

HEBRON BASEBALL INC.

BY-LAWS

ARTICLE 1. **NAME**

The name of this corporation is RHAM YOUTH BASEBALL ORGANIZATION, INC.

ARTICLE 2. **ACTIVITIES AND OBJECTIVES; PROGRAMS**

- (a) **General.** The activities and or purposes of the corporation are to promote and develop the sport of baseball at the youth level, to provide an opportunity to the youth of the Hebron, Andover, and Marlborough communities to participate in the sport of baseball at various skill and ability levels, and to otherwise act as an amateur athletic organization entitling the corporation to exemption from taxation under 501(c)(3) of the Internal Revenue Code of 1986 (the "**Code**").

- (b) **Programs.** The corporation shall organize and carry out programs for youth in accordance with the programs established and/or recommended by associations and regional and local districts of which the corporation may be a part from time to time, and in particular the Babe Ruth League, Inc., a non-profit, educational organization with tax exempt status as outlined under Section 501(c)(3) of the Code. The corporation shall have a Cal Ripken Division, which shall be run in accordance with the rules of the Babe Ruth League, Inc. The division shall be overseen by a member of the board of directors. Said oversight shall be in accordance with the charters granted the corporation by the Babe Ruth League, Inc. and its divisions.

ARTICLE 3. **MEMBERSHIP**

- (a) **Members.** As provided by Non-stock Corporation Act of the State of Connecticut, as the same may be amended and revised and be in effect after the date hereof (the "**Act**"), the corporation shall be a membership corporation. The members shall have the power to elect the directors of the corporation, and such other rights and powers with respect to the activities, property and affairs of the corporation as are accorded by the Act and by Connecticut law to the members of a Connecticut non-stock corporation. The following persons shall be eligible for membership:
 - (i) Each parent of any youth player registered to play baseball or softball during the 12 month period preceding the date upon which the member

is to vote on any matter coming before the members for a vote. As used herein, "parent" shall mean a birth parent, an adoptive parent or a legal guardian.

- (ii) Any person who has served as a registered coach, assistant coach, or administrator of any youth program conducted by the corporation during the 12 month period preceding the date upon which the member is to vote on any matter coming before the members for a vote. As used herein, "administrator" shall include any team manager, committee member or board member.
- (iii) Any person who was a parent of a baseball player in the Marlborough Youth Athletic League, Inc. baseball program or a coach or other adult volunteer of said Marlborough Youth Athletic League Inc. program during the 2017 calendar year shall be considered a member of this corporation immediately following the adoption of this resolution and continuing until the 2018 annual meeting

(b) **Annual Meeting of Corporation.** The annual meeting of the corporation shall be the meeting at which directors and officers of the corporation are elected by the members. The annual meeting shall be held in the months of October, November or December each year, at the date, time and place established by the Board.

(c) **Special Meetings of Corporation.** Special meetings of the corporation may be called by the President of the corporation or by persons constituting not less than one-third (1/3) of the number of directors of the corporation.

(d) **Quorum Requirements; Proxies and Voting Requirements.** A quorum at any meeting of the members shall be obtained if at least seven (7) members shall be in attendance at the meeting in person. No proxies shall be allowed for any vote of members and only members in attendance at the meeting shall be allowed to vote. A vote in favor of any action by the members shall require the vote in favor of such action by a majority of those members in attendance at the meeting.

ARTICLE 4. DIRECTORS

(a) **Directors.** The board of directors shall consist of persons interested in the purposes and objectives of the corporation, and whose skills or potential contributions are essential to carrying out the purpose and objectives of the corporation.

(b) **Number, Election and Term of Office.** The number of directors on the board of directors shall be no fewer than three (3) or more than twelve (17). The number

of directors on the board of directors within this range shall be established by the members at the annual meeting of the corporation.

- (c) For the calendar years 2018-2022, inclusive, the President of Marlborough Youth Athletic League, Inc. shall be allowed to designate one board member. The MYAL President may designate himself or herself. This shall be a full voting position.”
- (d) **Removal.** A director may be removed from office by the board of directors at any time upon a determination by the members that good cause for removal exists. As used herein, "good cause" shall mean a failure on the part of the director to attend meetings of the directors on a regular basis and any action deemed detrimental to the programs of the corporation or harmful to the youth participating in any program carried out by the corporation.
- (e) **Vacancies.** Any vacant position on the board of directors shall be filled by a person selected by the directors, and the person so selected shall serve for the unexpired portion of the term of the person whose departure created the vacancy.
- (f) **Annual Meetings.** The annual meeting of the board of directors shall be held each year immediately after the annual meeting of the corporation. If the annual meeting is not, or cannot be, held at that time, it may be called at any other time as a special meeting of the board of directors.
- (g) **Regular Meetings.** Regular meetings of the board of directors shall be held whenever and wherever the board of directors may specify by resolution; provided, however, that at least six (6) regular meetings of the board of directors shall be held every twelve (12) months. Notice of regular meetings shall be given, but if no resolution is in effect, regular meetings shall be called in the same manner as special meetings of the board of directors.
- (h) **Special Meetings.** Special meetings of the board of directors may be called by the President. Persons constituting not less than one-third (1/3) of the number of directors of the corporation may also call special meetings of the board of directors. At least two (2) business days oral or written notice of any special meeting shall be given to each director. Notice need not be given to any director who attends the meeting or who waives notice in a writing executed and filed with the Secretary of the corporation either before or after the meeting. The Secretary shall file the waivers with the records of the meeting.
- (i) **Quorum and Voting Requirements.** A majority of the number of directors shall constitute a quorum, and the transaction of all business to come before the directors shall be by majority vote of those present at the meeting.

(j) **Powers.** The directors shall manage the property, activities and affairs of the corporation, subject to the terms of the certificate of incorporation, these by-laws, the Act and the powers reserved to the members.

(k) **Transaction of Business Without Meeting; Irregular Meetings.** Any corporate action which can be authorized at a meeting of the board of directors or of any committee of directors (as described in Article V of these by-laws) may be taken without a meeting, as long as quorum requirements are met, if all the directors or all the members of the committee consent in writing to the action before or after the action is taken. The Secretary of the corporation shall file these consents with the minutes of the meetings of the board of directors. In addition, a director may participate in any meeting of the board of directors or of any committee of the board of directors by means of a conference telephone or similar communications equipment enabling all of the directors participating in the meeting to hear one another, and such participation in a meeting shall constitute presence in person at such meeting.

(l) **Indemnification and Reimbursement.** The corporation shall be bound by and comply with the provisions of the Act, regarding indemnification of corporate members, directors, officers, employees, and agents.

ARTICLE 5. **COMMITTEES**

(a) **Standing Committees.** The standing committees of the corporation shall be an Executive Committee, a Financial Committee, a Coaching Committee, a Nominating Committee, a Fundraising Committee and an Eligibility and Disciplinary Committee. The members of each committee shall be appointed by and serve at the pleasure of the President; provided, however, that the chair of the Executive Committee and the Financial Committee shall be the officers identified below in this Article 5. In addition to the standing committees, the board of directors may from time-to-time form such ad hoc committees as it believes are necessary and prudent for the management of the business and affairs of the corporation. Ad hoc committees shall have only those powers and that authority expressly set forth in the resolution of the board of directors by which the committees are created. All committees shall promptly report their actions to the full board of directors.

(b) **Executive Committee.** The Executive Committee shall consist of no fewer than four (4) and no more than seven (7) directors, one of whom shall be the President, who shall serve as the chair, one of whom shall be the vice president, one of whom shall be the treasurer and one of whom shall be the secretary. The Executive Committee shall exercise all of the powers of the board of directors between meetings of the board, except as otherwise limited by the board of directors in a written resolution. The Executive Committee shall meet at the call of its chair.

- (c) **Financial Committee.** The Financial Committee shall be composed of no fewer than two (2) directors, one of whom shall be the Vice President who shall serve as its chair. The purpose of the Financial Committee shall be to assure itself and the board of directors of the integrity of financial information and controls and shall develop and recommend to the board of directors investment and spending policies. The Financial Committee shall inquire into the work of the corporation's independent accountants and the reports of the money managers selected by the corporation, and shall recommend to the board of directors the appointment of independent accountants to be engaged by the corporation. The Financial Committee shall meet at the call of its Chair.
- (d) **Coaching and Rules Committee.** The Coaching Committee shall be composed of no fewer than one board member and the league chairs of the TBall, Rookie, Minors, 60 foot majors and 70 foot majors leagues. The responsibility of the Coaching Committee shall be to develop criteria for the selection of coaches for all programs carried out by the corporation in the manner established by the Board of Directors, including both recreational and competitive programs, and to apply such criteria in the selection of coaches for all such programs.
- (e) **Nominating Committee.** The Nominating Committee shall be composed of no fewer than three (3) directors, all of whom, including the chair, shall be appointed by the President. The purpose of the Nominating Committee shall be to recommend nominees for election as the directors and officers of the corporation, and to recommend persons to fill any vacancies among the officers and directors. The Nominating Committee shall meet at the call of its Chair.
- (f) **Eligibility and Disciplinary Committee.** The Eligibility and Disciplinary Committee shall consist of the President and two other members of the Board of Directors appointed by vote of the directors. The Eligibility and Disciplinary Committee shall apply the rules of eligibility established by the Board of Directors and shall be responsible for all disciplinary matters coming before the corporation. Any complaint or question of eligibility regarding a player, a coach, an assistant coach, a manager, an umpire or a division director may be raised by any player or member (including specifically an umpire or coach), provided the same shall be in writing delivered either by hand or by mail or courier service to the President. The President shall convene a meeting of the Eligibility and Disciplinary Committee within five (5) business days of receipt of the complaint and notice of such meeting shall be given to both the complaining party and the party about whom the complaint is registered. Both parties shall be entitled to attend such meeting and shall be provided an opportunity to discuss the complaint. Such meeting shall be informally conducted and the Eligibility and Disciplinary Committee shall have the power to make decisions regarding eligibility and discipline consistent with guidelines established by the Board of

Directors or in the absence of such established guidelines, as such Committee shall determine to be in the best interest of the corporation and its members.

ARTICLE 6. **OFFICERS**

- (a) **Title, Election and Duties.** The membership shall elect from among its members a President, Vice President, Secretary, and Treasurer, and any other officers deemed necessary by the board of directors. At a minimum, the offices of President, Vice President, Secretary, Treasurer, Cal Ripken Chairman, Equipment Manager, Public Relations Director, Fundraising Chairman, Umpire in Chief, Player Agent and Member at Large (2 positions) shall be directors. The election shall take place at the annual meeting of the corporation concurrently with the election of directors. Any two (2) or more offices may be held by the same person except the offices of President and Vice President, President and Treasurer, and President and Secretary. The duties of each officer shall be the duties prescribed by these by-laws and/or those prescribed by resolution of the board of directors.

- (b) **President.** The President shall preside at all meetings of the directors and shall be in charge of and direct the business and affairs of the corporation under the control of the board of directors. The President shall serve as the chair of the Executive Committee.

- (c) **Vice President.** The Vice President shall assist the President in the performance of his or her duties and shall carry out the duties of the President whenever the President is unable to perform them. The Vice President shall serve as the chair of the Financial Committee.

- (d) **Treasurer.** The Treasurer shall keep the fiscal accounts of the corporation, including an account of all moneys received or paid out. Within four (4) months of the close of each fiscal year of the corporation, he or she shall prepare or have prepared a balance sheet and a revenue and expense statement showing the financial condition of the corporation as of the close of such fiscal year. The balance sheet and the revenue and expense statement shall be retained by the Treasurer for at least ten (10) years. The Treasurer may endorse checks, notes and other obligations on behalf of the corporation, for collection only. He or she shall deposit them and all moneys and valuables in the name of and to the credit of the corporation, in the banks and depositories designated by the board of directors. The Treasurer shall have custody of stock, securities or other investment instruments owned by the corporation, and shall have the power to endorse them for transfer on behalf of the corporation. In the event that the incumbent Treasurer has served the maximum of two terms and no qualified replacement has volunteered to serve, the incumbent may be elected to an additional

two year term, subject to an inspection of the books by at least three members of the Board of Directors or a certified public accountant. If Board of Directors members are to inspect the books, one each shall be appointed by the President, the Vice President, and Secretary.

- (e) **Secretary.** The Secretary shall keep the minutes of the meetings of directors and shall give notice of these meetings when notice is required by these by-laws. He or she shall keep all books, records and papers of the corporation except those kept by the Treasurer or another person authorized to keep them by a resolution of the board of directors.

- (f) **Term of Office.** Starting 1/1/14, the term of office for President and Treasurer shall be 2 years. Starting 1/1/15, the term of office for Vice President and Secretary shall be 2 years. Executive Officers (President, Vice President, Secretary and Treasurer) shall not serve more than 2 terms for those respective positions. All other Officers shall serve for a term of one (1) year and thereafter until his or her successor is elected.

- (g) **Removal; Vacancies.** Any officer may be removed by the Board of Directors for good cause. Any vacancy in an officer position shall be filled by the Board of Directors. As used herein, "good cause" shall mean a failure on the part of the officer to attend meetings of the directors on a regular basis or to otherwise carry out his/her duties and any action deemed detrimental to the programs of the corporation or harmful to the youth participating in any program carried out by the corporation.

ARTICLE 7. **DISTRIBUTION OF ASSETS**

- (a) **Generally.** The corporation is nonprofit. The corporation shall not authorize or issue shares of stock or pay dividends. None of the corporation's earnings, income, or assets shall ever be distributed to, or inure to the benefit of, its directors, officers, or to any private individual.

- (b) **Dissolution.** The corporation may be dissolved at any time upon the affirmative vote of the members and the board of directors. If the corporation is dissolved, any assets remaining after payment of all liabilities and obligations shall be distributed, subject to any applicable restrictions thereon, to amateur athletic organizations exempt from taxation under 501(c)(3) of the Code, in amounts and proportions determined by the board of directors. Any assets not so disposed of by the board of directors shall be disposed of by the court having jurisdiction over charitable matters in the location where the principal office of the corporation is then located, exclusively for exempt purposes, or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 8. AMENDMENTS AND MISCELLANEOUS PROVISIONS

- (a) **Certificate of Incorporation and By-laws.** The certificate of incorporation and these by-laws may be amended at any time by the affirmative vote of the members and the board of directors at any meeting or meetings properly called to consider the amendment; provided, however, no change shall be made in these by-laws or the certificate of incorporation which will affect the exempt status of the corporation under 501(c)(3) of the Code.

- (b) **Record of Changes.** Whenever a by-law is amended or repealed or a new by-law is adopted, that action and the date on which it was taken shall be noted on the original bylaws in the appropriate place, or a new set of by-laws shall be prepared incorporating the changes.

- (c) **Inconsistencies with Certificate of Incorporation.** If any provisions of these by-laws shall be found to be inconsistent with any provisions of the certificate of incorporation, as presently existing or as amended, the certificate of incorporation shall be the controlling authority.

ARTICLE 9. STATUTORY REFERENCES

Any reference in these by-laws to a section of the "Code" shall mean the Internal Revenue Code of 1986, as it is written at the time of adoption of these by-laws and as it may hereafter be amended or supplemented, and shall include any other provision of the Code of similar purpose which may later become applicable to the corporation.

As revised effective November 15, 2017.

Nancy Dooley
Secretary of the Corporation