

AMENDED AND RESTATED BY-LAWS OF THE WASECA BASEBALL ASSOCIATION

Article I: Introduction

Section 1. The following amended and restated bylaws, together with the Articles of Incorporation and the law of the State of Minnesota, now, and from time to time hereafter, in effect shall govern the operation and conduction of the Waseca Youth Baseball Association.

Section 2.-Purpose/Mission Statement. It shall be the purpose of the Waseca Youth Baseball Association to provide the youth of Waseca and the surrounding area with the opportunity to participate in organized and supervised baseball. The Association will operate by the policy that for all participants who come to practice, will have the opportunity to participate in games. The Association shall not discriminate against participants, coaches or member regardless of their sex, creed, race, heredity, marital status, or otherwise, but shall consistently protect the best interests of the participants, coaches and/or members and uphold the laws of the appropriate jurisdictions whether local, state, or federal.

Section 3- Fiscal Year. The fiscal year of the Association shall be from January 1st to December 31st.

Article II: Membership

Section 1- Eligible participants. Any player, must participate on the team nearest to where they reside or attend school. No All-Star or Rogue teams. EXCEPTION: Any player who tried out and was cut from the team nearest to the residence or school will be allowed to participate with the team next nearest to residence or school. Any special situation will be addressed by the Board of Directors.

Section 2- Individual Members. Anyone who participates, volunteers, or takes an interest in the affairs of the Association shall be considered an individual member.

Section 3- Dues. Individual members will not have to pay dues to be a member of the Association. A fee will be charged for eligible participants to participate to play on a team(s). This fee will be set by the Board of Directors of the Association and can be adjusted from time to time. This fee must be paid in full or provision made for its payment before eligible participants will be allowed to participate. A late fee date and amount will be set by the Board of Directors. All fee waiver requests and exceptions to this will be addressed by the Board of Directors.

Section 4-Voting. Each individual member shall have one vote to elect directors. Directors will be elected by a majority vote of members present. At all elections of Directors, the voting shall be by ballot.

Article III: Directors

Section 1- Number of Directors. The management, property, affairs, and business of the Association shall be managed by the Board of Directors, which consists of at least (5) members.

Section 2- Responsibilities and Duties. The Board of Directors shall:

1. Perform all duties specifically delegated to it in the Articles of Incorporation.
2. Create and approve all budgets necessary for the transaction of all business.
3. Fill vacancies among the officers of the Association by a vote of majority of those present at a regular monthly meeting.
4. Fix and enforce penalties for violations of rules of the Policies, Articles, or By-Laws.
5. Prescribed and publish rules regulating the use of equipment and facilities of the Association, both by members and participants in the baseball programs.
6. Appoint delegates of committees to confer with other Associations or clubs on any matter in which the Association may be concerned.
7. Make, alter, and amend rules for its own procedure and fix and enforce penalties for violations of such rules.
8. Approve appointments of special representatives or committees appointed by the President and define the duties and powers of such appointees.
9. Have complete jurisdiction over the Associations finances and have exclusive power to make authorized appropriations.
10. Have general power to manage all affairs of the Association on any and all questions relating thereto, when not in conflict with the Articles of Incorporation or By-Laws.
11. Provide the appointment of coaches, assistance coaches, and umpires.

Section 3-Terms. Effective January 1st, each director shall hold a term for one or two years. Directors may serve a maximum of four consecutive terms. At the Board of Directors discretion, no more than four directors shall be elected annually. In the event of vacancy, the Board shall fill the vacant position by appointment for the balance of the unexpired term.

Section 4- Election of Directors. The election of directors shall be at the annual membership meeting. At that meeting, nominations will be accepted for all vacant Board positions for the floor. Nominations will be accepted for all vacant Board positions from the members present. The nominees receiving the most votes from the membership shall be elected.

Section 5- Meetings. The Board of Directors shall meet as determined by the Board of Directors itself, meeting on a monthly basis from February to August of each year and one additional meeting between September and January. One of the regular meetings shall be the annual meeting as prescribed herein.

Section 6- Qualifications of Directors. To qualify as a Director requires regular attendance of meetings, acceptance of committee appointments and active involvement in those committees. Any director who misses three consecutive meetings or misses one-half of the meetings of any total meetings without notice will be subject to removal from the Board. Any member may attend a Directors meeting.

Section 7- Quorum. A quorum consists of a minimum of five (5) directors, to include at least two (2) officers.

Sections 8- Removal of Director. Any Director may be removed from office by a 2/3 majority vote of the Board of Directors present at a meeting called for that purpose with proper notice to the persons involved.

Article IV: Officers

Section 1- Election of Officers. The Board of Directors shall each year following the annual membership meeting elect from the Directors a President, Treasurer and Secretary.

Section 2- Term of Officers. There shall be no limit, except as prescribed in **Article III Section 3** on the number of consecutive terms that a member of the Association can serve as an officer of the Association.

Section 3-Duties.

The President shall:

1. Enforce all laws, rules and regulations of the Association.
2. Preside over all meetings of the general membership of the Association and all monthly meetings of the Board of Directors.
3. Have the power to invite persons, not members of the Association and schedule regular or special meetings of the Board of Directors.
4. Be an ex-officio member of all committees.
5. Perform such other duties as are specifically provided in the Articles and By-Laws and as shall be imposed by resolution of its Board of Directors.
6. Represent the Association on community committees or select individuals to represent the Association.
7. Ensure that all filings with the Minnesota Secretary of State are current and complete.

The Secretary shall:

1. Keep the minutes of the meetings of the Association and Board of Directors.
2. Perform all duties of the President in the absence of the President.
3. Assist the President in any manner so designated by the President.
4. Appoint the members of such other special committees they may deem necessary, with the approval of the Board of Directors of the Association.
5. Perform such duties as are specifically provided in the Articles and By-Laws and as shall be imposed by the Board of Directors.
6. Represent the Association on community committees.

The Treasurer shall:

1. Conduct official correspondence of the Association.
2. Keep all financial records, books, documents, and papers relating to the Association in such place and form as shall be designated by the Board of Directors.
3. Issue a current copy of the By-Laws to each Officer and Director of the Association.
4. Perform all duties of the President and/or Secretary in their absence.
5. Perform such other duties as are specifically provided in the Articles and By-Laws and as shall be imposed by the Board of Directors.

6. Represent the Association on community committees.
7. Keep account of all moneys received and deposited in the name of the Association in such depository as shall be designated by the Board of Directors.
8. Keep account of all money disbursed upon checks and vouchers having been delegated that authority by resolution of the Board of Directors.
9. Submit detailed audit of the annual financial statement of the Association for the preceding fiscal year to the Board of Directors within the first quarter of each fiscal year.
10. Submit detailed financial statement of the preceding month at each monthly meeting of the Board of Directors for their approval.
11. Provide the necessary documentation and account information to a tax preparer for any necessary IRS obligations.
12. Prepare and distribute all Association budgets as they are created by the Board of Directors.

Section 4- Removal of Officers. Any officer may be removed from office by a 2/3 vote of the entire Board of Directors at a meeting called for that purpose with proper notice to the persons involved.

Article V: Meetings of the Association

Section 1- Quorum. A quorum shall consist of at least five (5) members present at the meeting, to include at least two (2) officers. A quorum is required for the transaction of any Association business. If the Board of Directors consists of less than 5 members, a quorum is one-half, plus one.

Section 2- Notice of Meeting. Notice of every meeting shall be made by the Secretary before the meeting and notice of special meetings shall specify the subject for which said meeting is called and no other business than that specified in the notice shall be transacted at such special meeting.

Section 3- Annual Meeting. The annual meeting of the Association will take place within ninety (90) days of the end of the fiscal year.

Section 4- Order of Business. At a Directors meeting the order of business shall be:

1. Roll call
2. Introduction of visitors
3. Approval of minutes of preceding minutes
4. Treasurers Report
5. Committee Reports
6. Old Business
7. New Business
8. Next meeting date
9. Adjournment

At the annual meeting, the order of business shall be:

1. Approval of minutes of preceding meeting
2. Treasurers Report

3. Committee Reports
4. Old Business
5. New Business
6. Presidents Report
7. Nomination Report (set number of directors needed for next year and nominate accordingly)
8. Nominations for Directors from members
9. Elections of directors
10. Adjournment

Article VI: Financial Management

Section 1- Treasurer Duties. The Treasurer shall be the chief financial officer of the Association and shall have the responsibilities as described in the By-Laws. The Treasurer shall work with the Board of Directors to create an annual operating budget for the Board's approval and shall maintain financial records keeping in accordance with the budget.

Section 2- Monetary disbursement. Bills of \$1000 or more, shall be presented to the Executive Committee for majority approval prior to payment. The checking account shall have dual signature on checks, with multiple signatures on the signature card. All expenditures shall be referenced by receipts or other acceptable documentation.