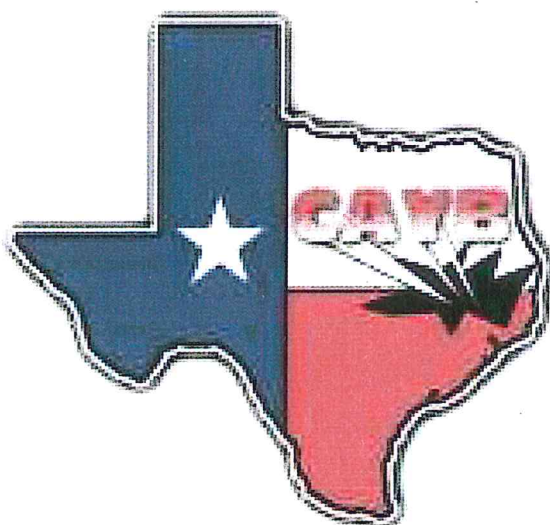


# ***Conroe Area Youth Baseball***

## **Bylaws**

**Updated and Enacted August 2014**



**CONROE  
Area  
Youth  
Baseball**

## **Article 1**

### **Name and Residence of the Corporation**

- 1.1 The name of the corporation is Conroe Area Youth Baseball, Inc. ("CAYB")
- 1.2 The principal place of business of the corporation is Gene Campbell Sports Complex, 3200 FM 1484 Conroe, Texas 77304, located in Montgomery County.

## **Article 2**

### **Purpose of the Corporation**

- 2.1 The purpose of the corporation shall be operation of a competitive youth baseball program. CAYB reserves the right to include or exclude all levels of competitive baseball team(s) participation during any given spring or fall baseball season. Inclusion or exclusion is to be determined by a majority vote of the board members of that season.

## **Article 3**

### **Membership**

- 3.1 CAYB membership shall be composed of three classes as set forth below, with each member entitled to one vote regardless of class:
  - a. Regular members: are the parents, guardians or custodians of registered participants in a CAYB baseball program. One vote per registered member shall be cast. That vote may be cast by either parent, or the guardian or custodian, provided however, that no family shall be entitled to cast more votes than the number of registered participants that it has in CAYB. For example, if a family has two children registered in CAYB, the father may cast two votes, the mother may cast two votes, or the mother may cast one vote and the father another. In no event, however, would the father or mother together be entitled to cast more than two votes. "Registered Participant" shall mean parents, guardians or custodians of those persons who registered and participated in the CAYB baseball season immediately prior to and within the CAYB fiscal year of the election in which the member seeks to vote.
  - b. Life members: shall mean those persons who are life members at the time of the adoption of these bylaws, and those designated from time to time by the Board of Directors. Life members shall have the same voting privileges as regular members.
  - c. Honorary members: may be named by the Board of Directors from time to time in recognition of special service or other assistance given to CAYB, on such terms and conditions as the Board shall deem appropriate. Honorary members shall have the same voting privileges as regular members.



## **Article 4**

### **Membership Meetings and Fiscal Year**

4.1 Fiscal Year: The CAYB fiscal year calendar will begin the first Monday following the Annual Meeting; the last day of the fiscal year calendar will end at 12:00 midnight of the annual board meeting. The specific calendar dates are to be recorded in the official minutes by the CAYB Secretary.

4.2 The Annual Meeting. The annual meeting of CAYB shall occur during the fourth week of September of each year, at a place and time designated by the Board of Directors.

4.2.1 In the event that three or fewer board members remain active on the board, the acting chairman may hold the annual meeting less than 1 year before the previous years meeting.

4.3 Special Meetings (general membership). A special meeting of the membership may be called by a majority vote of the Board of Directors, or upon presentation to the Board of Directors of a petition for a special meeting signed by not less than 20% of the members eligible to vote. The petition shall designate a place and time for the meeting, and shall be submitted to the Board secretary or in the absence of a Board Secretary to the Chairperson of the Board, who shall designate the time the petition was received. The secretary shall set the meeting to be held at the time and place designated in the petition, and shall give notice of the meeting as provided herein. Additionally, the CAYB Board of Directors shall determine at the time of submission of a petition meeting the 20% signature requirement as to whether notification of the special meeting shall be placed in the paper and/or via e-mail to all current voting members. Special meetings can be called to address changes to CAYB By-Laws or Policy & Procedures, following Emergency Hearings for Code of Conduct issues, or anything that cannot be addressed in a regular monthly or annual board meeting.

4.3.1 In the event that three or fewer board members remain active on the board, the remaining board members may waive standing requirements for eligibility for the board in order to have an adequate board of directors.

4.4 Emergency Hearing/Meetings (Code of Conduct; Removal of Manager, Assistant Coach or Team Mom). An emergency hearing/meeting for Code of Conduct violations of a manager, assistant manager, team mom, commissioner or parent can take place immediately as it occurs at Gene Campbell Field, Conroe Texas. An emergency hearing/meeting decision, should it result in the expulsion of any of the above listed persons, if deemed necessary by the board of directors, a special meeting will be set for a later date. The special meeting will determine if actions by a manager, assistant manager, or team mom at the emergency hearing/meeting shall result in suspension for the remainder of the fiscal year. Any manager, assistant coach or team mom suspended by the Board of Directors shall be suspended for the remainder of the fiscal year in which the suspension occurs plus the following fiscal year. Additionally, in the event the afore mentioned person(s) is concurrently a commissioner, the commissioner position shall be relinquished for the remainder of the fiscal year and is ineligible for election to the Board of Directors or appointment to a Commissioner position for two full fiscal years.

4.5 Notice of Annual Meetings. Notice of annual meetings shall be made in the Conroe Courier not more than 30 days and not less than 7 days prior to the meeting. If the Conroe



Courier is no longer in circulation at the time notice is given, notice shall be given in any other newspaper of general circulation in Montgomery County. In addition, the Secretary shall send e-mail notices to the membership with the information shown in CAYB records. CAYB officers, including but not limited to, Board of Directors, Commissioners, Secretary and Treasurer cannot be held liable for failure of notification if members do not purchase the Conroe Courier and/or if e-mail information is incorrect in CAYB records due to poor penmanship and inability to interpret e-mail addresses.

#### 4.6 Quorum Definition

4.6.1 Annual Board; there is no quorum for the annual board meeting.

4.6.2 Special Meetings; quorum shall consist of all board members, commissioners and CAYB general membership present at those meetings. No proxies (via writing, text, e-mail, twitter or facebook) shall be allowed.

4.6.3 Emergency Hearing/Meeting (Code of Conduct); quorum shall consist of at least two board members and two commissioners BUT proxies (via writing, text, e-mail, twitter or facebook) shall be allowed should there not be enough of the necessary officers on the premise at the time of the emergency hearing/meeting. All communications are to be recorded in the official minutes by the board secretary as part of the permanent record.

4.6.4 Board of Directors; a quorum of the Board of Directors shall consist of five (5) board members. The action of a majority of the members present at any meeting where a quorum exists shall be the official decision of the Board.

### **Article 5**

#### **The Board of Directors**

5.1 Functions and Responsibilities. The Board of Directors is responsible for setting the policies and goals of CAYB, and for overseeing the management of the operations.

5.2 Criteria for Service on the Board. In order to serve on the CAYB Board, a person must:

- served as an officially registered and approved manager or assistant coach, or alternatively, as a "team mom" during a regular spring season for a fiscal year and,
- served as a Commissioner for a full fiscal year.

Manager, assistant manager or team mom and Commissioner Terms must be within three fiscal years of serving on the CAYB Board. Past CAYB Board of Directors who still in good standing may run for Board of Directors at any time. Manager, assistant manager, team mom and Commissioner positions do not need to be served in the same fiscal year. Previous term(s) as a director on the CAYB Board shall satisfy the requirements to serve on the Board.

5.3 No Director may concurrently serve as a commissioner. A Director may, however, serve as a manager, assistant manager or team mom. Additionally, a current board member may serve as the treasurer concurrently OR until another person is appointed to these positions by the Board of Directors.

5.4 Number of Directors and Term. The Board of Directors shall consist of seven members serving two CAYB fiscal years. Three positions shall be elected in odd numbered years, and the remaining four positions shall be elected in even numbered years. There shall be no limit to the number of terms served on the Board of Directors.

5.5 Resignation/Vacancy. A Board member may resign from their term for any reason but must give a 30-day written notice to the Chairperson of the Board. A vacancy on the Board of Directors shall be filled by the selection of a replacement elected by a majority vote of the current fiscal year commissioners at a special election.



## 5.6 Meetings of the Board of Directors.

5.6.1 Regular meetings of the Board of Directors shall be the first Monday of each month, except the month of December, when no meeting shall be held. If the first Monday is a holiday, the meeting shall be held on the following Monday.

5.6.2 Special Board meetings may be called by any two members of the Board, by sending notice (written, text or e-mail) of the special meeting to all other members of the Board, specifying the date, place and time of the meeting. At least twenty-four hours notice of a Special Board meeting must be given to all members of the Board, unless all board members waive such notice. Special Board meetings may be conducted by telephone, text message, e-mail, or in person. A quorum must be present as pursuant to section 4.6.2. Any five Commissioners may request a special board meeting in writing signed by those members. The request shall be submitted to the Board Secretary or Chairperson of the Board of Directors. Upon receipt, Secretary shall give notice to the other members of the Board, and the board shall schedule the meeting as soon thereafter as is practicable, but in no event less than seventy-two (72) hours after the request for a Special Board meeting is delivered. Special Meetings of the Board of Directors can be called to address protest hearings, special elections, and removal of a Board member or Commissioner

5.7 Organization of the Board of Directors. At the first fiscal year meeting of the Board of Directors following the annual meeting, the Directors shall elect a Chair, who shall preside at the Board meetings. The Chair shall be a voting member of the Board, but shall have no greater role or authority in the conduct or affairs of the Board or of CAYB than any other member of the Board.

5.8 Removal of a member of the Board of Directors. A director may be removed from the CAYB Board for the following reasons:

- Failure to attend the at least seven (7) of the eleven (11) monthly board meetings required by the organization (with the exception of a public servant although a board member who is concurrently an active public servant can elect to resign their position if so desired to allow another person who can be more involved with the league during their absence)
- Suspension from the league as a manager, assistant manager or team mom during either of the fiscal years during service on the board of directors
- Proven bias for any active CAYB member or group of members for personal gain or favoritism.
- Actions during any given fiscal year that result in the personal financial gain from the league.
  - Exception: Any given board member can commit actions resulting in personal financial gain from the CAYB league IF that board member has submitted a formal written proposal for specific duties or services required by the league and that formal written proposal was voted on/accepted in the face of appropriate and competing bids or proposals.
- Inappropriate behavior (legal, ethical or immoral as determined by the CAYB board) with any person (including a minor) at any CAYB function including those not held at the Gene Campbell Field in Conroe, Texas.



- Arrest including (but not limited to) felony (for any reason), DUI, Inappropriate behavior with a minor.

Removal of a board member requires a passing vote by at least 75% of Commissioners in attendance to ratify the removal. Prior to any vote for removal, the Commissioners must provide a signed, written protest that provides a list of reasons for his/her recommended removal. This document shall be provided to the Board Secretary (via e-mail) and the board member in question (via e-mail and certified mail). A meeting date/time/location is to be determined by the Board of Directors (with the exception of the board member in question) within 7 days of receiving the notice. The meeting date/time/location shall be no less than 7 days from notification but no more than 21 days of notification. The Board member in question shall provide written and oral reasons as to why his/her removal is not warranted at the hearing. At the termination of the meeting/hearing, the Commissioners shall vote on removal of the board member in question. Commissioners may not vote by proxy (i.e. telephone, e-mail, twitter, facebook, etc...) and must be present for the vote. (In the instance of one person serving more than one Commissioner position, only one vote per person may be included.) Should the board member in question elect not to attend the hearing, the Commissioners shall interpret this as intent to vacate their board position for the remainder of their two fiscal year term.

## **Article 6 Commissioners**

**6.1 General.** The day-to-day and on-field operations of CAYB are vested in the Commissioners. In managing the operations of CAYB, the Commissioners shall follow the policies and goals of the organization, as set forth in the Policies and Procedures manual of CAYB, and any amendments thereto, promulgated by the Board of Directors.

**6.2 Commissioner Positions.** The following Commissioner positions shall be selected by the Board of Directors as soon as possible following the annual membership meeting; Secretary, Player Personnel, Scorekeeping, Field maintenance, Uniforms, Managers, Age Group, Publicity, Umpires, Registration, Concessions, Fund Raising/Raffles, Sponsors, Safety and Security, Webmaster, Fall Ball, Evaluations and Team Moms/Opening Day.

**6.3 Duties and Responsibilities.** Board of Directors, as in the Policy and Procedures Manual, shall outline the duties and responsibility of the commissioners.

**6.4 Removal of Commissioners:** A Commissioner may be removed from the CAYB Board for any reason deemed inappropriate by the Board of Directors including but not limited to the following reasons:

- Failure to attend the at least seven (7) of the eleven (11) monthly board meetings required by the organization
- Suspension from the league as a manager, assistant manager or team mom during either the fiscal year
- Proven bias for any active CAYB member or group of members for personal gain or favoritism.



- Actions during any given fiscal year that result in the personal financial gain of the league.
  - Exception: Any given commissioner can commit actions resulting in personal financial gain from the CAYB league IF that commissioner has submitted a formal written proposal for specific duties or services required by the league and that formal written proposal was voted on/accepted in the face of appropriate and competing bids or proposals.
- Inappropriate behavior (legal, ethical or immoral as determined by the CAYB board) with any person (including a minor) at any CAYB function including those not held at the Gene Campbell Field in Conroe, Texas.
- Arrest including (but not limited to) felony (for any reason), DUI, Inappropriate behavior with a minor.

Removal of a Commissioner requires a vote of four (4) out of seven (7) active Board members. Prior to any vote for removal, the Board members must provide a signed, written protest with detailed reasons for his/her possible removal to the Board Secretary (via e-mail) and the Commissioner (via e-mail and certified mail) in question. A meeting date/time/location is to be determined by the Board of Directors (with the exception of the board member in question) within 7 days of receiving the notice. The meeting date/time/location shall be no less than 7 days from notification but no more than 21 days of notification. The Commissioner in question shall provide a written and oral reason as to why his/her removal is warranted at the hearing. At the termination of the meeting/hearing, the Board members shall vote on removal of the Commissioner in question. Board members may not vote by proxy and a passing vote of at least four (4) board members is required to ratify the removal. Should the Commissioner in question elect not to attend the hearing, the Board of Directors shall interpret this as intent to vacate their Commissioner position for the remainder of their fiscal year term.

## **Article 7**

### **Policies and Procedures Manual**

7.1 The Board of Directors shall promulgate a Policies and Procedures Manual for CAYB.

7.2 The purpose of the Policies and Procedures Manual is to establish rules, regulations, and guidelines for the guidance of all persons involved in CAYB and its day-to-day operations.

7.3 The Board of Directors may, at any time, make changes, deletions or amendments to the Policies and Procedures Manual, as it deems necessary and advisable. The Board of Directors and Commissioners shall review the Policies and Procedures manual annually at the November Board meeting. All CAYB members shall be made aware of formal changes prior to the start of the spring season.



## **Article 8 Committees**

8.1 Protest Committee. The Protest Committee is a standing committee. It shall hear all game protests in accordance with PONY and local CAYB league rules established by the Board of Directors. The Protest Committee shall consist of the Commissioners of Player Personnel, Scorekeeping, Umpires, and the Commissioner for the age group where the protest originates. The Chairperson of the Protest Committee shall be the Chairperson of the Board of Directors. The chair shall vote only to break a tie vote among the other committee members. All protests shall be brought before the Protest Committee within 48 hrs of the game in question via e-mail. The Protest Committee shall then convene to discuss the game in question within 48hrs of receiving the e-mail. The decision requires a vote of at least three committee members. The manager protesting a game shall be provided the Protest Committee's decision via e-mail within 24hrs of the hearing.

8.2 Nominating Committee. The nominating committee shall be composed of the Board of Directors. The committee shall determine who is qualified and willing to serve as a Commissioner. The Nominating Committee shall provide a list of those persons who are qualified and willing to serve to the Commissioners and General Membership prior to the annual board meeting. The Chairperson of the Board of Directors shall prepare the ballots with those names, which shall be submitted to the membership for election during the Annual Board Meeting in accordance with these bylaws.

8.3 Election Committee: The Election Committee shall be the official ballot counter of Board of Director nominees at the Annual Board Meeting. The Election Committee shall be comprised of the Board Members not running for election that fiscal year. After 30 days, the ballots can be destroyed as long as the Board Secretary recorded the official results in the minutes from the Annual Board Meeting.

8.4 Other Committees. The Board of Directors may appoint such other committees as it deems necessary and advisable to assist in the business and affairs of CAYB. The number of committee members, as well as its purpose, duration, and make-up, are within the discretion of the Board of Directors.

## **Article 9 Amendment of Bylaws**

9.1 These bylaws may be amended by a two-thirds majority vote of those members present at the annual membership meeting, or at a Special meeting of the membership duly and properly called for that purpose. The Board of Directors and Commissioners shall review the CAYB Bylaws annually at the November Board meeting. Any recommended changes shall be put to a vote to the CAYB membership, Board of Directors and Commissioners at a Special Meeting.

9.2 No amendment shall be voted on without two weeks' notice to the membership, which notice shall be provided by publication in the Conroe Courier or equivalent local newspaper in

the event the Conroe Courier is no longer in business. The notice shall state a location where members may review the proposed amendments.

I, \_\_\_\_\_, Secretary of Conroe Area Youth Baseball, Inc., hereby certify that the above and foregoing is a true and correct copy of the bylaws of said corporation, as amended, approved and adopted on the \_\_\_\_\_ day of \_\_\_\_\_, in the year \_\_\_\_\_.

\_\_\_\_\_  
Secretary