

# **Chandler Youth Baseball By-Laws**

## **I. Name**

The league shall be known as “Chandler Youth Baseball”, hereinafter referred to as the “League”, a member of PONY Baseball, Inc. The League has been established as a non-profit corporation under the laws of the State of Arizona.

## **II. Purpose**

The purpose of the League shall be to organize and supervise the playing of baseball under specialized rules and regulations, to secure suitable and adequate financial backing for these purposes, and to own, lease or otherwise obtain the use of suitable playing facilities and equipment for these purposes.

## **III. Membership**

Any parents or guardians of active players, active team or division sponsors, or active volunteer adult leaders shall be considered members of the League. For purposes of this provision, “active” shall mean actual participation during the current or prior season. Membership is restricted to those who are at least eighteen (18) years of age and excludes anyone who may have been specifically banned from the League by its Board of Directors.

The League shall not discriminate based upon race, color, creed, ancestry, age, religion, national origin, disability, veteran status, gender identity or expression, sexual orientation, genetic information and any other category protected under federal, state or local law.

## **IV. Mission of League**

### **A. Welfare of Young People**

It shall be the policy of the League to conduct its activities so that the physical and moral welfare of the young people for whose benefit it is organized shall remain paramount and all matters of policy shall be determined on that basis.

### **B. Conflict of Interest**

No person who is a member of or who is employed by or who is any way connected with the League shall receive any personal financial benefit therefore beyond the reasonable value of services in carrying out the purpose for which the League has been organized.

### **C. Sponsors and Advertising**

(1) In order to secure suitable and adequate financial backing to carry out the purpose of the League, it shall be the policy of the League to permit only such sponsorship as is consistent with the purpose for which the League is organized and to select sponsors who are interested in the League solely or principally as a means of contributing to the welfare of young people.

(2) It shall be the policy of the League to prohibit any direct advertising of alcoholic beverages or tobacco products in connection with the League or any of its programs. It shall further be the policy of the League to prohibit the use or consumption of alcoholic, tobacco or any prohibited substances during any League function involving players including, without limitation, games.

### **D. Coaches, Players, & Parents**

Coaches, players and parents are expected to comply with the League's Code of Conduct and any additional league rules set down by the Board. All league policies including any misconduct policy, if approved by the Board, shall be distributed to all league members, coaches and players. Participation in the League or any league function after distribution of these policies will imply acceptance of these policies by coaches, players, parents, sponsors and umpires. These policies will also govern consequences for violations or infractions of the policy, at the ultimate discretion of the Board of Directors.

### **E. Disciplinary Guidelines**

All league members shall be held to the standard of sportsmanship set within the Code of Conduct.

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Per the League's Code of Conduct, enforcement of playing rules at league games shall be the sole responsibility of the umpire(s) who have been assigned to the game. The umpire should be informed of our league specific rules at the plate meeting with both coaches before the game begins. Any disagreement regarding our league specific rules should be clarified and agreed upon before the game begins. Enforcement of additional league conduct rules and policies shall be the joint responsibility of the Division Coordinator(s), umpire(s) assigned to that game, any board members present at the game and any other league officials who have been given authority by the Board. For any incidents regarding a player, the Division Coordinator shall include the Player Agent in discussions regarding further disciplinary actions, if necessary, with the umpire, Coach, or Board. The League's Code of Conduct may be adopted or amended at the sole discretion of the Board of Directors.

## **V. Annual and Special Membership Meetings**

There will be an annual membership meeting in November or December of each year, the time and place shall be determined by the Board of Directors. Notice of such meeting shall be made upon at least ten (10) calendar days notice, the manner of such notice to be determined by the Board of Directors in their sole discretion. Such notice, subject to Board approval, may be in the form of direct mailing, email, posting on website or Facebook page.

The Board of Directors may call special membership meetings from time-to-time with at least ten (10) calendar days notice. Such notice may be in the form of direct mailing, email, posting on website or Facebook page.

Only those persons who are members of the League (see "Membership" above) and personally present at a membership meeting shall be eligible to vote at that meeting; there shall be no proxy voting. A majority vote of those present and eligible to vote at a membership meeting shall be necessary for approval of a resolution, including the election of Board members. There shall not be any quorum requirements for a membership meeting, either annual or special.

A Board member must introduce any items for the membership meeting agenda to the board for approval. The board of directors will approve the agenda by majority vote.

## **VI. Board of Directors**

The Board of Directors of the League, hereinafter referred to as the "Board", shall be nominated by the board from existing members of the league and elected by the membership at the annual meeting for the terms and in the manner provided for as follows:

The Board shall consist of not less than three (3) nor more than twenty five (25) persons. The term for each Board member elected at the annual meeting is one (1) year. All members of the Board shall be eligible for reelection.

The prior Board shall determine, immediately prior to the annual membership meeting, the total size of the Board for the following year.

A quorum for the conducting of all business, except as specifically otherwise set forth herein, shall be at least fifty-one percent (51%) of the Board.

The Board, in its discretion, may remove any Board member upon the affirmative vote of two thirds of the Board sitting at the time such issue is brought before the Board for vote. For purposes of removing a Board member, the quorum required to conduct such business shall be increased from fifty-one percent (51%) to sixty-six and two-thirds (66.66%).

The Board may fill any vacancies on the Board at any regular Board meeting by a majority vote thereof to fulfill the term until the next annual meeting.

At its first meeting following the annual membership meeting, the Board shall elect its executive officers for that year. These officers shall include the President, Vice-President, Secretary, Treasurer and Player Agent. Those Board members not elected as officers shall assume at least one of the coordinators for the six divisions (Shetland, Pinto, Mustang, Bronco, Pony and Colt), plus a sponsor coordinator, umpire coordinator, field coordinator, equipment coordinator, schedule coordinator, vendor coordinator, and technology coordinator.

The Board shall meet at least quarterly or as often as needed to handle league business. The time and place for such meetings shall be determined by the President and shall be made known to all members of the Board upon at least 48 hours notice oral, telephonic or written. Any member may attend a Board meeting; however, membership participation shall be at the discretion of the Board. Furthermore, the Board may convene in executive session to discuss or resolve such matters, which the Board, in its discretion, believes, should be handled confidentially. Board members may carry written proxies for non-attending Board members for specific votes. A written proxy is only valid for a single vote at the single board meeting immediately following the date of the signing of the written proxy.

The Board shall have full authority and discretion to make all policy, set budgets, and implement the on-going business of the League consistent with the bylaws. Without limiting the generality of the foregoing, the Board shall have the power to:

- Purchase or otherwise acquire for the League any property, right or privilege which the League is authorized to acquire, by the price of consideration and upon such terms as the Board may deem appropriate;
- Appoint, remove or suspend subordinate agents or volunteers and to determine their duties and fix their salaries, if any;
- Appoint any Board Member to determine the composition of and manage a volunteer sub-committee to assist with any events, functions, or tasks assigned or delegated by the Board, and subject to the Board.
- Determine who shall be authorized on behalf of the League to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments. Without any further action by the Board, the President and Vice President are so authorized.
- Delegate any of the powers of the Board to any agent of the League with any powers as the Board may see fit to grant;
- Per Code of Conduct, suspend, discharge, bar or otherwise discipline any member, manager, coach, player, parent, league official, umpire as well as other related people as needed without refund whose conduct is considered detrimental to the best interests of the League;

- Set registration fees and award scholarships;
- Generally do all such lawful acts and take actions as may be necessary and proper.

**A. Action Without a Meeting.**

Any action required or permitted to be taken at a meeting of the board of directors or by a committee thereof may be taken without a meeting, provided a written consent setting forth the action so taken is signed by all the members of the board or of the committee, as the case may be, and is filed with the minutes of proceedings of the board or the committee. Such signatures may be obtained by Docusign or similar means if the text of the resolution is the writing sent for signature by this means.

**B. Participation by Electronic Means.**

Members of the board of directors or of any committee thereof may participate in a meeting of such board or committee by means of a conference telephone, online meeting, live video conferencing, or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means will constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone, online meeting, Zoom, Teams Video, or similar communications means or equipment, a written record will be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment.

**VII. Financial Policy**

The Board shall decide all matters pertaining to the finances of the league, bearing the responsibility to conduct the financial affairs of the league in a prudent business-like manner.

The Board shall institute policy relative to the preparation and acceptance of an annual budget, and periodic and annual presentation of financial reports, and an annual audit of the books of the League.

The Board shall institute policy to set a discretionary spending limit for each Board Member as it determines is necessary and prudent.

**VIII. Duties of Officers**

The duties of the league officers shall be as follows:

**A. The President shall:**

- Preside at all meetings of the Board and the League;

- Serve as the Chief Executive Officer of the League;
- Represent the League at any meetings of other organizations, including the City of Chandler;
- Be responsible for registering teams with PONY baseball and any additional coordination with the PONY organization;
- Perform such other duties as are normally associated with the Office of President.

***B. The Vice President shall:***

- Perform such duties as may be assigned by the President;
- Otherwise assist the President in the performance of his/her duties;
- Preside or represent the League at any meetings in the absence of the President.

***C. The Secretary shall:***

- Have custody of the Articles, Bylaws, minutes and all other records of the League, except financial records;
- Keep an accurate record of the meetings and other activities of the League and the Board;
- Be responsible for all correspondence on behalf of the League;
- Transmit all records and correspondence to any person elected to succeed him/her in that office.

***D. The Treasurer shall:***

- Receive and disburse all funds with the approval of the Board;
- Keep an accurate account of all funds received and disbursed for the League;
- Submit a financial report at all regular meetings and at such other times as may be requested by the President;
- Compile an annual report of League finances;
- Transmit all records and correspondence to any person elected to succeed him/her in that office.

**E. The Player Agent shall:**

- Supervise the annual registration of all players, tryout sessions and distribution of players among League teams;
- Assist the Division Coordinators with the drafting and assigning of players;
- Represent any players and/or parents in disputes with coaches or other League officials;
- Be accessible to players and parents to answer questions and provide information.

**F. Division Coordinators shall:**

- Determine the number of teams for their division;
- Determine and assign coaches for the teams in their division;
- Assign players to teams outside of draft procedures and policies such as waitlist player distribution and in divisions or seasons when no draft is being utilized to form teams.

the Player Agent in planning and holding tryout sessions

- Per Draft Procedure, Conduct the draft of players and assign players to corresponding teams;
- Draft and present for Board approval any rule amendments specific for their division;
- Hold meetings with coaches at appropriate times before and during the season;
- Distribute the following items to coaches at appropriate times: equipment, rosters, rule books, season schedules, pictures, trophies, and any other materials, forms or flyers as directed by the Board;
- Monitor games during the season;
- Be empowered to enforce penalties established in Policy documents such as The Code of Conduct and conduct investigations on behalf of the league regarding the conduct of any player, coach or parent and recommend disciplinary action to the Board as is consistent with Policy and The Code of Conduct that has been established and adopted by the Board;
- Collect equipment from coaches at the end of the season;
- Arrange PONY tournament teams, including travel arrangements, if such teams are determined by the Board

**G. The Sponsor Coordinator shall:**

- Contact potential new sponsors for the League;
- Coordinate sponsor assignments with teams
- Distribute sponsor materials to division coordinators or directly to sponsors;
- Maintain records of sponsor's name, address, phone numbers, etc.
- Keep track of sponsor logos, uniform colors, teams or divisions they sponsored and any other special needs.

**H. The Umpire Coordinator shall:**

- Obtain suitable umpires for the League as directed by the Board;
- Schedule and hold training sessions for the umpires;
- Assign umpires for all League games;
- Arrange for paychecks to the umpires;
- Consider all complaints relative to umpires and make suitable recommendations to the Board.

**I. The Field Coordinator shall:**

- Attend all required city meetings and work to obtain fields as directed by the Board;
- Coordinate any required installations of fences or equipment sheds at the fields;
- Work with the City of Chandler to obtain any required lighting for all League games;
- Arrange for the field preparation for all League games.

**J. The Equipment Coordinator shall:**

- Empty and clean all equipment bags, and take an inventory of the equipment during the off-season;
- Obtain any required new equipment as directed by the Board;
- Provide equipment as required for the player tryout sessions;



- Fill and distribute equipment bags for each division to the division coordinators;
- Distribute balls as required for all League games to the division coordinators;
- Collect all equipment from division coordinators at the end of the season.
- Maintain records of equipment distributed;

**K. The Scheduling Coordinator shall:**

- Write and distribute schedules for all League games as directed by the Board.
- Assist Field Coordinator in obtaining field reservations with the City;
- Assist Field Coordinator in determining lighting schedules with the City;
- Work with coaches, Division Coordinators, or sponsors for scheduling special events with the League

**L. The Vendor Coordinator shall:**

- Assist the Sponsor Coordinator in determining sponsors, names and uniform colors for each team;
- Coordinate the ordering of uniforms from the uniform vendor as directed by the Board;
- Pick up uniforms from the uniform vendor and distribute them to the division coordinators;
- Work with the teams and the uniform vendor to correct uniform problems;
- Coordinate the Opening Day picture schedule with the picture vendor and the Scheduling Coordinator;
- Coordinate the ordering and distributing of all all-star shirts as well as all-star and regular season awards and materials as directed by the Board.

**M. The Technology Coordinator shall:**

- Maintain the League's online technology including, but not limited to: website, database, online forms, user experience, marketing, and communication portals;
- Coordinate updates to the League's technology as needed;

- Assist the Vendor Coordinator in building and maintaining technology vendors as directed by the Board;
- Maintain acceptable level of security and encryption on all digital information collection, payment methods and access to child contact and information details.

#### **IX. Fiscal Year**

The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law. The initial fiscal year shall end on December 31st .

#### **X. Corporation Loans**

No loans will be contracted on behalf of the Corporation and no evidence of indebtedness will be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

#### **XI. Loans to Directors and Officers Prohibited**

No loans will be made by the Corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan plus interest, plus collection expenses until it is repaid.

#### **XII. Contracts**

The board of directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Except as provided otherwise, the board will normally authorize the president or secretary to sign contracts on behalf of the Corporation.

#### **XIII. Amendments**

These Bylaws may be amended by a majority vote of the League members at the membership meeting.

#### **XIV. Indemnity**

(a) Any person made a party to any action, suit, or proceeding, by reason of the fact that he, his testator or intestate representative is or was a Director, Governing Board member, officer, or employee of the Corporation, or of any corporation in which he served as such at the request of the Corporation, shall be indemnified by the Corporation against reasonable expenses, including such attorney's fees actually and necessarily incurred by him in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in

relation to matters as to which it shall be adjudged in such action, suit, or proceeding, or in connection with any appeal therein that such officer, Director, Governing Board member or employee is liable for negligence or misconduct in the performance of his duties.

(b) The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or Director, Governing Board member, or employee may be entitled apart from the very provisions of this section.

(c) The amount of indemnity to which any officer, Director, or Governing Board member may be entitled shall be fixed by the Board of Directors, except that in any case where there is no such disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the America Arbitration Association.

**XV. Discrimination Not Permitted**

In rendering its functions and in exercising its purposes, the corporation shall not practice or permit discrimination on the basis of sex, age, race, national origin, religion, physical handicap, or disability

IN WITNESS WHEREOF, THESE BYLAWS HAVE BEEN DULY ADOPTED THE \_\_\_\_\_  
DAY OF \_\_\_\_\_ 2024 BY CONSENT OF THE MEMBERSHIP OF THE  
LEAGUE AT ITS ANNUAL MEETING.

\_\_\_\_\_  
\_\_\_\_\_, Director