

Bylaws of Round Rock Baseball League

(As adopted by the Board of Directors on July 18th, 2015)

These bylaws constitute the code of rules adopted by Round Rock Baseball League (hereafter “the League”) for the regulation and management of its affairs. The League is a nonprofit League organized under the Texas Business Organization Code (referred to as the “Code”)

ARTICLE 1

Registered Office and Registered Agent

The League shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the League’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Code.

ARTICLE 2

Purpose

As set out in the League’s Certificate of Formation, “The Corporation is organized pursuant to the Texas Business Organizations Code. The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Internal Revenue Service Code, Section 501(c)(3), and the Texas Tax Code, Section 11.18, and consist of the following:

- 1) To serve as a nonprofit educational organization providing a supervised program of competitive baseball under the Ground Rules set forth by Round Rock Baseball’s Board of Directors;
- 2) To secure adequate funding to carry out the purpose of this league in a manner that is in line with the purpose of this league; and
- 3) To conduct its activities in such a way that the physical and moral welfare of the youth of this league (to include good sportsmanship, honesty, courage and respect for authority) are paramount and the attainment of exceptional athletic skill or the winning of games is secondary.

ARTICLE 3

Membership

The business, property, and affairs of the League shall be managed by the Board of Directors.

- 1) **Membership:** Regular membership shall consist only of the Board of Directors.
- 2) **Additional Membership Categories:** Additional membership categories may be created by the Board of Directors at its sole discretion. The Board of Directors shall determine the terms, obligations and privileges of such membership. Such members shall have no voting rights or entitlements in the affairs of the League.
 - a) **Associate Memberships:** All registered player meeting the requirements of Round Rock Baseball League, parent or legal guardian of such players who have paid their registration fee, volunteer coaches of teams in the league, and league or team sponsors, shall be eligible for associate membership. Associate members shall have no voting rights or entitlements in the affairs of the League. Associate memberships

may be suspended or terminated at anytime by the Board of Directors for violations of the League Rules or Code of Conduct of the League.

- 3) **Annual Membership Meeting:** The Annual Meeting of the Board of Directors shall be held as the last meeting of each fiscal year at a place and time as determined by the Board of Directors but no later than June 30th. The primary purpose of this meeting will be for the election of officers and members of the Board of Directors.
- 4) **Notice of Membership Meetings:** Notice of Annual Membership Meetings shall be made known to the members via email and the league website at least fourteen (14) days prior to the meeting. Notice of Special Meetings shall be made known to the members via email and through the league website at least five (5) days prior to the meeting.
- 5) **Membership Meeting Quorum and Rules of Order:** A majority of the incumbent members of the Board of Directors (not counting vacancies) shall be necessary to constitute a quorum of the membership. Robert's Rules of Order shall govern the proceedings of membership meetings.

ARTICLE 4

Board of Directors

- 1) **Powers** - The Board of Directors ("Directors") of this League is vested with the management of the business and affairs of this League, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.
- 2) **Qualifications** - Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of the League are ineligible to serve on the Board of Directors.
- 3) **Number and Classes of Directors** - The Board of Directors will be comprised of seven (7) to thirty-three (33) Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors.

In addition to the prescribed number of Board members, a non-voting representative of the City of Round Rock Parks & Recreation Department, to be appointed by the Department Director, will serve on the Board. S/he shall not be included in determining a quorum.

Board portfolios shall include:

- 1) **The Umpire-in-Charge (UIC)** shall be responsible for: the development and maintenance of all local rules used by the League; the training of all umpires used by the League for league and tournament games; the scheduling of all umpires for league and tournament games; the hiring and release of umpires as needed; maintaining records of each umpire's record and their qualifications; negotiating payment scales for umpires and presenting a proposed budget to the Board; and serve as the final arbiter of all rules interpretations for League and tournament games
- 2) **The Director of Equipment** shall be responsible for the evaluation/purchasing, control, issuance and maintenance of all playing equipment and supplies and shall assure that all equipment is returned at the end of the year. He or she will work with the League Commissioners and managers and will report to the Vice President as required.
- 3) **The Director of Facilities** shall be responsible for all facilities either owned, used and/or leased other than those managed by PARD. He or she is responsible for coordinating with PARD the maintenance and upkeep and purchase of all supplies necessary for the fields and facilities. He or she will report to the Vice President as required.

- 4) **The Tournament Director** shall be responsible for: the coordination of work force related field preparation; coordinating the collection of fees for the tournament and turn in to the Treasurer; coordinating the efforts of tracking and updates of tournament bracket, pitching sheets and other related items; establishing tournament dates; working with other leagues in the area for inter-league tournaments; and coordinating all tournament dates with PARD and the Vice-President as required.
- 5) **The Director of Concessions** shall be responsible for: the operation and maintenance of all concession stands; working with League Commissioners, schedulers and reporting to the Treasurer as required; ordering product, notification to facilities Director and/or PARD of needed repairs, concession volunteer schedules, determining product offering; and managing the Budget Item for Concessions and prepare a draft budget for Board consideration for concessions.
- 6) **The Director of Uniforms and Awards** shall be responsible for: preparing a draft budget for uniforms and awards; finding vendors for uniforms and awards; identifying styles available for both; working with coaches for sizing of uniforms; and coordinating distribution of uniforms and awards.
- 7) **The Registrar** shall be responsible for: preparing for League sign-up and registration each year; coordinating preparation of appropriate forms and people to assist in sign-up; organizing paperwork including age cards, during sign-up; and working with Treasurer to collect registration fees.
- 8) **The Web Master** shall be responsible for: maintaining the league web site and domain name; updating to provide general information to the League Members; posting scores and practice & game schedules; updating to provide general weather and field conditions; keeping all information current and updated; maintaining safety/security of the web site; coordinating with assigned Executive Committee Member.
- 9) The Team/Parent Coordinator shall be responsible for: acting as liaison between Board Members and Team Parents; and may schedule meetings for Team Parents for information distribution.
- 10) **The Director Of Public Relations** shall be responsible for: coordinating all League advertising, public relations and press coverage; serving as the direct liaison between the Board and media, when appropriate; being available to help in other areas as assigned by the president.
- 11) **The Director Of Sponsors** shall be responsible for: acquiring sponsors and all fund raising activities of the league; putting together all literature regarding sponsorship levels available; working directly with the assigned Vice President, Treasurer and in coordination with PARD; and being available to help in other areas as assigned by the president.
- 12) **The Director Of Insurance And Safety** shall be responsible for: providing the league with a list of insurance providers; serving as the communication link between the league and the insurance provider regarding all claims and losses; filing all claims and reports with the Round Rock Police department, as necessary; establishing a safety procedure outline to the Board with recommendations; assuring that the web site and facilities have posted safety procedures in cases of accidents, injury, fires, and/or player, manager, umpire or parent violence incidents; assuring that First Aid kits are complete and readily available; monitoring lightning detector(s) to assure batteries are charged; being available to help in other areas as assigned by the president.
- 13) **The Commissioner Of Players 4, 5 & 6 Years, the Commissioner Of Players 7 & 8 Years, the Commissioner Of Players 9 & 10 Years, the Commissioner Of Players 11 & 12 Years, the Commissioner Of Players 13 & 14 Years, and the Commissioner Of Players 15 - 18 Years** shall each be responsible for: supervising tryouts and distribution of players among teams in this league for this age group; assisting in the annual registration of players; supervising scorekeeping and maintain team statistics; insuring

compliance with League Rules relative to player participation and coaching requirements; and supervising All-Star selections. serving as a member of the League Disciplinary Board.

- a) Commissioners may not manage or coach a team in the same league of which he/she is the Commissioner;
 - b) In event of reported misconduct, the Commissioner shall notify the manager and parents of the player within 48 hours of the act. The Manager may appear with the player before the Commissioner and at least three (3) other members of the Board of Directors for consideration of appropriate action.
- 14) **The Scheduler (Players 4-8 Years) and the Scheduler (Players 9 - 19years)** shall be responsible for: coordinating with Board members and coaches to schedule practices and games for this age group.
 - 15) **The Assistant Umpire-in-Charge shall assist the UIC** with his/her responsibilities for coordinating all scheduling, training and other activities for league umpires.
 - 16) **The Assistant Director of Equipment** shall assist the Director of Equipment with his/her responsibilities for the evaluation/purchasing, control, issuance and maintenance of all playing equipment and supplies and shall assure that all equipment is returned at the end of the year. He or she will work with the League Commissioners and managers and will report to the Vice President as required.
 - 17) **The Assistant Registrar** shall assist the Registrar with his/her responsibilities for: preparing for League sign-up and registration each year; coordinating preparation of appropriate forms and people to assist in sign-up; organizing paperwork including age cards, during sign-up; and working with Treasurer to collect registration fees.
 - 18) **The Assistant Scheduler** shall assist the Schedulers with his/her responsibilities for: coordinating with Board members and coaches to schedule practices and games for this age group.
 - 19) **The Assistant Director of Uniforms and Awards** shall assist the Director of Uniforms and Awards with his/her responsibilities for: preparing a draft budget for uniforms and awards; finding vendors for uniforms and awards; identifying styles available for both; working with coaches for sizing of uniforms; and coordinating distribution of uniforms and awards
 - 20) **The Assistant Director of Facilities** shall assist the Director of Facilities with his/her responsibilities for all facilities either owned, used and/or leased other than those managed by PARD. He or she is responsible for coordinating with PARD the maintenance and upkeep and purchase of all supplies necessary for the fields and facilities. He or she will report to the Vice President as required

Term of Directors - Directors shall serve terms of 2 years. A Director may succeed him/herself. There shall be no term limits.

- 4) **Staggered Terms** - There shall be staggered terms of office for Directors so that one-half of the directorships shall be up for election each year. Initially, one-half of the Directors shall be elected for a one-year term and one-half for a two-year term. Initial directors serving less than a full two- year term as their initial term (i.e., directors who draw a one-year), shall be considered to have served a full two-year term.
- 5) **Election of Directors - Elections for Directors** filling expired terms shall be held at the Annual Meeting of the Board, which shall be the last Board meeting of each fiscal year. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re- appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election).

- 6) **Attendance:** Directors are expected to attend at least 75% of Board meetings. Any Director not present at 75% of the Board in a fiscal year shall be deemed to have resigned unless the Board excuses the absences by a majority vote.
- 7) **Resignation** - Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.
- 8) **Removal** - Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose.. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.
- 9) **Vacancies** - Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. .
- 10) **Compensation** - Directors and Officers shall not receive any salaries for their services as Board members. Board members will receive a discounted fee for registration. Board members may be provided food during meetings, drafts or other league events. By resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the League. The Board shall establish a policy governing such potential reimbursements at the time it adopts its annual budget. The League shall not loan money or property to, or guarantee the obligation of, any Director or Officer.

ARTICLE 5

Board of Directors Meetings

- 1) **Place of Board Meetings** - Regular and Special Meetings of the Board of Directors will be held at any place that the majority of the Board may designate.
- 2) **Regular and Special Meetings** - Regular meetings of the Board of Directors shall be held quarterly, or more often as determined by the Board. Special meeting of the regular members may be called by the President or by a majority vote of the Board of Directors, or upon written request to the Secretary by no less than 20 current regular members of the League. Disciplinary hearings may be held at any special meeting when posted and may be held in Executive Session.
- 3) **Annual Membership Meeting** - The Annual Meeting of the Board of Directors shall be held as the last Board meeting of each fiscal year (no later than June 30th), at which time Directors and Officers shall be elected and actions taken on other transactions that may properly come before the Board.
- 4) **Notice of Board Meetings** - Notice of the date, time, and place of both Annual and Regular Meetings of the Board of Directors shall be given to each board member by regular mail, telephone (including voice mail), facsimile, or e- mail no less than fourteen (14) days prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than five (5) days notice prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or bylaws, for which a 5-day written notice by mail, e-mail or facsimile shall be required specifying the proposed amendment.
- 5) **Waiver of Notice** - Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

- 6) **Quorum** - A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.
- 7) **Actions without a Meeting** - Any action required or permitted to be taken by the Board of Directors under the Texas Business Organizations Code, the Certificate of Formation, and these bylaws may be taken without a meeting, if all Directors individually and collectively consent in writing or e-mail or facsimile, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.
- 8) **Duties of Directors** - A director shall discharge the director's duties in good faith, with ordinary care, in a manner the director reasonably believes to be in the best interest of the League and in any other manner as set forth in the Code, as amended.
- 9) **Proxy** – Proxies shall not be allowed.

ARTICLE 6

Officers

- 1) **Roster of Officers** - The League shall have a president, 4 vice-presidents, a secretary, a treasurer and such other officers as may be elected by the Board from amongst its members. As members of the Board of Directors, Officers shall be governed by all portions of these bylaws which relate to Board members. One person may hold two or more offices, except those serving as President or Secretary may not be the same person.
- 2) **Election, Removal and Term of Office** - All officers shall serve one-year terms. The election shall be conducted at the Board of Directors' Annual Meeting. Officers shall remain in office until their successors have been selected. There shall be no term limits on any office.
- 3) **Vacancies** - If a vacancy occurs during the term of office for any elected officer, for whatever reason, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.
- 4) **President** - The President will supervise and control the affairs of the League, S/he will:
 - a) Perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors;
 - b) Prepare the agenda with the advice and counsel of the Executive Committee and will
 - c) reside at all Board and Membership meetings and shall exercise parliamentary control in accordance with *Roberts Rules of Order*;
 - d) Serve as the official liaison between the league and other organizations, including the City of Round Rock;
 - e) Authenticate all League correspondence;
 - f) Co-sign checks or co-authorize payment of League bills;
 - g) Handle all matters of the League of an emergency nature or for which there is insufficient time for a meeting of the Directors to be held. Prior to the handling of such matters, the President shall communicate with and receive approval from a minimum of two (2) Members of the Executive Committee before taking such action. The President shall communicate such action(s) within 48 hours to the full Board of Directors;
 - h) Serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws; and

- i) Perform other duties that are normally associated with the office of President. The
 - j) President of the League may coach but not manage a regular season team or an All-Star team.
- 5) **Vice-Presidents** – There shall be four (4) Vice-Presidents with responsibilities as outlined below.

Each vice president shall be in charge of and responsible for the personnel operating within their sphere of responsibility; and will be available to assist with other duties as requested by the president.

- a) The Vice President for Operations shall be responsible for overseeing the Umpire in Chief, the Director of Equipment, facilities, concessions, and the Tournament Director. S/he shall act in place of the President in the event of the President's absence, inability, or refusal to act. S/he shall serve as parliamentarian and interpret any ambiguities of the bylaws. S/he and shall exercise and discharge such other duties as may be required by the board.
 - b) The Vice President for Administration shall be responsible for overseeing Uniforms, Webmaster, insurance and safety, team parent coordination, public relations, sponsors, and registration. S/he shall exercise and discharge such other duties as may be required by the board.
 - c) The Vice President for Players 4 through 8 Years of Age shall be responsible for overseeing the Commissioner for 4/6 Years, the Commissioner for 7/8 Years, and scheduling for those groups. S/he and shall exercise and discharge such other duties as may be required by the board.
 - d) The Vice President for Players 9 through 18 Years of Age shall be responsible for overseeing the Commissioner for 9/10 Years, the Commissioner for 11/12 Years, Commissioner for 13/14 Years, the Commissioner for 15/18 Years and scheduling for those groups. S/he and shall exercise and discharge such other duties as may be required by the board.
- 6) **Secretary** - The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws. S/he will:
- e) Attest to and keep the bylaws and other legal records of the League, or copies thereof, at the principal office of the League;
 - f) Take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at the principal office of the League;
 - g) Keep a record of the names and addresses of the Directors at the principal office of the League; and supply Board members with copies of the minutes of meetings within 72 hours wherever possible.
 - h) With the approval of the Board of Directors, set up procedures for any elections held by the League; and keep a record of all votes cast in such elections; ensure that all records of the League, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the League during regular business hours;
 - i) See that all notices are duly given in accordance with these bylaws or as required by law;
 - j) see that all books, reports, statements, certificates, and other documents and records of the League are properly kept and filed.
 - k) In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

- 7) **Treasurer** - The Treasurer will have charge and custody of all funds of the League, will oversee and supervise the financial business of the League, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Board of Directors. S/he will:
- a) Render reports and accountings to the Directors as required by the Board of Directors, including preparation of a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the League;
 - b) Give to the League a bond with one or more sureties for the faithful performance of the duties of the office and for the restoration to the League--in the case of his or her death, resignation, retirement, or removal from office--all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his control belonging to the League. The amount of the bond shall be determined by the Board of Directors.
 - c) devise a budget and plan providing for the acceptance and disbursement of all funds of the League which shall be approved by the Board of Directors.
 - d) shall set up all checking, savings, and investment accounts of the League and deposit all such funds in the name of the League in such accounts with the approval of the Board of Directors,.
 - e) be the authorized signature for all checking, savings, and investment accounts of the
 - f) League unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the League as the authorized signatory for a particular type of disbursement;
 - g) keep all financing records, books, and annual reports of the financial activities of the League at the principal office of the League and make them available at the request of any Director or member of the public during regular business hours for inspection and copying;
 - h) keep tax exempt status for the league and file League tax returns in a timely manner

ARTICLE 7 Committees

- 1) Executive Committee - The President, Vice Presidents, Treasurer, Secretary, and any other Officers duly elected by the League shall constitute the executive committee. In addition, a non- voting representative of the City of Round Rock Parks & Recreation Department serving on the Board will serve on this Committee.
 - a) The executive committee shall have the authority to act on behalf of the League in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the executive committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the League. The President shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.
- 2) The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.
- 3) Appointment of Members and Chair, Number and Term– The president shall appoint the members and chairperson of all Committees (with the exception of the Executive

Committee) and shall fill any vacancies, with the advice and counsel of the Board. Each committee shall have no less than three (3) members, each of whom shall serve for a term of one year (coinciding with the fiscal year) and may be reappointed without limit. Standing Committees shall be chaired by a member of the Board.

- 4) Quorum - A majority of the committee's members (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At committee meetings where a quorum is present, a majority vote of the committee members attending shall constitute an act of the committee.
- 5) Meetings and Records – Unless otherwise designated by the Board, committees will select the number, time, date and location of all meetings. Each committee shall maintain a written agenda and minutes of all meetings.

ARTICLE 8

Sportsmanship and Code of Ethics

- 1) "Zero Tolerance" is the policy of the League for violation of League rules or safety regulations or conduct detrimental to the league;
- 2) The League and its Directors and Employees will comply with the following Code in all of their actions. As long as the League is in existence, no director, officer or employee of the League shall:
 - a) do any act in violation of these Bylaws or a binding obligation of the League;
 - b) do any act with the intention of harming the League or any of its operations;
 - c) do any act that would make it unnecessarily difficult to carry on the intended or ordinary business of the League;
 - d) receive an improper personal benefit from the operation of the League;
 - e) use the assets of this League, directly or indirectly, for any purpose other than carrying on the business of this League;
 - f) wrongfully transfer or dispose of League property, including intangible property such as goodwill; and
 - g) use the name of the League (or any substantially similar name) or any trademark or trade name adopted by the League, except on behalf of the League in the ordinary course of the League's mission.

In addition, if any Board member, Officer or staff member shall be legally charged with any act that may serve as a source of embarrassment or to negatively affect the credibility and legitimacy of the League, s/he shall take be temporarily removed from the Board and./ or from his or her position within the League, until such time as such charges or allegations are resolved. During such a sabbatical, s/he shall not be considered a member of the Board for the purposes of a quorum, though such time shall be considered as if served for the purposes of determining the completion of his or her term.

ARTICLE 9

Rules of Procedure

The proceedings and business of the Board of Directors shall be governed by *Robert's Rules of Parliamentary Procedure* unless otherwise provided herein.

ARTICLE 10

Executive Director

- 1) The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves. The Executive Director shall be compensated as shall be determined by the Board of Directors. Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall supervise, direct, and control the business of the League and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws.
- 2) The Executive Director may engage in negotiations involving commitments of the resources of the League or the acceptance of money or resources by the League in furtherance of the purposes of the League as set out in the Certificate of Formation and these bylaws. The Executive Director shall generally be expected to attend all meetings of the Board of Directors and Executive Committee.

ARTICLE 11

Indemnification

Insurance - The League will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

Indemnification - To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the League shall be indemnified by the League against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein

Limits on Indemnification - Notwithstanding the above, the League will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the League's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

ARTICLE 12

Operations

Execution of Documents - Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the League shall be signed and executed by the Executive Director and the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of Executive Committee and must be approved by a resolution of the Board of Directors.

- 1) **Disbursement of Funds** - Financial Transactions which have a value of \$2,500 or more if not included in the annual budget shall require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the Executive Director may dispense with the funds of the League in accordance with expenditures

approved by the Board of Directors and the purposes of the League as set out in the Certificate of Formation and these bylaws. Notwithstanding the above, all checks of more than \$500 disbursing funds from any of the League's accounts shall require the signatures of at least two individuals as authorized by Board resolution. For purposes of this clause, "signature" shall include electronic approval

- 2) **Procurement Policy** - Any Board Member with responsibility and/or authority for purchasing goods and/or services shall solicit and present to the Board of Directors at least three (3) bids for any expenditure of over \$1,000. Approval of any bid shall be at the discretion of the Board.
- 3) **Records** - The League will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The League will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the League.
- 4) **Inspection of Books and Records** - All books and records of this League may be inspected by any Director for any purpose at any reasonable time on written demand. The League shall keep correct and complete books and records of account.
- 5) **Deposits** - All funds of the League shall be deposited to the credit of the League in banks, trust companies, or other depositories that the Board of Directors selects.
- 6) **Loans** – The League will make no loans to any of its Directors or Officers.
- 7) **Fiscal Year** – The fiscal year of the League shall be July 1 through June 30. For the Internal Revenue Service, the league will report financials on a calendar year.
- 8) **Audit** - The League shall have an annual audit or financial review by an independent CPA. The audit and all accompanying documents shall be presented to the Board for its review and action, as appropriate.
- 9) **Charity Activities:** The Executive Committee, with the Director of Public Relations and others, shall coordinate any League charity activities or programs designed to use League or special funds raised for charitable programs within the Round Rock community.
- 10) **Standing Rules and Policies:** The Board shall establish standing rules and policies for operational matters including, but not limited to: Draft of Players, League Rules, All Star Selection, Umpires, Protests, and Other Standing Rules.

ARTICLE 13

Conflicts of Interest

- 1) The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the League or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
- 2) **Definitions:**
 - a) **Interested Persons** - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
 - b) **Financial Interest** - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (1) An ownership or investment interest in any entity with which the League has a transaction or arrangement; (2) A compensation arrangement with the League or with any entity or individual with which the League has a transaction or arrangement, or (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the League is negotiating a transaction or arrangement. Compensation

includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3) **Procedures:**

- a) Duty to Disclose - In connection with any actual or possible conflict of interest, an
- b) interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement;
- c) Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

4) **Procedures for Addressing the Conflict of Interest:**

- a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest;
- b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;
- c) After exercising due diligence, the governing board or committee shall determine whether the League can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest;
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the League's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

5) **Violations of the Conflicts of Interest Policy:**

- a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines
- c) the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

6) **Records of Proceedings** - The minutes of the governing board and all committees with board delegated powers shall contain: (1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; (2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the

content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

7) **Compensation:**

- a) A voting member of the governing board who receives compensation, directly or indirectly, from the League for services is precluded from voting on matters pertaining to that member's compensation;
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the League for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the League, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8) **Annual Statements** - Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands the League is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

9) **Periodic Reviews** - To ensure the League operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining. Whether partnerships, joint ventures, and arrangements with management organizations conform to the League's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

10) **Use of Outside Experts** - When conducting the periodic reviews as provided for in section (7), the League may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 14 Amendments

- 1) **Articles of Amendment** - The Board of Directors may adopt Articles of Amendment (amending the Certificate of Formation) by a vote of two-thirds of Directors present at a meeting where a quorum is present
- 2) **ByLaws** - These by-laws may be altered or amended in whole or in part, or repealed and new by- laws may be adopted by two-thirds of the incumbent Directors (not counting

vacancies), if a least three (3) days written notice is given of an intention to alter, amend, or repeal these by-laws or to adopt new by-laws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s), and shall become effective upon adoption.

ARTICLE 15

Dissolution or Sale of Assets

A two-thirds (2/3) vote of the Board of Directors shall be required to dissolve the League. Upon dissolution of the League, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501 (c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the League shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the League.

Change Log

This is a high level list of changes overtime and is not meant to be all inclusive. Log was started August 8, 2015.

Date	Change made by:	Summary of Changes
7/18/2015	Frank Scalet	The Board approved changes to Article 3, 5, 12.