

BYLAWS OF CARY BASEBALL FEDERATION, INC.

ARTICLE 1

1.1 NAME

This organization shall be known as Cary Baseball Federation, Inc. and commonly known as Cary-Grove Youth Baseball & Softball. It will be referred to in these bylaws as CGYBS.

ARTICLE 2

2.1 OBJECTIVE

- A. The objectives will be threefold:
 - i. To promote good character in the youths of our community
 - ii. To promote good sportsmanship in the youths of our community
 - iii. To teach the basics and fundamentals of baseball/softball to the youths in our community
- B. The objectives will be achieved by providing supervised competitive athletic games and organized practices. The supervisors shall bear in mind the attainment of exceptional athletic skill or winning is secondary and the welfare of the youths participating in the program is of prime importance.

2.2 PURPOSE

- A. The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations.
- B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- C. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- E. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated

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exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

ARTICLE 3

3.1 GOVERNING BODY

- A. The Governing Body of CGYBS shall consist of the following officers and directors:
 - i. Officers:
President, Vice President of Operations, Vice President of Support, Secretary, and Treasurer
 - ii. Executive Directors:
 - 1. Executive Travel, Baseball, and Softball
 - 2. With the Officers, they comprise the Executive Board and Committee.
 - iii. General Board Directors as deemed necessary by the Executive Committee which is made up of the Officers and Executive Directors
- B. Positions can be added or deleted with 2/3 approval vote of the General Board Directors at a regular meeting.
- C. The Travel Director is elected in August. The Executive Board is elected in September. The General Board is elected in October. The Board of Directors shall hold the position for a period of one year beginning November 1st.
- D. The President shall have the authority to appoint anyone to complete an unexpired term of an officer and/or director with the 2/3 approval of the Board of Directors at a regular meeting.
- E. Except for the President, all Officers and Directors are entitled to cast one vote at all meetings conducted by the board. The President will vote only in case of a tie and shall then cast the deciding vote.
- F. The Board of Directors, by a 2/3 vote at any regular meeting, shall have the authority to suspend any member of the board whose conduct is considered detrimental to the best interests of CGYBS.

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ARTICLE 4

4.1 MEETINGS

- A. Meetings shall be held each month of the year or as designated by the President.
- B. Two-thirds of the Executive Board and General Board shall constitute a quorum at any meeting.
- C. Robert's Rules of Order shall govern the proceedings of all meetings except when they conflict with the bylaws of the program.
- D. The Executive Board and General Board shall attend the meetings. If a board member cannot attend a monthly meeting, he or she must notify an Executive Board member prior to the meeting. If a board member misses three consecutive meetings or four regularly scheduled meetings without contacting the Executive Board during the elected term, he or she may be removed from the board.
- E. The President can appoint committees.

ARTICLE 5

5.1 COACHES

- A. The division directors shall submit names of prospective coaches in advance for final approval by the board. Utmost discretion shall be used in the selection of these personnel. Prospective coaches must consent to a background check. Any prospective coach refusing to do so will be prohibited from coaching. Coaches will be allowed to be the head coach of only one team per season. They may assist with other teams.
- B. The President, with 2/3 approval of the Executive Board, can submit to the disciplinary board (consisting of the Executive Committee). Travel issues will be referred to the Travel Director, President, and Vice President of Operations to review and recommend disciplinary action. This committee will meet at the earliest convenience after any incident and will allow the person in question to appear before it. This committee will report any actions taken to the Executive Board with a recommendation and the Executive Board will enforce.

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ARTICLE 6

6.1 MEMBERSHIP

- A. Preference shall be given to youths whose school attendance area includes any elementary, junior high, or high school in the Cary, Prairie Grove, Oakwood Hills, or Fox River Grove boundaries. Any youth living outside the above-mentioned boundaries may participate in CGYBS if there is adequate space in the roster of the division. The Travel Organizations will set their own parameters in their SOPs (Standard Operating Procedures) in consideration of local travel dynamics.
- B. Age requirements:
- | | <u>Baseball</u> | <u>Age</u> | <u>Softball</u> |
|------|------------------|------------|-----------------|
| i. | Stallion/Fillies | 5-6 | |
| ii. | Pinto Division | 7-8 | Rookie Division |
| iii. | Mustang Division | 9-10 | Minor Division |
| iv. | Bronco Division | 11-12 | Major Division |
| v. | Pony Division | 13-14 | Junior Division |
| vi. | Colt Division | 15-19 | Senior Division |
- C. A division director may permit a child to play in a younger age group for medical or competitive reasons with approval of the Executive Board if the director feels that a child's best interest is served.

ARTICLE 7

7.1 FINANCIAL POLICIES

- A. The Executive Board and General Board shall decide all matters pertaining to the finances of CGYBS. CGYBS will have one main checking account for the general operation of the organization and the in-house expenses. This account will be managed by a bookkeeper which may be a person or service to be chosen by the Executive Committee and will report to the Treasurer and President. Additionally, the Travel Organization will have a separate account which will be managed by the Treasurer (this may be the same person or the Treasurer). The Treasurer(s) will report to the Executive Director of Travel.
- B. Additionally, no travel team shall open any accounts or retain any monies attributed to or collected on behalf of any travel team (including, but not limited to, fundraising, sponsorships, registration). If a separate travel account exists without express approval of the Executive Board, the Director or Coach responsible for opening the account shall be removed from CGYBS.
- C. The President, Vice Presidents, Treasurer, and bookkeeper are the only individuals authorized to sign all checks for the general fund. All expenses submitted for payment must include a receipt, purchase order, and invoice or written approval by the President or a Vice President. All general payrolls must be approved by the Treasurer and all Travel

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expenses must be approved by the Travel Director. The Treasurer and Executive Travel Director will also be signers on the travel accounts.

- D. At least three (3) written bids will be obtained for all expenditures exceeding a single value of \$5,000.00 when a new vendor is being considered.
- E. All bank statements and financial records will be retained for seven (7) years.
- F. The Treasurer shall submit to the Executive Board a monthly financial statement which will include a budget vs. actual statement by budget line, when requested..
- G. The President, Vice Presidents, and Treasurer will receive appropriate monthly statements from the bank.

ARTICLE 8

8.1 OFFICERS AND DIRECTORS

Compensation

No Executive Board member may receive compensation for their position except the Treasurer as stipulated in the definition of Treasurer below. Executive Board Members may receive compensation for duties and responsibilities performed in a separate capacity as outlined in 2.2B.

PRESIDENT

- A. The President shall be the Chief Executive Officer of CGYBS. He or she shall preside at all meetings of the board and, in general, supervise and control all the business and affairs of CGYBS.
- B. The President may sign any contract on behalf of CGYBS with the explicit approval of the Executive Board.

VICE PRESIDENT OF OPERATIONS

- A. The Vice President of Operations is responsible for coordinating and directing all matters pertaining to the baseball and softball divisions of CGYBS in conjunction with the Baseball Director and the Softball Director and other directors as deemed necessary by the President.
- B. The Vice President of Operations is responsible for the coordination of registration.
- C. In the absence of the duties of the President and when so acting shall have the powers of and be subject to all the restrictions upon the President.

VICE PRESIDENT OF SUPPORT

- A. The Vice President of Support is responsible for coordinating and directing all matters pertaining to support services including sponsors, parade and opening day ceremony, picture day, equipment, property, umpires, and concessions in conjunction with other directors as deemed necessary by the President.

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- B. In the absence of the duties of the President and when so acting shall have the powers of and be subject to all the restrictions upon the President.

SECRETARY

- A. The Secretary shall record and keep the minutes of all board meetings and maintain them in an official book for future reference. After recording the minutes, the Secretary is to mail a copy (email) to each board member for their records prior to the next board meeting.
- B. The Secretary shall see that all notices are duly given in accordance with the CGYBS bylaws.
- C. The Secretary shall be fully cognizant of the bylaws and the points of order governing them and will inform the President of any violation of such points. In general, the Secretary shall perform all duties incidental to the office of Secretary and other duties from time to time assigned by the President. The Secretary will maintain an annual calendar and communicate to the rest of the board as well as maintain the Director List and communicate it to our legal representative.

TREASURER

- A. Shall have charge and custody and be responsible for all funds and securities of CGYBS
- B. Handle all funds as authorized by the Executive Board and the General Board of Directors.
- C. The Treasurer shall be responsible for the filing and completion of the tax return and annual audit as required by law.
- D. The Treasurer shall oversee all functions performed by the general fund and Travel fund bookkeeper. He or she will also maintain an actual vs. budget report. Finally, the Treasurer will be responsible for creating the annual operating budget with the President and Vice Presidents.
- E. If deemed necessary by the Board and with approval of 2/3 of the voting members, the Treasurer may receive compensation for the position.

EXECUTIVE TRAVEL DIRECTOR

Shall oversee general baseball/softball operations in baseball/softball travel leagues

EXECUTIVE BASEBALL DIRECTOR

Shall oversee general baseball operations in the in-house league

EXECUTIVE SOFTBALL DIRECTOR

Shall oversee general softball operations in the in-house league

DIRECTOR OF CONCESSIONS

- A. The Director of Concessions is responsible for the management and control of the concession stand at all CGYBS concession locations.

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- B. He or she is responsible for hiring youths and obtaining work permits for those accepted youths. All hires need to be approved by the Executive Board.
- C. He or she will operate, maintain, and obtain the appropriate food licenses from the necessary agencies.
- D. He or she will supervise the youths that are hired.
- E. The Director of Concessions has the authority to set the prices for the items sold with approval of the Executive Board. Items are sold on a cash (including electronic applications) or credit card basis only.
- F. He or she is responsible for collecting all monies from the sales of the concession stand and turning them in to the Treasure or bookkeeper.

9.1 DIRECTOR OF UMPIRES

- A. The Director of Umpires will be appointed as needed by the Executive Board and General Board by a 2/3 vote.
- B. Be responsible for the contracting with umpires, obtaining the proper work permits, and the scheduling of these umpires to officiate baseball/softball games for CGYBS
- C. Be responsible for holding and conducting clinics for the umpires in their leagues and to present and review current rules and any changes
- D. Umpires shall be paid at rates determined by the Director of Umpires and approved by the Executive Board and General Board.

9.2 RESERVE DIRECTORS

- A. CGYBS recognizes, at times, events such as hosting tournaments require additional directors on duty (DODs). Frequently, the need for DODs exceeds the number of available DODs. To address this issue, CGYBS has created the position of Reserve Director. A Reserve Director must have previously served as a CGYBS Director or Officer, left CGYBS in good standing, and voluntarily agree to be on the register of Reserve Directors.
- B. "Good standing" is determined by the Executive Board and Committee.
- C. Reserve Directors are not required to attend meetings unless they are volunteering to assist with a specific event or tournament and the meeting is required for those volunteering. Reserve Directors may attend regular meetings, but they have no vote.
- D. Reserve Directors may act with the full authority of a General Board Director, but only when acting in an official capacity as a volunteer director assisting with a specific event or tournament.
- E. Any Reserve Director volunteering to assist with a specific event or tournament is required to understand and follow any instructions and procedures and to enforce any rules associated with the special event or tournament.
- F. Reserve Directors are under no obligation to volunteer to assist with a specific event or tournament.

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G. The Secretary is responsible for maintaining the register of Reserve Directors.

ARTICLE 10

10.1 FEES AND PAYMENTS

- A. Enrollment fees shall be approved by a 2/3 vote of the Executive Board and General Board at a regular meeting prior to the season.
- B. Financial hardships are allowed, and the specifics of the program will be determined by the Executive Board on an annual basis in accordance with the overall registration levels and general operating scales.¹

ARTICLE 11

CONFLICTS OF INTEREST

A. Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. Definitions

a. Interested Person

- i. Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

- i. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- ii. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- iii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- iv. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- v. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- vi. A financial interest is not necessarily a conflict of interest. Under Article 14C, Section 2, a person who has a financial interest may have a conflict

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of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

C. Procedures

- a. Duty to Disclose
 - i. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists
 - i. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
 - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
 - i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee

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determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings

- a. The minutes of the governing board and all committees with board delegated powers shall contain:
 - i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed
 - ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings

E. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation. Contractors are precluded from membership on any committee whose jurisdiction includes compensation matters, either individually or collectively, and prohibited from providing information to any committee regarding physician compensation.

F. Annual Statements

- a. Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - i. Has received a copy of the conflicts of interest policy,
 - ii. Has read and understands the policy,
 - iii. Has agreed to comply with the policy, and
 - iv. Understands the Organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

G. Periodic Reviews

- a. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt

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status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- i. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining
- ii. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction

H. Use of Outside Experts

- a. When conducting the periodic reviews as provided for in Article 14.G, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 12

AMENDMENTS

- A. These bylaws or any section thereof, may be amended or repealed by 2/3 vote of the Executive Board and General Board present at any regular meeting.
- B. In order that all personnel in this program will be familiar with these bylaws, each member of the board shall be provided with a copy of the bylaws.
- C. These bylaws passed by the board of directors on December 1, 1967
- D. Any individual associated with CGYBS (Executive Board, General Board, Directors, Coaches, Travel) shall annually sign a statement, after reviewing the CGYBS Bylaws and prior to teams being assigned, which affirms such person:
 1. Has received a copy of the conflicts of interest policy
 2. Has read and understands the policy
 3. Has agreed to comply with the policy *and*
 4. Understands CGYBS is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Amended:

January 13, 1971	Fred Holcumb, President
January 12, 1972	Fred Holcumb, President
February 12, 1974	Warren Dee, President
July 19, 1978	Jim McIntrye, President
January 12, 1982	Ray Garver, President
February 1, 1983	Angelo M. DeFranco, President
April 7, 1987	Dick DePuy, President
March 21, 1990	Tom Dineen, President
September 17, 1997	Dennis McCabe, President

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Feb 22, 2003	Michael A. Johnson, Treasurer
March 20, 2003	Laurel E. Luedtke, President
February 22, 2006	Adam Glaysher, President
February 1, 2010	Scott Padjen, President
February, 2011	Curt Shenk, President
March, 2013	Jack Hacek, President
November, 2013	Scott Smith, President
November 1, 2016	Scott Smith, President
September 22, 2021	Scott Smith, President
November 10, 2022	Robert Johnson, President
January 5, 2023	Robert Johnson, President
February 9, 2023	Robert Johnson, President
October 14, 2023	Robert Johnson, President
August 15, 2024	Robert Johnson, President