

Spearfish Youth Baseball/Softball Association

BY - LAWS

ARTICLE I. MEMBERS

Section 1. Membership.

There shall be one class of members and any individual is eligible for membership upon payment of registration fees and said membership shall remain in effect throughout the season they have registered for. Registration fees are to be set by the Board of Directors and revised as deemed necessary. Members have no vote on the Board of Directors.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Conduct of Meetings.

Meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order.

Section 2. First Meeting.

The first meeting of the directors, after the filing of the Articles of Incorporation, shall be an organizational meeting held at the call of a majority of the incorporators for the purpose of adopting by-laws, electing officers, and for normal business activity. The incorporators calling the meeting shall give three (3) days' notice of such meeting.

Section 3. Place of Meetings.

Meetings of the Board of Directors shall be held at any place determined by the President and may be held electronically as selected by the Board of Directors.

Section 4. Annual Meetings.

At least one annual meeting of the Board of Directors shall be held, said meeting to be held on a day in the month of January selected by the Board of Directors and, at such meeting, the Board of Directors shall elect its officers.

Section 5. Regular Meetings.

Regular meetings may be scheduled throughout the year in order to conduct routine business. The length and frequency of such meetings will be determined by the President as required.

Section 6. Special Meetings.

Special meetings may be held upon the call of the President, Vice President, one-third of the Board, or 1/20th of the members. Only such business as specified in the notice of any special meeting may be transacted at the special meeting.

Section 7. Notice of Meetings.

Notice of each meeting, stating the place, date and time of the meeting, and in case of a special meeting the Notice of purpose or purposes of the meeting, shall be given by the Secretary of the corporation or by the person authorized to call the meeting, not less than 5 (five) days before the date named for the meeting. Although not required, it is customary to provide as much advanced notice as possible for regularly scheduled meetings.

Section 8. Voting.

At any meeting of the Board of Directors, each director shall be entitled to one vote. At any meeting of the members, each family whose annual registration has been paid for in full shall be entitled to one vote. Voting rights may not be exercised by proxy.

Section 9. Quorum.

At any meeting of the Board of Directors, the presence of one-third of the Board shall constitute a quorum. In the absence of a quorum, the meeting shall be adjourned until such time a quorum shall be present. At a duly organized meeting where a quorum is present when convened, directors present can continue to do business until adjournment even though enough directors withdraw to leave less than a quorum.

Section 10. Number, Qualification and Election.

The Board of Directors of the corporation shall consist of not less than seven (7) nor more than twelve (12) directors. These directors shall be duly elected by the Board of Directors at their annual meeting. After the original Board of Directors as provided in the Articles of Incorporation, all directors shall be elected for a three (3) year term. However, the terms of the initial Board of Directors shall be staggered so that no more than three (3) director's terms shall expire in any one calendar year.

Section 11. Vacancies.

Vacancies or newly created positions on the Board of Directors may be filled immediately or may be left vacant until the next annual meeting of members. Each director selected by the Board of Directors to fill a vacancy mid-term shall serve until their successor is elected at the next annual meeting of members or at a special meeting of members called for that purpose, as the Board of Directors may determine.

Section 12. Powers and Duties.

It shall be the duty of the Board of Directors to administer the management of the property and affairs of the corporation, to exercise all corporate powers, and to appoint from its own membership the officers of the corporation.

The board shall have power to enter into written contracts with employees and for long-term financing of corporate obligations for terms extending beyond the terms of office of any or all of the individual directors. Generally, and without limitation, the board shall have the power and shall operate the business of the Corporation in a prudent and careful manner consistent with the limitations and restrictions imposed by the Articles of Incorporation of the Corporation and under the powers granted to it by the laws of the State of South Dakota.

Section 13. Resignation and Removal.

Any director may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any director who is absent from three consecutive regular meetings of the Board of Directors unless excused by the Board of Directors for good and sufficient reason, shall be removed automatically as a board member of the corporation and such director's position on the Board of Directors shall be declared vacant. Any director may be removed as a director of the corporation by the vote of two-thirds of the directors present for two or more unexcused absences, violating these by-laws, neglect of duty of office, or behavior injurious to the corporation. No such action shall be taken until the director has been advised of specific charges, given a reasonable time to prepare a response, and afforded a full hearing before the Board of Directors.

Section 14. Action without Meeting.

Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee. Writing shall include electronic messages.

ARTICLE III. OFFICERS

Section 1. Designation of Titles.

The titles of officers of the corporation shall include a President, Vice President, Secretary and Treasurer, and any other officers as may be necessary or expedient for the proper conduct of business of the corporation as may from time to time be determined by the Board of Directors.

Section 2. Selection, Term and Removal.

The directors shall choose from among the members of the Board of Directors, the officers of the corporation, who shall serve at the pleasure of the board for a one-year term, and who may be removed from office at any time with assigned cause and a vote of two-thirds of the directors present. All officers must be members of the Board of Directors at all times during their terms of office. After serving three (3) successive one-year terms, an officer shall be ineligible for election to such office for one year.

Section 3. Resignation and Vacancies.

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors.

Section 4. President.

The President shall preside at all meetings of members and of the Board of Directors. The President shall sign all contracts and agreements and any other instruments requiring execution on behalf of the corporation and shall be the chief executive officer of the corporation, subject to policies established by the Board of Directors. The President shall preside at annual or special membership meetings as well as directors' meetings.

Section 5. Vice president.

The Vice president shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of his temporary inability to act, unless otherwise restricted by the board. In case of the permanent absence or inability of the President to act, the office of the President shall be declared vacant by the Board of Directors and a successor subsequently elected. With the exception of the President and Treasurer, an officer may hold the office of Vice President in addition to their primary office. However, if the Vice President is temporarily acting as the President, another board director must carry out the duties of the Vice President's primary office during the conduct of meetings.

Section 6. Secretary.

The Secretary shall see that the minutes of all meetings of the board of director are kept. The Secretary shall give or cause to be given required notice of all meetings of the members and of the Board of Directors; shall have charge of all books and records of the corporation except the books of account; and in general, shall perform all the duties incident to the office of Secretary of a corporation and such other duties as may be assigned to him/her by the board.

Section 7. Treasurer.

The Treasurer shall have general custody of all of the funds and securities of the corporation and shall see to the deposit of the funds of the corporation in such bank or banks as the Board of Directors may designate. Regular books of account shall be kept, and the Treasurer shall render financial statements to the President, directors and members at proper times. The Treasurer shall have charge of the preparation and filing of such reports and financial statements and returns as may be required by law.

Section 8. Delegation of Duties.

Whenever an officer is absent or whenever for any reason the Board of Directors may deem desirable, the board may delegate the powers and duties of such officer to any other officer or officers or to any director or directors.

ARTICLE IV. COMMITTEES

Section 1. Committees.

The Board of Directors may at any time designate such special committees not having or exercising the authority of the Board of Directors in the management of the association as it may deem advisable, may fix the terms and duties of such committees, and one board director will be appointed by the board to serve on each committee.

Section 2. Nominating Committee.

The Board of Directors may at any time form a nominating committee, which shall be composed of three members appointed by the Board of Directors. This committee shall be responsible for presenting at least one nominee for each position on the Board of Directors and committees as vacancies occur or terms expire. No person's name shall be placed in the nomination without that person's prior consent. If no nominating committee is formed, the Board of Directors will carry out all board and committee nominations in such a manner it deems appropriate.

Section 3. Minutes and Records of Committees.

A written record shall be kept of the proceedings and determinations of all special committees submitted to the board at regular intervals.

Section 4. Notice of Committee Meetings.

Notice of all committee meetings shall be given by the chairperson of the committee or the Secretary of the corporation. Such notice shall be in writing via email or personal delivery at least 24 hours before the meeting.

Section 5. Committee Chairpersons.

Each committee shall organize itself and select its own chairperson. The board member on each committee is responsible to report committee actions to the Board of Directors.

Section 6. Additional Members.

The Chair of any committee may invite additional individuals, including non-board members, to meet with and assist such committee. Such individuals shall not be allowed to vote on committee decisions.

Section 7. Resignation and Vacancies.

Any member of any committee may resign at any time by giving written notice of such resignation to the Board of Directors. A vacancy on any committee may be filled for the unexpired portion of the term by action of the Board of Directors.

Section 8. Quorum.

A majority of the committee shall constitute a quorum for the transaction of business at any meeting of that committee.

ARTICLE V. GENERAL PROVISIONS

Section 1. Criteria for Action by the Board of Directors and Officers.

In the conduct of their activities on behalf of the corporation, no member of the Board of Directors or any officer of the corporation shall act so as to deny any person an appointment to the Board of Directors or any committee, any benefit, privilege or treatment on the basis of sex, race, creed, color or national origin, or on any other arbitrary, capricious or discriminatory basis. Words used in these by-laws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires.

Section 2. Annual Report.

At the annual meeting, the President shall submit to the membership, an annual report reflecting the condition and operations of the corporation.

Section 3. Fiscal Year.

The fiscal year of the corporation shall end on December 31st of each year.

Section 4. Offices.

The offices of the corporation shall be located in Spearfish, South Dakota.

Section 5. Record of Members.

The Secretary of the corporation shall maintain a list of the members of the corporation, which shall be available for public inspection. This shall be the voting list of the membership.

Section 6. Repeal, Alteration or Amendment.

These By-Laws may be repealed or altered, or substitute by-laws may be adopted only by the affirmative vote or a majority of the directors, provided that proper notice of the meeting stating the proposed changes to the By-Laws has been given.

Section 7. Corporate Seal.

The corporation may have a corporate seal of which the Secretary shall be the custodian.

I HEREBY CERTIFY that the foregoing is the By-Laws of Spearfish Youth Baseball Softball Association adopted by the incorporators thereof duly assembled on the 30th day of January 2024, in the principal office of the corporation.

IN TESTIMONY WHEREOF, I have hereunto affixed my official signature of said corporation.

John Williams, President

Date