

ALPHARETTA YOUTH BASEBALL ASSOCIATION, INC.

BYLAWS

ARTICLE I NAME AND LOCATION

Section 1: The name of this corporation shall be **ALPHARETTA YOUTH BASEBALL ASSOCIATION, INC.**

Section 2: The principal offices shall be located at Wills Park in the City of Alpharetta, Fulton County, Georgia.

Section 3: Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

ARTICLE II PURPOSE

The purpose of the corporation is to provide benefit to the youth of Alpharetta, Georgia in any manner authorized by the Georgia Non-Profit Corporation Code and to promote the development of strong character, a right attitude, and a sense of responsibility and citizenship in youngsters, using the game of baseball as a vehicle.

ARTICLE III MEMBERSHIP

Section 1: Pursuant to Official Code of Georgia Annotated, Section 14-3-80, the corporation shall have one class of members who shall be the members of the Alpharetta Youth Baseball Association, Inc., and they shall have no voting rights except the right to elect the directors of the corporation.

Section 2: A member of the Alpharetta Youth Baseball Association shall be defined as (1) any family paying dues in the form of a registration fee for any and all members of its respective family to participate in the activities of the Association or; (2) any manager or coach of any team under the charge of the Association, provided that manager is in good standing with the Association.

Section 3: One membership shall be granted to each member as defined in Section 2 hereof for a period of one year beginning on *March 1st of each year and ending on the last day of February of the following year.*

Section 4: No person, family, or corporation sponsoring the participation of any youth in the Alpharetta Youth Baseball Association program shall be entitled to hold more than one membership during any membership period.

Section 5: Each membership shall be entitled to one equal vote during the associations regularly scheduled annual meeting.

ARTICLE IV FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of October and end on the 30th day of September unless otherwise designated by the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

Section 1: Qualifications

- (a) The business and affairs of the corporation shall be managed by a Board of Directors comprised of members elected annually by the general membership of the Alpharetta Youth Baseball Association or otherwise appointed by the Board of Directors in accordance with these Bylaws. Board Member terms will be staggered such that no more than half the board members are elected annually. The Directors shall in all cases act as a board and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper and consistent with these Bylaws.

- (b) All members of the Board of Directors have a vote in all matters pertaining to the business, property, and management of the Association as they may deem proper and consistent with these Bylaws.

- (c) To be eligible for nomination, election, or appointment to any official position in the Alpharetta Youth Baseball Association, Inc., a person shall:
 - 1. Be at least nineteen years of age and of good moral reputation.
 - 2. Have no record of conviction of any felony or of any crime of moral turpitude.
 - 3. Be a member in good standing with the Association.
 - 4. Not an active participant in any other organized youth baseball program or association.
 - 5. Enter into no personal venture that can, in any way, be considered or viewed as a conflict of interest.
 - 6. Not seek personal financial gain from the use of the person's position within the organization or through the use of the name of Alpharetta Youth Baseball Association, Inc.
 - 7. Agree to fulfill all duties and responsibilities of the office for which the person has been elected or appointed, as outlined in the

Bylaws, including attendance at all meetings; agree to serve without personal remuneration except for reimbursement of out-of-pocket expenses incurred in the performance of the duties required of the position as may be approved by the Board of Directors.

Section 2: Election and Terms of Office

- (a) All members of the Board of Directors shall be elected by the general membership of the Association except as otherwise provided by these Bylaws.
- (b) The term of each member of the Board of Directors commences on the 1st day of July of the year in which they are elected and ends on the 30th day of June.
- (c) Vacancies on the Board may be filled by the remaining members of the Board of Directors with such appointment to be effective until the next regular or special election held by the Board of Directors.
- (d) Any Director of the Association may be removed with or without stated cause by a vote of two-thirds (2/3) of the total number of duly elected Directors of the Association less that vote of the Director in question for removal.
- (e) It is expected that Board Members will attend scheduled and special board meetings. Failure to attend less than 75% of scheduled or special board meetings including the annual meeting, will be subject for removal.
- (f) A Director may resign at any time by giving written notice to the President / President/Commissioner. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Board or designated Officer, and the acceptance of the resignation shall not be necessary to make it effective.
- (g) Any current Board Member may run for any Board position for which an election is being held. However, if the term of their current position would overlap with the term of the position for which they are running, they must submit their resignation from the current position effective May 1st of the election year.
- (h) The Executive Committee of this corporation shall be:
 - a. The President/President/Commissioner
 - b. Secretary/Scheduler
 - c. Treasurer
 - d. VP Recreation Baseball
 - e. VP Travel Baseball
 - f. Director of Registration
- (i) The Executive Committee shall meet at least 4 times per year or when deemed necessary by the President/President/Commissioner

for the purpose of deciding disciplinary issues regarding coaches (both recreation and travel), parents, to review the financial condition of the association or to establish the agenda for the Board Meetings.

Section 3: The Board of Directors may establish as many committees as it considers necessary.

Section 4: Manner of Acting

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 of Directors.

ARTICLE VI MEETINGS

Section 1: The annual election shall be held in May on a date determined by the Executive Committee and on a date at which it is determined will generate the largest member participation.

- (a) The annual election will also serve as the annual meeting of the Association.
- (b) Ballots for the annual election will be prepared by the Secretary of the Association.
- (a) The annual elections will be supervised and the ballots counted by a representative from the City of Alpharetta Recreation and Parks Department and/or a member of the Alpharetta Recreation and Parks Commission.
- (b) The annual elections and annual meeting will be held at Wills Park in a location determined by the Executive Committee. Said location shall be easily accessible by the members.
- (c) Notification of the annual meeting and annual election shall take place no less than 30 days prior to the annual meeting and annual election with notification taking place via the following methods:
 - a. Email sent to all members for who the Association has an email.
 - b. Social media including FaceBook and Twitter.
 - c. Notice placed on the front page of the Association's Website.

Section 2: The Board of Directors shall meet regularly and no less than 10 times per year with the primary meeting location being the board room located in the lower concession stand at Wills Park.

Section 3: Special meetings of the Board of Directors may be called by the President/Commissioner or by any three (3) members of the Board of Directors. Members will be notified no less than 7 days in advance of any special meeting. Notification will be via email.

Section 7: Each Director shall be entitled to one equal vote on all matters brought before the Board during an annual meeting and any called special meetings.

Section 8: A quorum for the transaction of business at any regular or special meeting of the directors shall consist of one more than half the voting members of the Board, but a majority of those present at any regular or special meeting shall have the power to adjourn the meeting to a future time.

ARTICLE VII OFFICERS

Section 1:

ARTICLE VIII OFFICERS AND DIRECTORS' DUTIES AND RESPONSIBILITIES

Section 1: The **President/Commissioner** shall preside at all meetings of the Board of Directors and shall sign with the Secretary or any other proper Director of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed and executed. The President/Commissioner is the principal executive of the Corporation and, subject to the control of the Board of Directors, shall be in general control of all business affairs of the Association. He/she is charged with developing, administering, and managing the operations of the Alpharetta Youth Baseball Association program and is responsible for enforcing the rules and regulations under which teams and leagues shall play; provided, however, that no rule, regulation or changes therein, shall be effective until approved by a majority of the directors. He/She is the ultimate arbiter in any dispute or protest concerning rules and regulations. He/She is authorized to do all things necessary to discharge the duties of the office, including the employment of personnel. He/She is authorized to perform such other duties as may be placed upon the office by the Board of Directors. The President/Commissioner or his/her designated representative shall be responsible for attending all District and State meetings of Dizzy Dean Baseball or any other such affiliate organization and shall complete all forms required of the Corporation by the conference. The President/Commissioner shall be assisted in all of the above duties, as he/she may assign, by the Deputy President/Commissioner.

The President /Commissioner must be a resident of the City of Alpharetta or the City of Milton and must have served at least one year on the Executive Committee of the Association.

The President/Commissioner will serve a two year term with position elections held on odd numbered years.

Section 2: The **Secretary/Scheduler** shall have charge of all corporate books, records, and papers; shall be custodian of the corporate seal; shall attest with his/her signature and impress with the corporate seal, all written contracts of the corporation; shall keep the minutes of the meetings of the Board of Directors; shall assure that all notices a given in accordance with the terms of these Bylaws; and shall perform all such other duties incidental to this office as may be assigned by the President/Commissioner or Board of Directors. Schedule responsibilities

include scheduling the use of all fields, under the charge of the Association, for all team practices, pre-season games, regular season games, and local league tournaments of Alpharetta Youth Baseball. The Director Scheduling shall coordinate the time available for Travel Team use and communicate such with Vice President of Travel Baseball. The Director of Scheduling will work with the City of Alpharetta Recreation and Parks Department to resolve and conflict with City coordinated events. The Director of Scheduling is the final authority with regard to schedule and schedule conflicts.

The Secretary will serve a two year term with position elections held on even number years.

Section 3: The **Treasurer** shall have custody of all money and securities of the corporation and shall give bond, in such sum and with such sureties as the directors may require, conditioned upon the faithful performance of the duties of the office. He/She shall sign checks, shall keep regular books of account and shall submit them, together with all vouchers, receipts, records and other papers, to the directors for their examination and approval as they may require; shall deposit all funds received from any source whatsoever in depositories as authorized by the Board of Directors; shall administer the budget as approved by the Board of Directors; shall be responsible for securing an accidental injury insurance policy to cover injuries of participants in the Alpharetta Youth Baseball Association Park Youth Baseball program; and shall perform all such other duties incidental to this office as may be assigned by the President/Commissioner or Board of Directors.

The Treasurer will serve a two year term with position elections held on even number years.

Section 4: The **Vice President of Registration** shall be responsible for holding registration for participants in Alpharetta Youth Baseball. All dates for registration shall be set by the Board of Directors and administered by the Vice-President/Commissioner of Registration. The Vice-President/Commissioner of Registration shall control the scheduling and coordination of all tryouts of all participants as required by the Board of Directors; shall secure all awards and trophies required by Alpharetta Youth Baseball; shall generate the annual operating budget for the office of Vice-President/Commissioner of Registration; and shall perform all other duties incidental to this office as may be assigned by the President/Commissioner and/or Board of Directors.

This Director of Registration shall be elected in odd years to a two year term.

Section 5: Vice President of Recreation Baseball shall be responsible for planning, organizing and executing the three primary seasons of recreation baseball; Spring, Summer and Fall. The Vice President of Recreation Baseball is responsible for selection of the League Reps for each age group, selection of the coaches for each age group, coordinating coach interview for the Select Baseball Program, coordinating coach interviews for the Out-of-Park Baseball Program. The Vice President of Recreation Baseball will also be responsible for the organization of the In-Park All-Star program and make proposals to the board for the number of teams and nature of the In-Park All-Star Program. He/she is also responsible to make recommendations to the board for the number of Out-Of-Park All-Star teams.

The Vice President of Recreation Baseball shall serve a two year term with elections held on odd years.

Section 6: The **Vice President of Travel Baseball** shall be responsible for the operation of the Travel Baseball Program including coordination of coach interviews, approval of assistant coaches for the travel teams, organization of the Spring Work Day. The Vice President of Travel baseball shall serve a two year team with elections held on even number years.

Section 7: The **Director of Information and Web Design** is charged with the responsibility of posting valuable information to support the association. Maintain and update the associations website as needed to keep it relevant and informative. The Director of Scheduling shall serve a two year team and is elected on odd years.

Section 8: The **Field Status & Maintenance Director** is charged with the responsibility of coordinating and supervising all field preparation for scheduled games and any other times set forth by the Board of Directors, identify field maintenance items and report to the proper City Maintenance personnel, update Alpharetta Youth Baseball Association website with Field Status, assist in communications with coaches and other personnel regarding field status. The Field Maintenance Directors shall serve a two year term and is elected on even number years.

Section 9: The **Equipment Director** is charged with the responsibility for the general maintenance and care of all equipment; shall order and receive all needed equipment as allowed by the budget; shall issue all equipment and present a detailed year-end equipment inventory to the President/Commissioner; shall order and issue uniforms for all recreation baseball season; shall assure the proper year-end secure storage of all equipment; shall generate the annual budget for the office of Equipment Director; and shall perform such other duties incidental to the office of Equipment Director as may be required or assigned by the President/Commissioner and/or Board of Directors. The Equipment Directors shall serve a two year team and is elected on odd number years.

Section 10: The **Director of Sponsorship and Partner Relations** shall be charged with the responsibility of maintaining and updating the sponsorship program, facilitate the sponsorship program with potential sponsors, work with the Treasure to collect funds for sponsorships, facilitate partnerships with appropriate and non-competing organizations. In addition the responsibility of maintaining and updating the Alpharetta Youth Baseball Association social media applications with appropriate player photos, association activities, field updates and other related communication as approved by the President/Commissioner. The Director of Fund Raising shall be elected in even years to a two year term.

Section 11: The **Director of Operations Assistant** shall be responsible for the support of the VP of Recreational Baseball with coach recruitment, collecting coach forms and background checks, assist with communication needs to coaches, assist with coach support as needed and directed by the Vice President of Recreational Baseball.

The Director of Special Events shall serve a two year team and is elected on odd number years.

Section 12: Director of Player Development is responsible for the creation and execution of a plan designed to enhance the overall player experience by providing an opportunity for player to further develop skills.

The Director of Player Development is elected to serve a two year term with elections held on event number years.

Section 13: The **Representative of the Alpharetta Recreation Department** shall facilitate communications between the Board of Directors and the Recreation Department as may be required or assigned by the President/Commissioner and/or Board of Directors.

This position shall be a non-voting and non-elected position and shall not be used for any determination of quorum or other issues related to voting.

ARTICLE IX COMMITTEES

Section 1: Executive Committee

The officers shall serve as an Executive Committee which shall be empowered to conduct business of the corporation between regular meetings. This committee shall make decisions in the best interest of the corporation and such decisions shall be subject to review and approval of the Board of Directors at its next regularly scheduled or special called meeting. The President shall serve as Chairman of the Executive Committee. The committee shall meet as deemed necessary by the Chairman or any three members of the committee.

Section 2: Ethics and Qualifications Committee

The officers shall also serve as an Ethics and Qualifications Committee that shall investigate any possible or alleged violation of an ethical nature or personal qualifications of any team manager, coach, current official or nominee for office and shall have the authority to make decisions regarding these matters. The Ethics and Qualifications Committee shall have the authority to suspend a member from the Board of Directors for ethical violations. Such decisions shall be subject to review and approval of the entire Board of Directors at its next regularly scheduled or special called meeting. Any person accused of a violation or of not meeting certain qualifications shall be given the opportunity of appearing before the Ethics Committee to present facts concerning his/her case. Officials of the Board of Directors and all members affected by a decision of the Ethics and Qualifications Committee shall abide by such decision until such time as an appeal can be heard by the entire Board of Directors. The Board of Directors may ratify the committee's action by a majority vote or may permanently remove a member from the Board of Directors or from the position of Manager or Coach by a two-thirds vote of the full Board of Directors, whether or not previous action has been taken by the committee. Action by the Board of Directors shall be final. The President shall serve as Chairman of the Ethics and Qualifications Committee. Two additional members to the committee shall be appointed by the Board of Directors. An officer may be removed at any time by a two-thirds vote of the full Board of Directors.

Section 3: Directors Nominating Committee

- (a) The Board of Directors shall establish from among its members a Directors Nominating Committee each year at least 90 days prior to the annual meeting of the General Membership. This committee shall be charged with the responsibility of seeking out and making recommendations of nominees to fill the positions of the Board of Directors to be elected at the upcoming annual meeting of the general membership.

- (b) The Directors Nominating Committee shall provide notice of the annual meeting and upcoming election to the General Membership as outlined in Article VI, Section 1, c.
- (c) The Directors Nominating Committee members shall provide the general membership with notice of those members seeking election to the Board of Directors by posting a notice on the Association's Website at least fourteen (14) calendar days prior to the election.

Section 4: Rules Committee

The President shall appoint a Rules Committee comprised of members of the Board of Directors to review the local league rules annually. The Rules Committee may draft and recommend the adoption of proposed editorial, format, or organizational changes of local rules to the Board of Directors at its regularly scheduled meetings.

ARTICLE X FINANCE

Section 1: The Board of Directors shall develop a written financial plan comprised of policies and procedures adopted to administer all financial matters of Alpharetta Youth Baseball Association, Inc.

Section 2: The President shall appoint a permanent committee composed of five members of the Board of Directors to administer the financial plan of Alpharetta Youth Baseball Association, Inc. No custodian of Alpharetta Youth Baseball Association funds shall be eligible to serve on this committee.

Section 3: The financial plan shall include, but not be limited to, provisions for the following:

- (a) A registration fee shall be assessed each member of the Association. The registration fee shall be determined by the Board of Directors. The registration fee shall be assessed on a per player basis and shall be the same for each player within a specific age group.
- (b) The Board of Directors shall adopt an annual operating budget at its regularly scheduled monthly meeting held in January of each year.
- (c) All directors shall serve without compensation but they shall be reimbursed for all authorized expenses incurred in the performance of their official duties. Authorized expenses shall be specified in a written travel and expense policy adopted by the Board of Directors.

Section 4: Contracts

The Directors may authorize any officer, agent, or agents to enter into any contracts or execute and deliver any instruments on the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances not to exceed one thousand five hundred dollars (\$1,500.00) without approval of the Board of Directors.

Section 5: Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a majority vote of the Board of Directors.

Section 6: Checks, Drafts, Etc.

All checks, drafts, or other orders for payment of monies, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be approved by the Treasurer and any one of the following:

- President/Commissioner
- Secretary

Section 7:

All checks, drafts, or other orders for payment of monies, notes of other evidences of indebtedness to be issued in the name of the Corporation in an amount exceeding one thousand, five hundred dollars (\$1,500.00), shall be approved by the Treasurer and the President/Commissioner in writing before such checks, drafts, or other orders for payment of monies, notes, or other evidences of indebtedness can be issued by any person.

Section 8: Deposits

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Directors may authorized by Corporate Resolutions. Accurate records showing the nature and the circumstance of all deposits shall be kept by the Treasurer of the Corporation.

Section 9: Petty Cash

A petty cash fund, in the amount of two hundred dollars (\$200.00), shall be established for the President/Commissioner and Secretary of the corporation. Receipts will be required for the replenishment of the fund and general accounting and balance of funds and receipts shall be returned to the Treasurer before October 1st of each year.

Section 10:

The Board of Directors shall appoint an independent Certified Public Accountant to review the corporations books and records; compile a financial statement at each fiscal year end; and file all federal and state income tax returns as required by law.

ARTICLE XI INDEMNITY

Section 1: The corporation shall indemnify any officer, director, employee, or agent against any claims or loss by reason of his being an officer, director, employee, or agent of the corporation as provided in the Non-Profit Corporation Code of the Official Code of Georgia Annotated and subject to limitations contained therein. The Directors are authorized to purchase and maintain liability insurance to insure against such claims as provided in said code section.

ARTICLE XII PROXY TERMS

Section 1: Attendance and voting at meetings of the Board of Directors may be by proxy in such a manner provided by the Board of Directors; however, there shall be no proxy votes allowed at the Annual Board of Directors Meeting.

**ARTICLE XIII
PARLIAMENTARY AUTHORITY**

Section 1: The rules contained in the current edition of Robert's Rules of Order shall govern the organization unless otherwise stipulated in these Bylaws. The President shall appoint a Board member to serve as Parliamentarian prior to the annual meeting of the Board. Such member shall serve as Parliamentarian at any other meeting of the Board of Directors preceding the following annual meeting.

**ARTICLE XIV
AMENDMENTS**

Section 1: These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Board of Directors of the corporation. The proposed change shall be emailed to the directors at least ten (10) days before time of the meeting which is to consider the change.

**ARTICLE XV
DISTRIBUTION**

Section 1: These Bylaws shall be published and made publicly accessible on the Association's Website.

Section 2: These bylaws shall be given in electronic form to each Board Member.

Section 3: These bylaws shall also be given in electronic form to each Board Member-elect upon their election.

The foregoing Bylaws, as amended, were adopted by the Board of Directors pursuant to the provisions of Article VII of the Alpharetta Youth Baseball Association Bylaws dated XXXX. said amended Bylaws having been adopted by affirmative vote of _____ of the of _ voting directors now in office, on this day of _.

Alpharetta Youth Baseball Association, Inc.

PRESIDENT

SECRETARY