

**BY-LAWS
OF
Arapahoe Youth League, Inc.**

ARTICLE I

Section I

NAME AND PLACE OF BUSINESS

The name of the corporation shall be "ARAPAHOE YOUTH LEAGUE, INC." It shall be a non-profit organization.

Section II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be in the County of Arapahoe, State of Colorado.

ARTICLE II

Section I

OBJECTIVES AND PURPOSES

The objectives for which the corporation is formed and incorporated are:

- a. To provide an organization for the supervision of participation in sports by the youth of this community, dedicated to the highest ideals of sportsmanship.
- b. To organize, develop and maintain athletic clubs within the community which will have the opportunity to participate under common rules and regulations, to the end that participating Member Clubs may engage in uniformly supervised and organized competitive athletic programs and other activities.
- c. To foster among the members of the various Member Clubs the ideal of good sportsmanship and citizenship; and to develop and maintain among the members of the various Member Clubs good character; and to advance the mental and physical development of the youth of community through participation in sports.
- d. To offer such members, individually and collectively, beneficial activities and recreation to the end that such members of various Member Clubs shall become better citizens and good example for others.
- e. To take any action, as the laws of the State of Colorado and the United States will permit to protect the organization in the exclusive use of the organization name and rules, regulations, by-laws, insignia and devices as the organization may from time to time adopt.
- f. To acquire, hold and possess such personal property and real estate as may be necessary, proper or suitable for the conduct of affairs of the organization, and to sell or otherwise dispose of the same; to borrow money, and issue notes, bonds or other instruments as evidence of any indebtedness, and pledge to mortgage, hypothecate and assign any property, real or personal, as security for any indebtedness.
- g. To do anything necessary, suitable or proper for the accomplishment of the objectives and purposes herein set forth or

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which may be recognized as proper and lawful objectives of the organization consistent with the public interest.

ARTICLE III
Section I

BOARD OF DIRECTORS (EXECUTIVE BOARD)

The management and control of all of the policies, affairs, property and business of the League shall be vested in the Board of Directors (AYL Executive Board). Such Board shall consist of one representative from each Member Club in the League who, upon appointment or election by each Member Club as herein provided, shall serve until a successor representative is duly elected or appointed by such Member Club. The term Director shall mean the individual representing the Member Club, Officers and Sport Vice Presidents in the Board of Directors.

The Board of Directors will also consist of Officers elected by the Board of Directors to administer and maintain the business affairs of the corporation. The Officers have no voting rights and will consist of:

- a. AYL President
- b. AYL Vice President
- c. Treasurer
- d. Executive Secretary

Additionally, the Board of Directors will consist of individual sport Vice Presidents, ratified by the AYL Executive Board, elected by the delegates from each Member Club participating in that sport, to administer and maintain the sport in accordance with League and sport specific rules and regulations. The sport Vice Presidents will have no voting rights and will consist of:

- a. Vice President Spring Baseball
- b. Vice President Summer Level 0 & 1S Baseball
- c. Vice President Summer Level 1 & 2 Baseball
- d. Vice President Basketball
- e. Vice President Football
- f. Vice President Softball
- g. Vice President Volleyball

The Member Clubs will be responsible for nominating candidates to the Board of Directors. The Member Club will be responsible for ensuring all candidates presented be of good moral reputation. Before taking office, each Director will be sworn in by taking an oath of office.

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Directors will not seek personal financial gain from the use of the person's position within the organization or through the use of the name or insignia of the AYL. Directors will enter into no personal or business venture that can in any way be considered or viewed as a conflict of interest (including, but not limited to, activity such as acting as a representative of those companies providing services or equipment to the individuals participating in League sponsored sporting activities).

Directors will act in the best interests of the AYL. Members of the Board of Directors agree to uphold the By-Laws, General Rules & Principals, and sport specific rules. Any Directors acting in a manner conflicting with the best interests of the AYL, at the discretion of majority vote of the Board of Directors, could be expelled from the Board of Directors, or their Member Club fined or have their voting rights suspended for a period of time.

A Director may hold multiple offices simultaneously, however no individual can serve in multiple Officer positions (President, Vice President, Treasurer and Executive Secretary). If a voting Director also serving in a non-voting capacity has acted in a bias toward their Club, the voting Directors may revoke the voting rights of that Director or request their resignation from the non-voting capacity.

Section II

VACANCY ON THE BOARD

Should any Member Club fail to appoint a representative to the Board of Directors, or fail to fill any vacancy created by the death, resignation, disqualification, removal, refusal or inability to serve, or failure to serve for any reason whatsoever of its appointed representative, and such failure to appoint or vacancy continues for a period of 30 day, then the remaining Directors may make such appointment or fill such vacancy at any meeting of the Board by a majority vote of the Directors present – whether or not the quorum is present. Such representative appointed or elected by the Board shall represent such club until a successor representative is duly elected or appointed by such club or by the Board of Directors.

Section III

DUTIES OF THE BOARD OF DIRECTORS

- a. The business and affairs to the League shall be managed directly by said Board or through officers or committees elected or appointed by it.
- b. The Board shall elect all offices of the organization.
- c. The Board shall ratify a Vice President for each sport to preside over the sport specific board (Sport Board), elected by the delegates from each Member Club participating in that sport.

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- d. The Board shall have the power (when a quorum is present) to make any modifications to the By-Laws, General Principals of Operation or sport specific rules. The Board's decisions and modifications are immediate and overrule the sport specific board and any committees appointed.
- e. The Board of Directors has the exclusive power and authority to:
 - 1. Interpret and enforce all rules of the Arapahoe Youth League, Inc.
 - 2. Hear and determine all protests relating to the athletic activities of the participating organizations that have been raised to the Board of Directors from the sport specific Board.
 - 3. Take, determine and enforce such disciplinary action, as it may deem advisable against a Member Club, its officers, coaches, sport participants or members for any infraction or violation of the rules, regulations and policies of the Arapahoe Youth League.
- f. The Board of Directors shall have the power to expel from membership any club or individual which it shall, after proper hearing before the Board of Directors find to be in continuous and flagrant or overt violation of the By-Laws and the rules and regulations of the organization. Expulsion of any Member Club or individual shall require a two-thirds (2/3) vote of all Directors; the club in violation shall not have a vote.
- g. The Board of Directors also may appoint from time to time either individuals or committees to either act in an advisory capacity to the Board or to act on behalf of the Board.

Section IV **COMPENSATION**

Neither the AYL President nor any Director of the League shall receive directly or indirectly any salary or compensation from the League for services rendered.

The AYL Treasurer may be compensated at the discretion of the AYL Board of Directors for administering and maintaining League financial statements, budgets and accounts.

The AYL Executive Secretary may be compensated up to \$250 annually, at the discretion of the AYL President, for administering and maintaining League records and paperwork.

The Sport specific Secretaries may be compensated up to \$250 annually, at the discretion of the sport Vice President, for administering sport specific records and paperwork.

Section IV **OFFICERS' DUTIES**

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- a. AYL PRESIDENT – It shall be the duty of the AYL President to preside at all meetings of the Board of Directors, to supervise the call of all meetings, and to see that the orders and regulations of the Board are faithfully executed.
- b. AYL VICE PRESIDENT – In the absence of the AYL President, or in the case of the death, resignation, inability or refusal to act, or any other reason, which may disqualify the AYL President, shall perform all of the duties and have all of the powers of the AYL President of the Board of Directors.
- c. AYL TREASURER – Shall have custody of and shall be responsible for the proper deposit of all monies and funds of the League. The AYL Treasurer shall keep a full and accurate record and account of the funds of the League in books belonging to the League and shall deposit in the League name, in its approved depository all League monies that come into the hands of the AYL Treasurer. The AYL Treasurer shall, with such other officers as may be designated by the Board of Directors, sign all check, drafts and withdrawal slips. The AYL Treasurer shall make a full and complete report of the financial condition of the League at the annual meeting and that at such other times as called upon by the Board of Directors. The AYL Treasurer will have the authority to audit club financial reports to ensure that the Member Club is strictly adhering to League By-Laws, General Principals of Operation and fiscal policy.
- d. EXECUTIVE SECRETARY – Shall be the business manager of the League and also shall have such authority and shall exercise such powers as may from time to time be conferred upon such Executive Secretary by the Board of Directors. The Executive Secretary shall have charge of the business office of the League and of all books and records of the League and shall handle and have charge of all such business matters of the League as are usually handled by a President or General Manager of a company. If required by the Board of Directors, the Executive Secretary shall prepare and submit a proposed yearly budget showing contemplated items of expenditure and contemplated sources of revenue. With the approval of the Board of Directors, the Executive Secretary shall employ such additional personnel as may be necessary to handle the League affairs.

ARTICLE V

Section I

MEMBERSHIP

Membership in the Arapahoe Youth League, Inc. shall be available to each Member Club approved by the Board of Directors. The term “Member Club” shall mean any entity organized to participate within the Arapahoe Youth League, having distinct boundaries and enough

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individual members to field teams in the various divisions of the League. Such club, to be eligible for membership in the organization, shall elect to be governed by these By-Laws and adopt all rules and regulations of the Arapahoe Youth League, Inc.

The voting membership of this organization shall consist of, and be limited to, those Member Clubs who are not in arrears in the payment of any membership dues, fines, athletic or other fees associated with the membership in this organization, and is not in arrears in the payment of any suppliers, vendors or parties providing goods or services to the club. Such membership shall entitle each Member Club to have one representative on the Board of Directors.

To have voting membership on the AYL Board of Directors, the Member Club must comply completely with the following:

- Member Club must be a 501 (c) (3) organization
- Member Club must purchase and maintain insurance for any individual acting on behalf of the Member Club, providing coverage as determined by the Board of Directors, against any liability asserted against them in any such capacity or arising out of his status within the Member Club. The Arapahoe Youth League shall be named on all Member Club insurance policies.
- Member Club must be in good financial standing
- Member Club must participate in a minimum of two (2) AYL sponsored sports
- Member Club must ensure that it's members uphold the AYL By-Laws, General Rules & Principals, and sport specific rules

This representative may be elected or chosen by the Member Club in any manner it desires. Each Member Club representative on the Board of Directors (President) shall be entitled to one vote, and if the duly authorized representative of such Member Club is not present at the meeting of the Board of Directors, any other representative of such club upon presentation of a proper proxy from the regular representative, shall be entitled to cast the vote for the Member Club.

The term Member shall mean any individual associated with the planning, organization, administration, coaching or participation of any activity sponsored by the Member Club.

Section II

CERTIFICATION OF CHARTERS

The Board of Directors shall have the power to issue each club certificates or charters. If a Member Club does not conform to the Membership requirements as stated in Article V, Section I, that

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Member Club will lose it's charter and it's voting rights within the Board of Directors until it fully complies with the Membership requirements.

The Board of Directors shall have the power to ratify a sport specific board to administer and manage the operation of the sport season.

Section III SPORT BOARDS

The Sport specific Board (Sport Board) will be responsible for establishing and enforcing sport specific rules, and coordinating activities.

Each Sport Board will be comprised of one representative from each participating Member Club, a sport Vice President, and a sport Secretary.

The Sport Board Vice President will be responsible for the oversight of the sport specific board in accordance with all AYL By-Laws, General Principles of Operation, fiduciary responsibility and sport specific rules. The Sport Board Vice President will report into the AYL President for all issues that are presented to the Board of Directors. The Sport Board Vice President will prepare an annual budget and submit this budget to the Executive Secretary before the first day of practice. Absolutely no expenditures will be approved for the sport until the Executive Secretary approves the annual budget.

The Sport Board Secretary will be responsible for roll call, meeting minutes, and the administration of all league paperwork. The Sport Board Secretary will be responsible for all sport specific records and paperwork for the current and previous season. The records and paperwork for previous seasons will be archived and managed by the AYL Executive Secretary. The Sport Board Secretary will report into the AYL Executive Secretary for all issues that are presented to the Board of Directors.

Section IV FINANCIAL

Each Member Club shall be designated and required to maintain at all times the status of a not for profit organization under Section 501 (c) (3) of the Internal Revenue Code of 1954.

Each Member Club shall pay as dues to the organization an amount such as shall be determined from time to time by the Board of Directors.

The Treasurer and President shall be authorized to sign checks, subject to the following limitations:

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- a. The Treasurer and President shall be bonded in a minimum amount of \$50,000 and this bond shall be paid for by the organization. Any other officer of the organization may be bonded from time to time as required by the Board of Directors.
- b. All expenditures not in the annual sport specific budget, exceeding Five Hundred Dollars (\$500) shall require prior approval from the Executive Secretary.

ARTICLE VI

Section I

ANNUAL MEETING

The Board of Directors of the League shall hold its annual meeting at such a place, date and time as it may be designated by the AYL President, and on any other date to which the meeting may be continued. Notification of such time and place of such meetings shall be given in writing to each Member Club, at least thirty (30) days prior to the time of the meeting.

Section II

REGULAR BOARD MEETINGS

The Board of Directors of the League shall hold regular meetings quarterly, at such a place as may be designated by the AYL President, and on any other date to which the meeting may be continued.

Section III

SPECIAL BOARD MEETING

Special meetings of the Board of Directors may be called at any time by the AYL President or by any four (4) Directors, in any convenient manner and upon such notice to all Directors of the urgency of the call requires. Special board meeting requests will be filed with the AYL Executive Secretary who will prepare and distribute an agenda to all Directors.

Section IV

SPORT BOARD MEETINGS

The sport board shall hold regular meetings on a weekly basis beginning one month before the recommended first practice of that sport, and will continue weekly through the championship of that sport, at such a place as may be designated by the sport board Vice President, and on any other date to which the meeting may be continued.

Section V

MEETING ORDER

All AYL League meetings are closed to the public, only Directors, their assigned representative and invited guests may attend any board meeting. Each Member Club designate will represent the interests of the Member Club at all AYL League meetings.

Section VI

QUORUM

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A majority of the voting members of the Board of Directors must be present, in person or by proxy, at any meeting in order to constitute a quorum for the transaction of business; provided however, that a quorum shall not be necessary in order to fill any vacancy or vacancies existing in the Board of Directors.

Section VII VOTING

The vote of the majority of the Board of Directors present at any meeting of the Board shall be sufficient to determine any and all questions raised except as otherwise provided herein.

Section VIII ELECTION OF OFFICERS

The Board of Directors of the League shall hold its election meeting during the first week of April of each year at such a place as may be designated by the AYL President, and on any other date to which the meeting may be continued. Election of officers for the next year will be conducted at this meeting, however, their term shall not commence until July 1st. Notification of such time and place of such meeting shall be given to each Member Club, at least seven (7) days prior to the time of the meeting.

The Board of Directors at its election meeting shall proceed to elect Officers whose term shall commence on July 1 and continue for three years as the Board of Directors approves by majority of two-thirds (2/3) vote, or until their successors are duly elected and qualified.

Section IX ANNUAL REPORT

An annual report will be prepared each January by the AYL President. This report will contain as a minimum:

- a. A description of the goals and accomplishments of the League
- b. A report of the number of participating teams in each sport
- c. A list of the AYL Board of Directors and Member Club Delegates

ARTICLE VII

Section I

COMMITTEES

- a. The standing committees of the Organization shall be:
 1. Scheduling
 2. Officiating
 3. Funding & Public Relations
 4. Legislative
 5. Grievance
 6. Rules
- b. The Board of directors shall elect the chairperson for each Standing Committee, each chairperson shall appoint his/her own committee.

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- c. The AYL President shall appoint such special committees and their chairperson, as he/she deems necessary.

Section II

STANDING COMMITTEES

The Standing Committees shall be responsible for (the duties hereinafter stated and) such (other) duties as may be prescribed by the Board of Directors from time to time. All actions taken by any committee shall be subject to final approval of the Board of Directors.

- a. Scheduling Committee shall be responsible for determining the number of teams that will participate in each Division by Member Clubs, establish representative and equitable leagues and divisions, and provide a schedule of time and place for each league game.
- b. Officiating Committee shall be responsible for recruiting and training all officials required for each league game to be played by Member Clubs. Scheduling of officials shall be coordinated with the Scheduling Committee and shall be conducted in a representative and equitable fashion.
- c. Funding and Public Relations Committee shall be responsible for raising needed funds through solicitations, donations, raffles, etc. It will also establish and maintain cordial and constructive relations with other clubs and public generally, and it will handle and promote publicity through newspapers, radio, television, etc., affecting all events of special interest.
- d. Legislative Committee shall be responsible for all constitutional questions arising before the Board of Directors, including but not limited to, amendments, changes and interpretations.
- e. Grievance Committee shall be responsible for receiving, investigating and reporting to the Board of Directors with a recommended course of action, all complaints and charges brought by any individual or group of the participating Member Clubs. However, any action on such matters shall be taken at the direction of the Board of Directors.
- f. The Rules Committee shall be responsible for the formation and implementation of all rules of conduct, playing regulations, age and weight requirements, safety standards and establishment of boundaries.

ARTICLE VIII

Section I

SEAL

There shall be a corporate seal, which shall contain the name of the League and the word Colorado and shall be in such form as is designated by the Board of Directors.

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ARTICLE IX

Section I

UNIFORMITY

The Board of Directors shall also from time to time designate various insignias that will represent the organization and its Member Clubs in a standardized fashion. All Member Clubs will conform to standards designated by the organization.

Section II

AUTHORITY

The Board of Directors shall also maintain the authority to standardize uniforms, etc., of the League and Member Clubs so that uniformity exists in the organization. This authority may be delegated to the Sport Board at the discretion of the Board of Directors.

ARTICLE X

Section I

AMMENDMENTS

Amendments may be made to these By-Laws at any meeting by a vote of two-thirds (2/3) of the Board of Directors and no amendment shall be considered unless a copy of the same shall have been included in the advance notice or call of the meeting.

ARTICLE XI

Section I

INDEMNIFICATION

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fees and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceedings had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, or a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful.

Section II

INSURANCE

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The corporation shall, upon approval of the Board of Directors, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status of such whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Section.

ARTICLE XII

Section I

DISSOLUTION

Existing funds – In the event of the dissolution of the League, at any time, the existing funds over and above those liabilities shall not go to any individual, but shall be assigned to some established non-profit or charitable organization.

ARTICLE XIII

Section I

BOUNDARIES