

COYBSA

**CHARTER OAK YOUTH BASEBALL
SOFTBALL ASSOCIATION**

BY-LAWS

Revised: June 2011

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**By-Laws of the
Charter Oak Youth Baseball & Softball Association**

Preamble

To promote the ideas of good sportsmanship and fair play in the youth of our Community, the men and women constituting the Charter Oak Youth Baseball and Softball Association dedicate themselves to providing a supervised competitive Athletic program so that today's youth may develop into good, healthy and responsible adult citizens of tomorrow.

ARTICLE I

Name, Area of Jurisdiction and Headquarters

- Section 1 The name of this organization shall be the Charter Oak Youth Baseball & Softball Association (hereinafter referred to as COYBSA in these By Laws)
- Section 2 The jurisdiction of COYBSA shall include the Charter Oak Unified School District and other surrounding areas as the Board of Directors shall designate.
- Section 3 A headquarters address shall be established within the area of jurisdiction.

ARTICLE II

Official Seal, Emblem and Website

- Section 1 The official seal of COYBSA shall be of such design as adopted by the COYBSA Board of Directors (hereinafter referred to only as the Board in these By-Laws)
- Section 2 The official COYBSA emblem shall be of such design as shall be adopted by the Board.
- Section 3 The official COYBSA website shall be known as: COYBSA.com

ARTICLE III

Membership

- Section 1 There shall be three (3) classes of membership which shall be known as:
- A. Youth
 - B. Active
 - C. Honorary
- Section 2 A youth member shall be any boy or girl currently registered in COYBSA as a baseball or softball player.

Section 3 An active member shall be any parent or legal guardian of any currently registered youth member, or any other Association official specified by the Board.

Section 4 Honorary members shall be any adult, youth, or organization, other than a Youth or Active member having an active interest in COYBSA and having been approved by the Board.

ARTICLE IV Voting Privileges

Section 1 Voting privileges shall be accorded only to individuals of the Active class of membership. Each such member shall be entitled to vote in the Annual Election (Article XI)

ARTICLE V Finances

Section 1 An annual registration fee shall be charged for each Youth member in an amount to be established annually by the Board.

Section 2 The Board may also establish special fees and/or assessments upon a two-thirds (2/3) vote of those present at a duly constituted regular Board meeting.

Section 3 The Board shall decide and determine all matters pertaining to and affecting fiscal or financial policies of COYBSA (Article VIII, Section 1)

Section 4 All COYBSA income shall be placed in a common bank checking account or accounts as determined by the Board based upon the needs of COYBSA.

Section 5 All COYBSA disbursements shall be made on COYBSA checks and shall be signed by no less than two (2) persons. Those persons authorized to sign COYBSA checks shall include the President, Vice President of Finance and the Treasurer.

Section 6 Financial reports shall be compiled by the Vice President of Finance or Treasurer and be made available as needed by the Board. Special financial reports shall be prepared at the direction of the President, the Vice President of Finance, Treasurer, or the Board.

Section 7 An annual budget shall be proposed and prepared by the President, Treasurer, and/or the Vice President of Finance and shall be adopted by the Board no later than the November Board meeting.

ARTICLE VI
Directors and Meetings of the Board

- Section 1 Subject to the limitations of the Articles of Incorporation, the By-Laws herein, and the laws of the State of California, all corporate powers including, but not limited to, the business and other affairs of this corporation, shall be exercised by or under authority of the COYBSA Board of Directors.
- Section 2 The Corporation is authorized to elect or appoint a maximum of one hundred (100) Directors, unless changed by an amendment to these By-Laws and by amendment to the Articles of Incorporation.
- Section 3 The Board shall consist of a) the officers identified in Article IX Section 1, b) the nine (9) retained members identified in Article XI Section 2, c) the fifteen (15) elected members identified in Article XI Section 1, d) chairmen of Standing Committees identified in Article X Section 1, and e) such other persons as are elected or appointed to other designated positions.
- Section 4 Each Board Member shall have one (1) vote on any matter before the Board.
- Section 5 A quorum at a regular or special Board meeting shall consist of one-third (1/3) of the members of the Board, plus one (1).
- Section 6 The President or any five (5) members of the Board may call a special meeting of the Board.
- Section 7 Vacancies in the Board may be filled by Presidential appointment subject to Board approval, or in the absence thereof through nomination by Board Members and Board approval.
- Section 8 Should any member of the Board be absent for two (2) or more consecutive regular Board meeting without just cause, such member may be removed by a two-thirds (2/3) vote of Board Members at a duly authorized regular Board meeting.
- Section 9 The President or his/her designee shall cause a minimum of nine (9) regular meetings to be scheduled and held during each fiscal year.
- Section 10 Special meetings of the Board may be called in the manner prescribed in Article VI, Section 6.
- Section 11 All Board Members shall be notified by mail or email at least three (3) days in advance of all regular Board meetings, and by telephone or text message at least one (1) day in advance of any special Board meeting, unless the Board by a two-thirds (2/3) vote shall for good cause shorten such notice period.

Section 12 No motion before the Board shall be passed without a favorable vote from a majority of Board members present at a duly constituted regular Board meeting, except that if the motion is of a type requiring a two-thirds (2/3) vote, then such motion must receive such vote.

ARTICLE VII

Executive Board of Directors and Executive Board Meetings

Section 1 The Executive Board of Directors (hereinafter referred to as the Executive Board in these By-Laws) shall consist of the President, Executive Vice President, Vice President of Operations, Vice President of Finance, Treasurer, Director of Ways & Means, Director of Baseball, Director of Softball, and the Secretary.

Section 2 The Executive Board is constituted and authorized to vote on matters of urgency or of a special nature which would be cumbersome or untimely if reserved for a regular Board meeting.

Section 3 The Executive Board shall have all the rights, powers, privileges, and duties of the General Board, except that the Executive Board shall not act on any other matter which can satisfactorily be dealt with by the Board at its regular meeting.

Section 4 Each Executive Director shall have one (1) vote on any matter before the Executive Board.

Section 5 A quorum consists of five (5) Executive Directors at any Executive Board meeting.

Section 6 A meeting of the Executive Board may be called by the President or any three (3) Executive Board members.

Section 7 The Executive Board shall meet as often as is necessary to conduct its business.

Section 8 In order to conduct an Executive Board meeting, a minimum of twenty-four (24) hours advanced notice must be given to all Executive Board members, unless a majority of said Executive Board shall vote, by virtue of a matter of urgency, to temporarily suspend such requirement.

Section 9 The Secretary or his/her designee shall make written minutes and attendance records at all Executive Board meetings.

Section 10 Minutes of all Executive Board meetings shall be made available at the next regular Board meeting.

Section 11 Passage of a motion before the Executive Board shall require a favorable vote from the majority of those present at a duly constituted Executive Board meeting.

Section 12 The Executive Board is empowered to suspend COYBSA Board Members, managers, coaches, and/or players from participating in their assigned duties, as the case may be.

Section 13 The Executive Board may recommend to the General Board that it act to expel COYBSA Board Members, managers, coaches, and/or players from their assigned duties or from play for just cause.

ARTICLE VIII

Duties of the Board of Directors

Section 1 The Board shall have the same rights, powers, privileges and duties as are generally conferred on boards of directors. In addition thereto, the Board shall:

A. Establish COYBSA policy and direct the fiscal and administrative affairs of the Association.

B. Adopt an annual budget (Article V, Section 7)

C. Employ personnel as needed, establish their duties and fix their compensation.

D. Have the authority to reverse and overturn any action and/or motion passed by the Executive Board by a two-thirds (2/3) vote of General Board members at a duly constituted Board meeting.

E. Have the power to suspend, and the sole and exclusive power to expel COYBSA Board Members, managers, coaches, and players for such period of time (including the remainder of the baseball or softball season) as may be warranted by the circumstances of each case.

F. Act as Trustee of all COYBSA property.

Section 2 Each Board member shall prepare a job description detailing with particularity the duties of his or her position. Such description shall also contain a statement detailing common pitfalls to be avoided so that successors to such position may benefit from the experience of predecessors.

ARTICLE IX

Officers and their Duties

Section 1 The officers of COYBSA shall include:

A. President

B. Executive Vice President

C. Vice President of Operations

D. Vice President of Finance

E. Treasurer

- F. Secretary
 - G. Such other officers as the Board may require and appoint to conduct the business of COYBSA.
- Section 2 The duties of each officer shall include those implied by his or her title and the office, those which are specifically set forth in these By-Laws, and those which may be delegated by the Board.
- Section 3 The President shall be chairman of the Board and Executive Board, and shall preside over all Board and Executive Board meetings. The President shall also appoint all committee members not specified in these By-Laws.
- Section 4 The Executive Vice President shall assist the President in the performance of his/her duties and may be assigned duties by the President. In the absence or incapacity of the President, the Executive Vice President shall fulfill the function of the President.
- Section 5 The Vice President of Operations shall coordinate the administrative business of COYBSA, shall coordinate with the Directors of Baseball and Softball, and shall coordinate as necessary with the following committees:
- A. Scheduling
 - B. Field Maintenance
- Section 6 The Vice President of Finance shall be responsible for management of the Snack bar income and expenses. Duties include managing inventory levels, ordering merchandise, operating the snack bar sales, and maintaining cash controls within the snack bar.
- Section 7 The Treasurer shall maintain accurate financial records, and shall maintain the Association's checking account, and administer its funds; shall advise the President and the Board on all matters pertaining to the financial affairs of COYBSA; shall assist the President in the preparation of the annual budget; and shall be responsible for insuring that all financial reports, including state and federal tax returns are prepared and/or filed in a timely manner.
- Section 8 The Secretary shall record and keep accurate minutes of all General Board meetings, all Executive Board meetings, and such other proceedings as may be necessary. The Secretary shall be responsible for notifying members of further Board and Executive Board meetings, and for correspondence on behalf of COYBSA. The Secretary shall also oversee Registration, keep and maintain a database of all the current season's Registered Players, and prepare a list of Active Members for the purpose of Annual Elections (see Article IX)

ARTICLE X
Committees

- Section 1 Unless otherwise determined by the President with concurrence of the General Board, the following standing committees shall be established each fiscal year:
- A. Registration
 - B. Ways & Means
 - C. Field Maintenance
 - D. Scheduling
 - E. Finance
 - F. Sponsors
 - G. Baseball Rules
 - H. Softball Rules
 - I. Baseball Protest
 - J. Softball Protest
- Section 2 Special committees or subcommittees may be established by the President as needed.
- Section 3 All standing or special committee members shall occupy a position on the Board and shall have one (1) vote on matters before the Board.
- Section 4 The duties and procedures of standing and special committees shall be established by the Board.
- Section 5 The President and Executive Vice President shall be members of all standing and special committees.
- Section 6 All committees should have at least three (3) members, excluding the President and Executive Vice President.

ARTICLE XI
Annual Election

- Section 1 Fifteen (15) Directors shall be elected by ballot at an annual election.
- Section 2 Nine (9) Directors from the previous year's Board shall be retained as Board members and not require election. These shall consist of the previous year's: President, Executive Vice President, Vice President of Operations, Vice President of Finance, Treasurer, Director of Baseball, Director of Softball, Secretary and Director of Ways & Means.
- Section 3 Only active members shall be eligible to vote at the annual election.
- Section 4 During April of each fiscal year Active Members may complete an application, for the purpose of being listed on the ballot for the following year's Board.

- Section 5 Ballots containing the names of all candidates shall be prepared and an election shall be conducted beginning on the last full week of the regular season schedule.
- Section 6 All voting shall take place in a prominent location adjacent to the snack bar. Active members may be required to show identification prior to voting.
- Section 7 The results of the annual election shall be prominently posted no later than the third day following the final day of the season.
- Section 8 Each active member shall be permitted to vote for a maximum of fifteen (15) candidates.
- Section 9 The fifteen (15) candidates receiving the largest number of votes shall be deemed elected to the following year's Board. In the event of a tie both candidates shall be deemed elected.
- Section 10 Each of the fifteen (15) elected members of the Board and the nine (9) members retained from the previous year's Board, must take an active role in COYBSA or will be subject to removal by majority vote of the General Board.

ARTICLE XII

Appointment and Election of Other Board Members

- Section 1 At the first meeting of the Board after the beginning of the fiscal year, if necessary the Board shall nominate and elect a President.
- Section 2 The new President shall be chosen from the nine (9) retained or fifteen (15) newly elected Board members.
- Section 3 The new President may appoint officers and Board members for specific positions. All of the appointments must be confirmed by a majority vote of the new Board, providing a quorum exists.
- Section 4 In those cases where the President fails to appoint officers or Board members for specific positions, nominations may be made from the floor by any Board member. Each nominee shall be deemed elected if confirmed by a majority vote of the Board, providing a quorum exists.
- Section 5 The term of office for a Board member, including officers, shall officially begin September 1 and end August 31 of the following year.
- Section 6 No Board member shall retain the same office for more than two (2) consecutive years, unless the Board shall expressly waive such requirement in the interest of the Association.

ARTICLE XIII
Selection of Managers

- Section 1 Applications for positions as team managers shall be made available during registration.
- Section 2 Each application must be submitted by the person seeking the position of manager.
- Section 3 The selection committee for baseball and softball managers will include the President, Executive Vice President, Vice President of Operations, Director of Baseball/Softball, and the Division Commissioner for which the manager is being considered.
- Section 4 In considering such applications, each selection committee shall consider but not be limited to the following criteria:
- A. The applicant's prior experience for the position sought.
 - B. The applicant's temperament, attitudes and communication skills.
 - C. The applicant's prior involvement in COYBSA activities of any kind.
 - D. The applicant's technical knowledge of baseball or softball skills and rules.
 - E. The physical ability of the applicant to carry out the request duties of the position.
 - F. Such other and further information as may be deemed relevant by the selection committee in assessing the overall qualifications of each applicant.
- Section 5 Each applicant for manager of any division in either baseball or softball must be at least eighteen (18) years of age, unless the Board shall waive such requirement.
- Section 6 Prior to the draft, each selection committee shall compile a list and select the required managers for each Division.

ARTICLE XIV
Suspending and Expelling Members

- Section 1 COYBSA Board members, managers, coaches, and players may be temporarily suspended or expelled for the remainder of the baseball/softball season from their respective duties and positions for violations of COYBSA Code of Conduct or for other violations deemed by the Board to require such action in the best interest of the Association.

- Section 2 No individual may be disciplined by suspension or expulsion for violations set forth in the Association's Code of Conduct or in these By-Laws unless he has received written notification from the President advising of the violation(s) alleged to have occurred.
- Section 3 The COYBSA Executive Board on its own motion may by majority vote to suspend a COYBSA manager, coach, player or member for a period not to exceed three (3) weeks. Upon notice to the accused that he/she has been suspended, he/she shall be advised of his/her right to appear and refute the allegations against him/her by presenting evidence himself/herself or through other witnesses. The accused shall also be advised that in order to challenge his/her suspension, he/she must make a written request and serve it on a COYBSA officer within two (2) days of notice of suspension. Failure to make such a request shall be deemed a waiver by the accused which shall entitle the Association to enforce the suspension imposed by the Executive Board on the accused without further action.
- Section 4 Should an accused make a written request for a hearing before the Executive Board, said hearing shall be held within one (1) week of the Executive Board's notice of suspension.
- Section 5 A failure by the Executive Board to hear the matter within the prescribed time shall cause the suspension to be lifted until such time as a hearing can be held.
- Section 6 When such hearing has been completed, the Executive Board shall again vote to determine if the suspension shall be upheld. If the suspension is upheld, it shall be imposed without further right of appeal.
- Section 7 The COYBSA Executive Board may by majority vote recommend expulsion of a COYBSA manager, coach, player, or member to the full Board for the duration of the baseball/softball season. Upon notice to the accused that the Executive Board has recommended his/her expulsion and the charges alleged against him/her, he/she shall also be advised of his/her right to appear before the Executive Board and refute the allegations against him/her by presenting evidence himself/herself or through other witnesses. The accused shall also be advised that in order to challenge his/her expulsion, he/she must make a written request and serve it on a COYBSA officer within two (2) days of notice of the Executive Board's proposed expulsion. Failure to make such a request shall be deemed a waiver of the right to a hearing and shall entitle the matter to be immediately referred to the full Board to meet and consider the charges and recommend expulsion against the member.

- Section 8 Nothing herein shall prevent the Executive Board from both voting to recommend expulsion and also voting to invoke an interim suspension pending that determination.
- Section 9 Should an accused make a timely written request for a hearing before the Executive Board, said hearing shall be held within one (1) week of receiving timely notice from the accused of his/her request for a hearing.
- Section 10 A failure by the Executive Board to hear the matter in the prescribed time after a timely request for a hearing has been received shall cause any interim suspension to be lifted until such time as a hearing can be held, but shall not prevent the Executive Board from proceeding to hearing on its recommendation for expulsion.
- Section 11 Upon completion of a hearing, the Executive Board shall send a record of its finding to the full Board so that the Board may review the matter and determine whether expulsion should be imposed.
- Section 12 The Board in voting on the matter may exercise its full discretion. In so doing it may impose whatever sanction is appropriate, including expulsion for the balance of the baseball/softball season, suspension for any lesser period, reprimand and warning, or a finding of no violation.
- Section 13 No person who is the object of disciplinary proceedings by COYBSA may take part in the vote to determine what discipline, if any, is to be imposed against him/her.
- Section 14 No further right of appeal exists beyond those provisions and procedures set forth herein.

ARTICLE XV

Amendments

- Section 1 These By-Laws or any portion thereof may be amended or repealed by two-thirds (2/3) vote of the Board of Directors at a duly constituted meeting, provided that written notice of such proposed changes is provided by the Secretary to each member of the Board no less than fifteen (15) days prior to the meeting at which such proposed changes are voted upon.

ARTICLE XVI
Managers and Rules

Section 1 A list of all managers selected by the Board and a copy of the playing and field rules, along with the Association's Code of Conduct, shall be available to each member of the Board of Directors prior to the first scheduled game of the season.

ARTICLE XVII
Government

Section 1 Meetings of the Board of Directors shall be conducted in general conformity with Robert's Rules of Order, unless the Board shall adopt contrary rules of order suited to its needs.

Section 2 Only those activities sanctioned by the Executive Board and/or the Board of Directors shall be permitted to be conducted on behalf of COYBSA or its members.

Section 3 No individual, group, section, division or other body belonging to COYBSA may formulate any rules, take any action, or invoke any procedures which are contrary to those set forth in these By-Laws or voted upon by the Board of Directors of COYBSA.

ARTICLE XVIII
Procedures Not Covered

Section 1 With regard to all matters and decisions not covered by the COYBSA Articles of Incorporation, by these By-Laws, or by other written procedures issued by COYBSA, the Board shall be entitled to enact, act on, and enforce such procedures and rules as it deems necessary for the fair and efficient running of this Association.