaches all pertinent information including schedules, rules, etc.
 - e) Coordinates all activities related to BYBS-hosted softball tournaments, including collecting registrations, developing tournament schedule, securing referees and scorekeepers.
 - 8. Community Representative
 - a) Assists with fundraising activities.
 - b) Assists at home tournaments.
 - c) Promotes the BYBS program.
 - d) Oversees the Public Relations committee.
- E. The Board of Directors shall meet monthly, in person or virtually, with a two week notice given to the membership. The President will give advance notice of any changes.
 - 1. Must be a minimum of six (6) voting board members 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.
 - 2. If a Board Member cannot make a meeting, he or she should contact the President by email or phone.
 - 3. Any Board Member engaging in an activity deemed detrimental to BYBS can be removed by a majority vote of the Board.
 - 4. 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.
 - 5. 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 a majority vote of the Board.
- F. Regular Election of Board Members
 - 1. 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 of Directors.
 - a) Nominations shall be submitted to the Secretary at least thirty (30) days prior to the Annual Meeting.
 - (1) The Secretary will facilitate acceptance of the nomination before placing the person on the ballot.
 - b) Written ballots shall be given out at the annual meeting and all voting members present shall vote.
 - (1) Only Baseball families shall vote for Baseball specific positions
 - (2) Only Softball families shall vote for Softball specific

positions

(3) Electronic ballots may be used if deemed secure by the Board.

c) All ballots will be counted in the same room as cast, by volunteer members of the Club who were not on the ballot.

d) All newly elected Board of Directors will be recorded at that time in the minutes of the annual meeting by the recording secretary. A copy of said minutes will be mailed to all Directors within thirty (30) days of the annual meeting

G. Election of Vacant Board Member Positions

1. A vacancy on the Board will be filled as soon as possible. New members will be required to submit their intentions in writing to the Secretary for review.

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

3. Nominations will be made in advance of the prospective member's attendance.

4. Election will be held by the current BYBS Board members with a majority vote.

V. Committees

A. The Board of Directors shall, at their earliest convenience after being elected, appoint qualified members to the following committees. All Committee members serve a one (1) year term. Board members explicitly stated as members of a committee will serve for the duration of their Board term. It is recommended that these committees be represented at all Board Meetings but have no voting rights. 1. Baseball Policy Committee

a) The purpose of the Baseball Policy Committee is to:

(1) Curate the policies and rules outlined in the Berlin Youth Baseball Policies.

(2) Develop and submit a baseball specific budget to the Board of Directors for approval

b) Membership includes VP Baseball (Chair), Director of Baseball Development, High School Baseball Representative, two (2) members at large appointed by the Board of Directors

2. Softball Policy Committee

a) The purpose of the Softball Policy Committee is to:

(1) Curate the policies and rules outlined in the Berlin Youth Softball Policies.

(2) Develop and submit a softball specific budget to the Board of Directors for approval

b) Membership includes VP Softball (Chair), Director of Softball Development, High School Softball Representative, two (2) members at large appointed by the Board of Directors

3. The Fundraising Committee:

a) Reports to the Treasurer

b) Coordinates all fundraising activities.

c) Decides on types of fundraisers.

d) Solicits volunteers to help.

e) Collects all funds and transfers them to the treasurer.

f) Develops and submits a report of income and expenses for the fundraising projects.

4. The Equipment/Uniform Committee:

- a) Reports to the President
 - b) Coordinates all activities dealing with equipping the players.
 - c) Inventories all equipment.
 - d) Obtains any new equipment needed each year.
 - e) Distributes uniforms & equipment at the beginning of each year.
 - f) Collects the equipment at the end of the year and inspects, washes, and repairs as necessary.
5. The Concessions Committee:
- a) Reports to the Treasurer
 - b) Coordinates all activities dealing with the concessions and admissions at home games and tournaments.
 - c) Establishes the concessions menu and prices.
 - d) Shops for the necessary food and supplies.
 - e) Secures a place to store the supplies.
 - f) Coordinates (with coaches) the volunteers to staff the concession stand, prepare food items, and set up and take down the concession stand on game days.
6. The Public Relations Committee:
- a) Reports to the Community Representative
 - b) Coordinates all public relations relative to the organization.
 - c) Works with the Secretary and/or Community Representative to develop and distribute posters and registration information.
 - d) Coordinates (with coaches) all articles and photos for the newspaper.
 - e) Maintains the website and all social media.
7. The Scholarship Committee:
- a) Reports to the President
 - b) Coordinates everything associated with the organization's scholarship:
 - c) Communicates scholarship availability.
 - d) Collects and reviews applications.
 - e) Recommends recipient(s) to the Board.
 - f) Awards the scholarships after the Board of Directors has decided by majority vote.
- B. The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

VI. Finances

- A. The Board of Directors shall decide all matters pertaining to the finances of the organization.
- B. All income shall be placed in a common treasury, with accounting for baseball and softball income/expenses kept separate.
- C. An annual audit of the Organization's books is to be made at the completion of each fiscal year.
 - 1. The fiscal year will run from September 1 of the current year to August 31 of the following year.
- D. All expenses incurred will be brought before the Board and approved by majority vote.
- E. Dual signatures are required for all checks. The Treasurer plus the President, Vice-President Baseball or Vice-President Softball must sign all checks.
- F. The Board of Directors will approve participation fees on an annual basis. 1. The

Baseball and Softball Policy Committees should submit sport specific participation fees for approval.

2. The Board of Directors will determine any necessary additional fees.

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 of Directors with a majority vote. B. Scholarships shall be based on academic standing, community involvement, 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 tuition payment. 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 Annual or special meeting of the voting membership. B. Any amendments to the By-laws requires 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. Amendments to the By-Laws

A. The following amendments have been made to these by-laws. Each item includes original wording, new wording, and date of approval.