

ARLINGTON TRAVEL BASEBALL BY-LAWS

ARTICLE I -NAME

This organization shall be known as Arlington Travel Baseball.

ARTICLE II -OBJECTIVE

Section 1: Arlington Travel Baseball is a community youth sports organization that provides travel baseball programs. Arlington Travel Baseball seeks to provide competitive youth baseball opportunities and to compliment Arlington's community recreational or house youth baseball leagues. Arlington Travel Baseball's programs may consist of appropriate league or tournament play. Recreational or house league participation will generally be encouraged.

Section 2: All Directors, Officers, and Members of Arlington Travel Baseball shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance.

Section 3: In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the Arlington Travel Baseball shall operate exclusively as a non-profit, educational organization providing a supervised program of travel baseball. No part of the net earnings shall inure to the benefit of any private Director, Officer, or Member; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III -MEMBERSHIP

Section 1: Eligibility

Any person sincerely interested in active participation to affect the objectives of Arlington Travel Baseball may apply to become a member.

Section 2: Classes of Members

There shall be the following classes of Members:

- (a) Player Members -Any player candidate selected to participate in an Arlington Travel Baseball program shall be eligible for membership but shall have no rights, duties, or obligations in the management or in the property of the Arlington Travel Baseball.
- (b) Regular Members -Any adult actively interested in furthering the objectives of Arlington Travel Baseball who is a Director, Board Member, Officer, Parent, Manager, Coach, or Volunteer shall be a Regular Member. Only regular members in good standing are eligible to vote at the annual meeting. All Directors, Board Members, Officers, Parents, Managers, Coaches, and Volunteers must be considered active to be Regular Members in good standing.
- (c) Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of Arlington Travel Baseball.
- (d) For purposes of voting in the annual meeting, an active membership in good standing shall have paid all required dues no later than the date of the annual meeting and to demonstrate, if challenged, a consistent pattern of participation in Arlington Travel Baseball over the six month preceding the annual meeting.

Section 4: Suspension or Termination Membership may be terminated by resignation or action of the Board of Directors.

(a) The Board of Directors, by a two-thirds (2/3) vote of those present at any duly constituted meeting, shall have the authority to discipline, suspend, or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to Arlington Travel Baseball. The Member involved shall be notified of such meeting, informed of the general nature of the allegations, and given an opportunity to appear at the meeting to respond to such allegations.

(b) The Board of Directors shall, in the case of a Player Member, give notice to the parents and manager of the team of which the player is a member. The manager must appear before a duly appointed committee of the Board of Directors, which shall have full power to suspend or revoke such player's right to future participation. The Player Member and parents may appear at their discretion or submit written response which will be considered in the deliberations of the Board of Directors.

ARTICLE IV -DUES

Section 1: Dues for Regular Members may be fixed as such amounts as the Board of Directors shall determine prior to the beginning of any membership period.

Section 2: Members who fail to pay their fixed dues within ninety (90) days from the time the same become due may be by a vote of the Board dropped from the rolls and shall forfeit all rights and privileges of membership.

ARTICLE V -MEETINGS

Section 1: Annual Meeting

The annual meeting of the Members of Arlington Travel Baseball shall be held in September each year for the purpose of electing a Board of Directors, receiving reports, and for the transaction of such business as may properly come before the meeting. After the Board of Directors is elected, the board shall meet to elect the officers.

Section 2: Notice of Meeting

Notice of each meeting of the Members may be given in such form as may be authorized by the Members, from time to time, at a regularly convened meeting.

Section 3: Special Meetings

Special meetings of the Members may be called by the Board of Directors or by the Secretary or President at their discretion. Upon the written request of ten (10) Members, the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members.

Section 4: Quorum

The presence in person or representation by absentee ballot of one-third (1/3) of the members, or a number or percentage acceptable to Arlington Travel Baseball regular membership in advance of the annual meeting, shall be necessary to constitute a quorum.

Section 5: Voting

Only Regular Members shall be entitled to vote at any meeting of Arlington Travel Baseball.

Section 6: Absentee Ballot

For the expressed purpose of accommodating a regular member in good standing who cannot be in attendance at the annual meeting, an absentee ballot may be requested and obtained from the Secretary of Arlington Travel Baseball. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary prior to the date of the annual meeting and the election of members to the Board of Directors. The Secretary shall present all absentee ballots to the Election Chairman on the date of the annual meeting prior to the conduct of the election process.

Section 7: Rules of Order

Roberts Rules of order shall govern the proceedings of all meetings, except where same conflicts with the Constitution or By-Laws of the Arlington Travel Baseball.

ARTICLE VI -BOARD OF DIRECTORS

Section 1: Board and Number

The management of the property and affairs of Arlington Travel Baseball shall be vested in the Board of Directors. The number of Directors shall be not less than five (5) nor more than eleven (11). The Directors shall upon election immediately enter upon performance of their duties and shall continue in office until their successors shall have been duly elected and qualified.

Section 2: Required Members

The Board membership shall include the Officers.

Section 3: Annual Election and Term of Office

At each annual meeting, the Members shall determine the number of directors to be elected for the ensuing year and shall elect such number of Directors. The number so fixed may, within the limits prescribed by the foregoing Section 1, be increased at any regular or special meeting of the Members, and if the number is increased, the additional Directors may be elected at the meeting at which the increase is voted or at any subsequent meeting. All elections of Directors shall be by majority vote of all members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting.

Section 4: Vacancies

If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any regular meeting or at a special meeting called for that purpose.

Section 5: Meetings, Notice, and Quorum

Regular meetings of the Board of Directors shall be held immediately following the annual election and on such days thereafter as shall be determined by the Board. The President or the

Secretary may whenever they deem it advisable, or the Secretary shall at the request in writing of five (5) Directors, issue a call for a special meeting of the Board. Notice of each meeting shall be given by the Secretary to each Director either by mail at least (3) days before the time appointed for the meeting to the last recorded address of each Director, or by telephone or telegraphic, or personal notice twenty-four (24) hours preceding the meeting; or in lieu thereof, notice may be given in such form as may be authorized by the Board, from time to time, at a regularly convened meeting. In the case of a special meeting, such notice shall include the purpose of the meeting, and no matters not so stated may be acted upon at the meeting. Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6: Duties and Powers

The Board of Directors shall have the power to appoint such committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate. The Board may adopt such rules and regulations for the conduct of its meetings and the management of Arlington Travel Baseball as it may deem proper. The Board shall have the power by a two-thirds (2/3) vote of those present at any regular or special meeting to discipline, suspend or remove any Director or officer or Committee Member of Arlington Travel Baseball. The membership shall receive at the annual meeting of the Members of Arlington Travel Baseball a report verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by Arlington Travel Baseball, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding, the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in Arlington Travel Baseball during such year, which report shall be filed with the records of Arlington Travel Baseball and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

ARTICLE VII -EXECUTIVE COMMITTEE

Section 1: The Board of Directors may appoint an Executive Committee which shall consist of not less than three (3) or more than five (5) Directors, one of whom shall be the President of Arlington Travel Baseball.

Section 2: The Executive Committee shall advise and assist the Officers of Arlington Travel Baseball in all matters concerning its interest and the management of its affairs, and shall have such other powers as may be delegated to it by the Board.

Section 3: At any meeting of the Executive Committee, a majority of the total number of members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

ARTICLE VIII -OTHER COMMITTEES

Section 1: Nominating Committee The Board of Directors may appoint a Nominating Committee consisting of three (3) Directors and other appointed Regular Members. The Committee shall investigate and consider eligible candidates and submit at the annual meeting a slate of candidates for the Board of Directors. The Committee shall also submit for consideration by the Board of Directors a slate of Officers and Committee Members.

Section 2: Finance Committee The Board of Directors may appoint a Finance Committee consisting of not less than three (3) nor more than five (5) Directors. The Treasurer shall be an ex-officio member of the Finance Committee. The Committee shall investigate ways and means of financing Arlington Travel Baseball including team sponsorships and submit recommendations.

Section 3: Managers Committee The Board of Directors may appoint a Managers Committee consisting of three (3) Directors. The Committee shall interview and investigate prospective managers and coaches and recommend acceptable candidates to the President for appointment and subsequent approval by the Board of Directors. It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President of Arlington Travel Baseball. It shall, at the request of the President or Board of Directors, investigate complaints concerning managers and coaches and make a report thereof to the President or Board of Directors as the case may be.

Section 4: Auditing Committee The Board of Directors may appoint an Auditing Committee consisting of three (3) Directors. The President, Treasurer, or signatories of checks are not eligible. The committee will review Arlington Travel Baseball's books and records annually prior to the Annual Meeting and attach a statement of their findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board of Directors or Membership, secure the services of a Certified Public Accountant to accomplish such review.

ARTICLE IX -OFFICERS, DUTIES, AND POWERS

Section 1: Election

Immediately following the annual meeting, the Directors present, provided there be a quorum, shall meet for the purpose of electing Officers and appointing committees for the ensuing year.

Section 2: Officers

The Officers of Arlington Travel Baseball shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and a Player Agent or Agents, all of whom shall hold office for the ensuing year or until their successors are duly elected. The Board of Directors may appoint such other Officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office. Appointed Officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.

Section 3: President

The President shall:

- (a) Conduct the affairs of Arlington Travel Baseball and execute the policies established by the Board of Directors.
- (b) Present a report on the condition of Arlington Travel Baseball at the annual meeting.
- (c) Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of Arlington Travel Baseball.
- (d) Be responsible for the conduct of Arlington Travel Baseball.

(e) Designate in writing, other officers, if necessary, to have the power to make and execute for/and in the name of Arlington Travel Baseball such contracts and leases they may receive and which have had prior approval of the Board.

(f) Investigate complaints, irregularities, and conditions detrimental to Arlington Travel Baseball and report thereon to the Board or Executive Committee as circumstances warrant.

(g) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.

(h) With the assistance of the Secretary, examine the application and support proof of-age documents of every player candidate and certify to age eligibility before the player may be accepted for tryouts and selection.

Section 4: Vice President

In case of the absence or disability of the President, and provided he is authorized by the President or Board so to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of that office, and shall have such other duties as from time to time may be assigned by the Board of Directors or by the President.

Section 5: Secretary

The Secretary shall:

(a) Be responsible for recording the activities of Arlington Travel Baseball and maintain appropriate files, mailing lists, and necessary records.

(b) Perform such duties as are herein specifically set forth in addition to such other duties as are customarily incident to the office of Secretary or may be assigned by the Board of Directors.

(c) Maintain a list of all Regular Members, Directors, and Committee members and give required notice of all meetings of Arlington Travel Baseball, the Board of Directors, and Committees.

(d) Keep the minutes of the meetings of the Members, the Board of Directors, and the Executive Committee, and cause them to be recorded in a book kept for that purpose.

(e) Shall conduct all correspondence not otherwise specifically delegated in connection with said meetings and shall be responsible for carrying out all orders, votes, and resolutions not otherwise committed.

(f) Notify Members, Directors, Officers, and Committee members of their election or appointment.

Section 6: Treasurer

The Treasurer shall:

(a) Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors.

(b) Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.

(c) Keep records for the receipt and disbursement of all monies and securities for Arlington Travel Baseball, approve all payments from allotted hands and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements by check must have dual signatures.

(d) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the annual meeting.

(e) Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the annual meeting.

ARTICLE X –MANAGERS AND COACHES

Managers and Coaches shall be appointed annually by the President, and approved by the Board of Directors. Managers shall be responsible for their teams' actions while participating in Arlington Travel Baseball activities for which they are responsible.

ARTICLE XII -FINANCE AND ACCOUNTING

Section 1: The Board of Directors shall decide all matters pertaining to the finances of Arlington Travel Baseball and it shall place all income in a common Arlington Travel Baseball treasury, directing the expenditure of same in such manner that is fair, equitable, and transparent. No individual or team in Arlington Travel Baseball shall obtain an advantage for use of funds based on competitive standing.

Section 2: The Board shall not permit the contribution of funds or property to individual teams but shall solicit some for the common treasury of the Arlington Travel Baseball, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the Arlington Travel Baseball. This, however, does not prohibit agreements with a sponsor to adopt certain team or teams provided that the sponsorship funds are drawn from the common treasury.

Section 3: The Board shall not permit the solicitation of funds in the name of Arlington Travel Baseball unless all of the funds so raised are placed in the Arlington Travel Baseball treasury.

Section 4: The Board shall not permit the disbursement of Arlington Travel Baseball funds for other than the conduct of Arlington Travel Baseball activities.

Section 5: No Director, Officer, or Member of the Arlington Travel Baseball shall receive directly or indirectly any salary, compensation, or emolument from Arlington Travel Baseball for services rendered as Director, Officer, or Member.

Section 6: All monies received shall be deposited to the credit of Arlington Travel Baseball in a federally insured financial institution, and all disbursement shall be made by check. All checks shall be signed by the Arlington Travel Baseball Treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

Section 7: The fiscal year of the Arlington Travel Baseball shall begin on the first day of October and shall end on the last day of September.

Section 8: Distribution of Property Upon Dissolution Upon dissolution of the Arlington Travel Baseball and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Arlington Travel Baseball to another Federally Incorporated entity which maintains the same objectives as set forth herein, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE XII -AMENDMENTS

This Constitution and By-Laws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Members provided notice of the proposed change is included in the notice of such meeting. Drafts of all proposed amendments shall be submitted to Arlington Travel Baseball Board of Directors for review of form and content prior to providing notice to the Members.