

BY-LAWS
ARLINGTON YOUTH BASEBALL AUTHORITY ("AYBA")

ARTICLE I – The Corporation

Section 1.0 **Name of the Corporation.** The name of the Corporation is Arlington Youth Baseball Authority, approved by the Arlington Sports Commission ("ASC") in its charter of May, 2010, attached. The Corporation shall also be known as AYBA.

Section 1.1 **Purpose.** AYBA is a countywide organization dedicated to providing a superior baseball experience for the 12 and under youth of Arlington. The highest standards of sportsmanship, competitive fairness and respect for the game will always be put first.

ARTICLE II – Meetings

Section 2.0 **Annual Meeting.** The regular annual meeting of the corporation shall be held at such a place and time as determined by the Board of Directors; however, no more than 18 months will elapse between any two (2) annual meetings. All members of the Board of Directors will be provided adequate written notice, at least 14 days in advance, of the time and place of the annual meeting. The AYBA shall provide an annual report to the ASC concerning the operations of the AYBA, specifically addressing compliance with the AYBA charter and bylaws and progress toward consolidation of youth baseball so that all Arlington youth may play ball together.

Section 2.1 **Board of Directors Meetings.** The Board of Directors ("board member" and "director" are synonymous) will meet from time to time for the purpose of carrying on the business of the corporation, either in person or by telephone conference call. Each member of the Board of Directors will be provided adequate written notice of each meeting of the Board of Directors, usually by email. The Executive Director, if any, attends and participates at Board Meetings at the will of the Board, but is not a voting member of the Board.

Section 2.2 **Other Meetings.** The president of the board, with the approval of the Board of Directors, may appoint committees that may then transact any business of the corporation, the scope of which will be determined by the Board of Directors. Adequate written notice of any meeting of any committee will be given to all members serving on the committee holding such a meeting.

Section 2.3 **Conduct of meetings.** All meetings of greater than 15 will be conducted according to the simplified Robert's Rules of Order to the extent that they are consistent with the laws and regulations of the Commonwealth of Virginia and AYBA'S bylaws, articles and adopted policies, unless a majority of the board votes at that meeting not to follow the Rules. All other meetings will aspire to adhere to the spirit of the Rules to the extent it is practicable and convenient.

Section 2.4 **Proxy Voting Rights of Directors.** Each Director entitled to vote at a meeting may authorize, in writing, another director to act for him/her, but such proxy will only be valid for one meeting.

Section 2.5 **Quorum.** A majority of the directors shall constitute a quorum. In the absence of a quorum, the Board may transact business, but no votes are binding.

Section 2.6 **Decisions.** Unless otherwise specified, board decisions are made by majority vote. A "super-majority" vote of 75% shall be required to change national affiliation of a league or to establish a new nationally affiliated league.

ARTICLE III – The Board of Directors

Section 3.0 **Board of Directors.** The Board of Directors will consist of individuals as elected by a 2/3 majority at any Board of Directors Meeting. The Board shall consist of no less than 5 and no more than 15 members. All board members agree to comply with the AYBA charter and by-laws. No paid staff person may serve on the Board of Directors. The chairman of the Arlington Sports Commission shall serve as a member of the board.

Section 3.1 **Duties of the Board of Directors.** The Board of Directors will exercise all duties required by law to be exercised by the Board of Directors of non-profit corporations, and all duties as adopted by the Board and described in the Board Manual.

Section 3.2 **Assigned Duties of the Board of Directors.** The president of the board will assign duties to committees appointed by the president and approved by the Board of Directors. The Board of Directors will adopt annual budgets of the corporation, if income is generated, have the authority to hire and fire the Executive Director of the corporation, if one is hired,

execute the general objectives and policies of the corporation, and perform all other functions necessary to the transaction of the corporation's business.

Section 3.3 Executive Committee. If the corporation generates income and has nine or more board members, then it shall form an executive committee. Otherwise it may form an executive committee. The Executive Committee of the Board of Directors will consist of the president, vice-president, secretary, treasurer and one other member (chosen from the Board). The Executive Committee will handle all matters that cannot wait for full action of the Board of Directors. The Executive Committee will report any such actions at the next Board of Directors meeting. In the absence of a valid Executive Committee for any reason, the board may choose an executive committee at any board meeting by a 2/3 vote.

Section 3.4 Resignations. A director may resign at any time by giving written notice to the President. Such resignation shall take effect on receipt of the notice or as later specified in the notice. If the total number of directors falls below five, the Board shall elect new directors, by a simple majority of directors present at the next meeting, so that the total number is five.

Section 3.5 Term. Directors shall serve for a term of three years. No director shall serve more than two consecutive terms. This shall not prohibit any director, however, from re-joining the board and serving additional terms after a 1-year hiatus from serving on the board. A board member may continue without a 1-year hiatus with a 2/3 vote of the board.

Section 3.6 Removal. The Board may remove any director by a 2/3 vote at any meeting.

Section 3.7 Compensation. No director shall receive compensation for being a board member. This does not prohibit, however, payment to a director for expenses directly and reasonably incurred in connection with his or her duties, as determined and approved by the Board.

ARTICLE IV – The Officers of the Board

Section 4.0 Officers. The Officers may consist of those listed below and shall also consist of a liaison to Arlington Little League ("ALL") and Arlington Cal Ripken/Babe Ruth ("ABR"), who shall be appointed by the AYBA board president. All terms are for one year, but there are no limits to the number of terms an officer may serve.

Section 4.1 **President.** The President will serve as President of the Board of Directors, presiding at all its meetings. The President will be responsible for making sure that an agenda is developed for each meeting and sent to all members of the Board of Directors 7 days prior to any Board of Directors meeting if possible, but in no event less than 48 hours prior to a meeting. The President shall report to the ASC and shall be the chief liaison with all county officials for the administration of youth baseball in Arlington.

Section 4.2 **Vice-president.** The Vice-president will preside at all meetings of the Board of Directors when the president is absent.

Section 4.3 **Treasurer.** The Treasurer will make sure that all financial records for the corporation are kept in accordance with standard financial and accounting standards.

Section 4.4 **Fundraiser.** The fundraiser shall coordinate activities with existing leagues to raise funds for the operation of the AYBA or the separate leagues.

Section 4.5 **Secretary.** The Secretary will take minutes of all Board of Director meetings, ensure the minutes are approved and distributed.

Section 4.6 **Liaison.** The two liaisons to ALL and ABR shall be appointed by the AYBA board president and shall be entitled to attend board meetings of those organizations.

Section 4.7 **Fields.** The fields board member shall work on field allocation and maintenance as needed.

Section 4.8 **Travel Team.** This officer shall ensure fairness in travel team operations.

Section 4.9 **Coaches.** This officer shall oversee selection of the best coaches available and provide training programs.

Section 4.10 **Safety.** This officer shall assure that AYBA safety requirements are faithfully executed by the leagues and shall report to the board on recommended changes to improve safety on best available standards.

Section 4.11 **Umpires.** This officer shall recruit, train or contract, subject to board approval, with umpire service firms to assure that AYBA has sufficient umpires on a yearly basis.

Section 4.12 **Communications.** This officer shall develop a communications program for AYBA and maintain relations with the local press for the success of youth baseball in Arlington.

Section 4.13 **Equipment.** This officer shall be responsible for assuring that AYBA teams are provided with required equipment and uniforms and report to the Board, including on a necessary budget.

Section 4.14 **Players.** The team allocation or player representative officer shall assure that teams are chosen and players assigned in a fair manner.

Section 4.15 **Ad Hoc.** The Board may appoint additional officers to perform functions as necessary.

Section 4.16 **Vacancy.** In the event a vacancy would arise in any officer positions, the position may be filled by a majority vote of the Board of Directors.

ARTICLE V – Records

Section 5.0 **Fiscal year.** The fiscal year of the corporation will begin on January 1 and end on December 31 of each year.

Section 5.1 **Inspection of Corporation Records.** The financial records and other corporation records, including the minutes of all meetings, will be kept at the principal office of the corporation by the Executive Director if there is one, or electronically by an officer of the board, and will be open to inspection by any Director's request at reasonable times. The officer keeping the records shall endeavor to keep all records electronically so that inspection and access is simplified.

ARTICLE VI

Section 6.0 **Indemnification.** Any person made or threatened to be made a party to any proceeding by reason of the fact that he or she is or was a Director or officer of the corporation will be indemnified by the corporation against any and all liability and all reasonable expenses, including attorney's fees and disbursements incurred by him or her in connection with defense or settlement of the action, to the maximum extent provided by the Code of Virginia, as amended, including the purchase of insurance to protect against such loss, except that such insurance coverage will not cover expenses

incurred where the person is adjudged liable to misconduct in the performance of his or her duties.

ARTICLE VII

Section 7.0 **Repeal and Amendment.** These BY-LAWS may be repealed, replaced, and/or amended by a 2/3 vote of the members of the Board of Directors present and voting at a meeting.

ARTICLE VIII

Section 8.0 **Time of Effect.** These BY-LAWS will be effective immediately upon adoption by the Board of Directors of the corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, do certify that I am the duly elected Secretary of AYBA and that the foregoing BY-LAWS constitute the BY-LAWS of the corporation and all additions adopted by the Board of Directors up to and including the meeting on _____, 2011.

IN WITNESS WHEREOF, I have hereunto subscribed my name.

Secretary

Date