

INDIAN WELLS VALLEY YOUTH BASEBALL, INC. CONSTITUTION AND BY-LAWS

Ratified 18 November 2008

ARTICLE I PRINCIPLE OFFICE

- A.** This organization shall be known as the INDIAN WELLS VALLEY YOUTH BASEBALL, INC. The principle office for the transaction of business of this corporation shall be at such locations within the county of Kern, California, as may be provided by the Board of Directors.

ARTICLE II OBJECTIVES

- A.** The objectives of Indian Wells Valley Youth Baseball shall be to implant in the youth of this community the ideals of good sportsmanship, courage, discipline, loyalty, truth, and reverence so that they may grow to be fine, strong, productive citizens.
- B.** The objectives will be reached by providing the facilities, equipment, and supervision necessary for the youth of Indian Wells Valley to play organized baseball. The supervisors shall continually bear in mind that attainment of exceptional athletic skill or the winning of games is secondary to the attainment of the primary objectives.

ARTICLE III MEMBERSHIP

- A.** Any youth who has registered, paid the required fees, and meets the age and residency requirements as established by INDIAN WELLS YOUTH BASEBALL, INC. shall be known as a player and shall remain a player until January 1st of the year following the season said player was enrolled.
- B.** All parents or legal guardians of players of INDIAN WELLS VALLEY YOUTH BASEBALL, INC. shall be known as members.
- C.** Any other person, who with the knowledge and approval of the Board of Directors, in any manner either by way of being a manager, umpire, coach, scorekeeper, or other volunteer assists in the conduct of INDIAN WELLS VALLEY YOUTH BASEBALL, INC. shall be known as a member.
- D.** The membership of this corporation is open to all persons eighteen years of age and over interested in the purposes and objectives of the corporation either through the contribution of funds or giving of personal service, or both. There shall be no discrimination in this corporation as to race, sex, color, creed, or economic status.

ARTICLE IV MEETINGS OF THE MEMBERS

- A.** There shall be one general membership meeting per year. The date and place of this meeting is to be designated by the President of the League with approval of the Board of Directors.
- B.** No general membership meeting shall conduct business unless certified by the Board of Directors.

- C. Every member in good standing of this corporation shall be entitled to one vote at any general membership meeting on decisions not pertaining to finances. No proxy voting shall be permitted at any time by the corporation; members must be present to cast a vote.

ARTICLE V BOARD OF DIRECTORS

- A. The Board of Directors shall consist of eighteen (18) members until the number of Directors is changed by amendment to this Constitution. The Board shall consist of the following officers:
- President
 - Executive Vice President
 - Secretary
 - Treasurer
 - Player Agent
 - Advanced Baseball League (ABL) Director
 - Fall Ball Director
 - Sponsorship Director
 - Equipment Director
 - Concessions Director
 - Information Manager / Webmaster
 - Chief Umpire
 - Shetland Division Vice President
 - Pinto Division Vice President
 - Mustang Division Vice President
 - Bronco Division Vice President
 - Pony Division Vice President
 - Colt/Palomino Division Vice President
- B. The control and management of policy, rules governing the conduct of the corporation, business affairs, finances, and property of the corporation shall be vested in the Board of Directors.
- C. A majority of members of the Board of Directors (10) shall constitute a quorum for the transaction of business. Matters of policy, rules governing the conduct of the corporation, finances, property, and official business shall be decided by a majority vote of a quorum of the Board of Directors. A Board Member must be present to vote, votes by proxy will not be allowed.
- D. The Board of Directors shall hold office per the following terms:
- Two (2) year term for the President, Executive Vice President, Secretary, Player Agent, ABL Director, Fall Ball Director, and Equipment Director.
 - One (1) year term for the remainder of the Board of Directors.
 - A successor for Directors whose term of office is expiring shall be elected at the annual meeting of the members in the year such term expires; a Director may succeed him/herself.
- E. In the case of a vacancy on the Board of Directors, a majority of the remaining Board Members shall elect a member of the corporation in good

standing to fill the vacancy for the remainder of the term. A vacancy shall be deemed to exist on the Board of Directors in the event of death, removal, or resignation of a Director.

- F.** A Board Member may be removed from office, for cause, by an affirmative vote of 2/3 of the total number of the Board of Directors or the vote of the majority of the members present at any duly called general membership meeting.
- G.** Regular meetings of the Board of Directors shall be held at any place within League boundaries that has been designated by resolution of the Board. Regular, general, and/or special meetings may be called by the President or upon receiving a written request by three (3) or more Board members.
- H.** Notice of all meetings shall be given two (2) days in advance thereof to all Board of Directors and participating members.

ARTICLE VI OFFICERS

- A.** The general membership of this corporation, at the annual organizational meeting to be held between 1 July and 31 August, shall elect eighteen (18) officers who shall be the Board of Directors for the ensuing corporate year.
- B.** No later than 1 June, a Nominating Committee consisting of four (4) Board Members shall be appointed by the President with the sole purpose of obtaining nominations for Board positions available at the upcoming annual organizational meeting.
- C.** The duties of the corporation's officers shall be as follows:
 - President - Subject to the control of the Board of Directors, the President shall provide general supervision, direction concerning the business affairs of the corporation, and implement policy of the League's Board of Directors. He/she shall preside over, schedule, and prepare agendas for all meetings of the general members and Board of Directors. He/she shall have the power to sign League checks, sign all legal documents and contracts, including annual tax filings, on behalf of the corporation. He/she or a designated representative shall represent the corporation in dealings with PONY BASEBALL, INC. The position of President holds one vote in the quorum of officers of the Board of Directors.
 - Executive Vice President - In the absence of the President, the Executive Vice President shall perform all duties of the President, and when so acting, shall have all the powers of, and be subject to all restrictions placed upon the President. He/she shall have the power to sign League checks and preside as the Chairman of the League Rules Committee, Scheduling Committee, and Infraction Review Board. The position of Executive Vice President holds one vote in the quorum of officers of the Board of Directors.
 - Secretary – The Secretary shall keep a full and complete record of the proceedings of the Board of Directors by authoring the minutes of the

Board. The minutes are the legal record of the corporation and shall be maintained for review indefinitely. He/she shall be responsible for emailing the upcoming Board agenda and minutes from the previous meeting to all Board members five (5) days prior to the next scheduled regular meeting and administratively maintain the IWVYB Constitution and By-Laws. The position of Secretary holds one vote in the quorum of officers of the Board of Directors.

- Treasurer – The Treasurer shall maintain adequate and correct accounts of the properties and business transactions of the corporation, including the accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and all income of any sort derived by the Corporation from any of its activities. He/she shall submit a written income and expense statement at all regular Board of Directors meetings and upon request by any Board member, allow such member to inspect any and all of the books of accounts within five working days of such demand. Two (2) signatures shall be required on all Corporation checks with three (3) officers authorized to sign; the President, Executive Vice President, and the Treasurer. He/she shall preside as the Chairman of the Budget Committee. The position of Treasurer holds one vote in the quorum of officers of the Board of Directors.
- Player Agent – The Player Agent shall be responsible for coordinating the registration of all players, verification of birth certificates and player eligibility, organization and coordination of player assessments, and the player selection process (draft). He/she shall serve on various committees of the Board of Directors. The position of Player Agent holds one vote in the quorum of officers of the Board of Directors.
- Advanced Baseball League (ABL) Director - The ABL Director shall be responsible for the organization, coordination, and implementation of the advanced baseball program. He/she shall serve on various committees of the Board of Directors. The position of ABL Director holds one vote in the quorum of officers of the Board of Directors.
- Fall Ball Director - The Fall Ball Director shall be responsible for the organization, coordination, and implementation of the fall baseball program. He/she shall serve on various committees of the Board of Directors. The position of Fall Ball Director holds one vote in the quorum of officers of the Board of Directors.
- Sponsorship Director – The Sponsorship Director shall be responsible for soliciting sponsors for this corporation, sale of advertisements, organization and implementation of fund raiser events, and the procurement of all sponsor and player trophies/plaques. He/she shall collect and account for all funds received via sponsorship / fundraising activities and subsequently deposit said funds in the Corporation's accounts. He/she shall provide accounting data to the Treasurer in order to maintain accurate financial records. He/she shall serve on various committees of the Board of Directors. The position of

Sponsorship Director holds one vote in the quorum of officers of the Board of Directors.

- Equipment Director – The Equipment Director will be responsible for the distribution, inventory, and return of all baseball equipment owned by this corporation. These responsibilities include, but are not limited to the following:

1. Complete an inventory of all equipment no later than the end of each fiscal year (30 September)
2. Distribute equipment before each season with the assistance of the Division Vice Presidents
3. Coordinate and supervise the return of all equipment at season's end with the assistance of the Division Vice Presidents
4. Maintain "in" and "out" records of all equipment, to include uniforms for the ABL and All-Star Programs
5. Maintain all equipment in a safe and presentable manner
6. Coordinate required maintenance for all field equipment to include tractors, pitching machines, tees, rakes, chalk machines, hoses, bases, etc.
7. Maintain and distribute keys and locks used at the baseball complex
8. Prepare, with the assistance of the Division Vice Presidents, a written list of equipment required to support the League for the following year
9. Prepare a bid list on all equipment, uniforms, accessories, supplies, and items and assist with the solicitation of bids from a minimum of three (3) different vendors for all items on the bid list

He/she shall serve on various committees of the Board of Directors.

The position of Equipment Director holds one vote in the quorum of officers of the Board of Directors.

- Concessions Director – The Concessions Director shall be responsible for the operation of the League snack bar by purchasing all food and drink items, coordination with vendors and suppliers, and budgeting and paying for all necessary operating supplies and expenses. He/she shall submit a written income and expense statement at all regular Board of Directors meetings and upon request by any Board member. He/she shall be responsible for paying the umpires, maintaining recreational league scorebooks, and serving on various committees of the Board of Directors. The position of Concessions Director holds one vote in the quorum of officers of the Board of Directors.
- Information Manager / Webmaster – The Information Manager / Webmaster shall publicize and promote the activities of the League, be responsible for all news releases for the entire news media with the approval of the Board of Directors, and maintain and disseminate League information via the corporation's website. He/she shall serve

on various committees of the Board of Directors. The position of Information Director / Webmaster holds one vote in the quorum of officers of the Board of Directors.

- Chief Umpire – The Chief Umpire shall be responsible for the general supervision and administration of all umpires to include; securing sufficient, qualified, and trained umpires, scheduling of all umpires, and coordinating and conducting an umpiring clinic prior to the start of the season. He/she shall serve on various committees of the Board of Directors. The position of Chief Umpire holds one vote in the quorum of officers of the Board of Directors.
- Division Vice Presidents – The Division Vice Presidents shall be responsible for the successful operation of their Division. As such, he/she will generally organize, supervise, represent, and implement League policy. Additional responsibilities include, but are not limited to the following:
 1. Make recommendations to the Board of Directors concerning assignment of Managers/Coaches within the Division and insure they adhere to all rules of this corporation.
 2. Assist the Equipment Director with the disbursement and collection of equipment within the Division.
 3. Assist with player registration and validate eligibility.
 4. Be responsible for the upkeep and maintenance of their Division Field, establishing regular field maintenance programs.

They shall serve on various committees of the Board of Directors. The position of Division Vice President holds one vote in the quorum of officers of the Board of Directors.

ARTICLE VII COMMITTEES / BOARDS

- A. This corporation will observe several standing Committees / Boards to include:
 - The League Rules Committee – The League Rules Committee shall consist of the Executive Vice President (Chairman), Division Vice Presidents, ABL Director, Player Agent, and Fall Ball Director. The committee is responsible for the annual maintenance / upkeep / revision of the League Rule Book. An updated rule book for the upcoming season is due for distribution no later than the last week of February.
 - Infraction Review Board – The Infraction review Board shall consist of the Executive Vice President (Chairman), ABL Director, Player Agent, Fall Ball Director, and Chief Umpire. The committee is responsible for all matters associated with policy / rules violations by managers, coaches, and players. They will also be responsible for addressing any protests filed by league members.
 - Scheduling Committee – The Scheduling Committee shall consist of the Executive Vice President (Chairman), Division Vice Presidents,

and the Player Agent. The committee is responsible for the development of a proposed recreation league schedule, to include the playoffs, for the upcoming season to the Board of Directors for approval no later than the last week of February.

The President, with the approval of the Board of Directors, may appoint other Committees / Boards as deemed necessary to effectively conduct the business of the corporation.

ARTICLE VIII FINANCIAL POLICY

- A.** The Board of Directors shall decide via majority vote, all matters pertaining to the finances of the League and shall place all income in a common League account(s), directing the expenditure of same in such a manner as will give no individual or team an advantage over the other.
- B.** In financial matters concerning the expenditure of petty cash (equal to or less than \$75.00), the President, Executive Vice President, and/or Treasurer may approve the petty cash expenditure in cases where the Board of Directors cannot meet and provide a written notice of the expenditure at the next regularly scheduled meeting of the Board of Directors.
- C.** All proposed purchases of \$500.00 or more must include a minimum of three (3) competitive bids unless waived by the Board of Directors. All bids shall be in writing and reviewed by the Board of Directors who will then award the purchase contract.
- D.** The Board of Directors, under the supervision of the Treasurer, will prepare the operational budget for the upcoming season and have it available for review by the general membership upon request.

ARTICLE IX GENERAL BASEBALL RULES

- A.** The IWVYB General Rule Book, except as it is inconsistent with the provisions of this Constitution shall govern and control all recreation and All-Star teams under the jurisdiction of this corporation. All League rules will be reviewed annually by the League Rules Committee and are subject to the approval of the Board of Directors. Rule books will be made available and distributed to all League Managers, Umpires, Coaches and the Board of Directors.
- B.** INDIAN WELLS VALLEY YOUTH BASEBALL, INC., a member of PONY BASEBALL, INC. of Washington Pennsylvania, shall apply and abide by the rules, regulations, and amendments of PONY BASEBALL, INC. to all recreational and All-Star sanctioned events.
- C.** The Fall Ball and ABL Programs will operate under the rules of the tournaments they participate in (Little League, Cal Ripkin, Babe Ruth, Tournament sponsor unique rules, etc.) and will not be required to adhere to PONY Baseball rules unless the tournament is a PONY Baseball sanctioned event.

ARTICLE X AMMENDMENTS

- A.** This Constitution may be amended at any meeting of the general membership upon a two-thirds (2/3) vote of the members present and voting, providing that the proposed amendments were passed and recommended for approval by a two-thirds (2/3) vote of a quorum of the Board of Directors at a previous Board of Directors meeting.
- B.** Written notice of proposed amendments must be provided to the Board of Directors at least ten (10) days prior to the meeting at which the proposed amendment will be submitted for approval. The general membership must be notified of proposed amendments fourteen (14) days prior to the next scheduled meeting at which the proposed amendment will be submitted for approval.

ARTICLE XI RULES OF PROCEDURE NOT PROVIDED HEREIN

- A.** Rules of procedure not otherwise provided by this Constitution shall be governed by the most current version of Roberts' Rules of Order, Revised.

ARTICLE XII NON-PROFIT ORGANIZATION

- A.** This corporation is not organized, nor shall it be operated for gain or profit, and it does not contemplate distribution of gains, profits, or dividends to its members, and is organized solely for non-profit purposes.
- B.** The profits and net income of this corporation are irrevocably dedicated to charitable purposes, and no part of the profits or net income of this corporation shall benefit a Director, Officer, or Member, or benefit any private shareholder or individual.
- C.** On the dissolution of INDIAN WELL VALLEY YOUTH BASEBALL, INC., and after all outstanding debts and claims have been satisfied, the members shall distribute the property and remaining assets to such other organizations maintaining an objective similar to that set forth herein, that has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code, and Section 2370 (d) of the Revenue and Taxation Code of the State of California.