

NON-PROFIT BYLAWS OF AZLE BASEBALL & SOFTBALL ASSOCIATION

As amended in 2023 by vote of the ABSA Board of Directors

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Texas and the Articles of Incorporation of Azle Baseball & Softball Association. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Texas, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organizations, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 - NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Azle Baseball & Softball Association, and shall herein be referred to as the "Corporation/Organization."

ARTICLE 2 - PURPOSE

The general purposes for which this Corporation/Organization has been established are as follows:

The purpose for which the Non-Profit Corporation/Organization is formed is set forth in the attached Articles of Incorporation.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Texas and as may be necessary or expedient for the administration of the affairs

and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

ARTICLE 3 - OFFICES

The principal office of the Corporation/Organization shall be located at 9980 Ten Mile Bridge Rd, Fort Worth, TX 76135.

The Corporation/Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 - DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 - BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Texas. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall

delegate to the Executive Director and Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Being a Board member means being a role model and leading by example, it shall be at the forefront of being a member of the Board. By accepting a position as a member of the Board, the member agrees to accept and comply with the league and board member Code of Conduct. A signature is not required to be considered valid.

All new board members, regardless of position, shall be given, or given access to a copy (electronic or paper) of the current Bylaws and league constitution within 30 days of being voted into office or by the beginning of the Fall term. It is the duty of the board member to read and understand the Bylaws and Constitution.

The Board of Directors is composed of an all-volunteer staff. The duty of the Board of Directors is to make decisions as a whole that are in the best interest of the Corporation/Organization, and the children, parents, and donors who contribute to the success of the Corporation/Organization. Decisions that affect the Corporation/Organization as a whole, or a majority of any portion or program of the Corporation/Organization, shall be determined by a simple majority vote of the Board of Directors.

Number and Qualifications

The Board shall have no maximum members, but no fewer than 3 Board members. A person may not hold a Board position unless he/she is a member of the Corporation/Organization in good standing.

Board Elections

Each year in April, the President shall appoint a nominating committee. The nominating committee shall present nominations for new and renewing Board members. Recommendations from the nominating committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a majority of those Board members eligible to vote. Votes will be counted by the nominating committee appointed by the President. When available, the Safety Officer will also witness the counting of votes.

The membership is considered the current Board for purposes of this section.

Reinstatement of a person who has been removed from membership and not in good standing would require approval of $\frac{2}{3}$ vote of the Board.

Term of Board

All appointments of the Board shall be for a term of 1 year beginning August 1st. No person shall serve more than 3 consecutive terms unless nobody else is running for the position. A person may continue to be elected, past the 3 consecutive terms, if the Board members agree unanimously to keep the person in office.

Proxy Voting

There shall be no proxy voting.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, position change, inability to perform the duties, or removal of any director;
- b) An increase in the authorized number of directors; or
- c) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the president of the Corporation/Organization, the secretary of Corporation/Organization, or Board of Directors, unless notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Texas is first notified, no director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by a 51% majority vote of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or predecessor in office.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member within 5 business days after the close of each board meeting.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of 60% persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. A majority vote of those present shall govern. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. Aside from the annual meeting, a board member shall be considered present at any meeting of the Board or Board Committees if during the meeting, he or she is present via telephone or web conferencing with other Board members participating in the meeting. The annual meeting of membership will require an in-person meeting.

Board Member Attendance

Any member of the Board who fails to fully attend and participate in two consecutive Board meetings (without proper notification of absence) is considered to have automatically resigned his or her position.

Notification of a missed meeting shall be made by text or written notification to any member of the Executive Board. The Executive Board member will then notify the Secretary who shall document the absence. If notification of absence is not made, there must have been an unavoidable cause.

Appeals must be made in writing within one week of the second missed meeting. The request for reinstatement shall be addressed at the next scheduled or special Board meeting. A majority vote of the Board present is required to subsequently reinstate any Board member.

ARTICLE 6 - ANNUAL MEETING AND VOTING

Membership

For the purpose of this article, membership is defined as the current Board of Directors.

Meetings -Annual

The membership of the Corporation/Organization shall hold an annual meeting at such time and place as shall be determined by the Board of Directors. Notice of time and place of such annual meeting shall be made known to the membership of the Corporation/Organization by two methods not less than ten (10) days prior to the date of the meeting.

Notice of time and place of a special meeting of the Corporation/Organization shall be made known to the membership not less than five (5) days prior to the date of the meeting.

At each annual or special meeting of the Corporation/Organization, every eligible member present in person shall be entitled to vote. A majority vote consists of at least 51% of the eligible voters present in person at the annual meeting or special meeting of membership convened for a specific purpose.

Meetings -General

The Board shall meet on a monthly basis at such time and place determined by the President. Other meetings of the Board may be called by the President, or, by the Secretary upon receipt of a written request of at least three (3) members of the Board.

Roberts Rules

The rules contained in the most current edition of "Robert's Rules of Order" shall govern the Corporation/Organization meetings as well as meetings of the Board of Directors and League Committees in all cases in which they are applicable and not inconsistent with the Corporation/Organization Constitution, Bylaws, and/or any special rules of order the Corporation/Organization shall adopt.

ARTICLE 7 - DISCIPLINE

The Board shall have the authority to suspend, discharge, or otherwise discipline any member, manager, coach, player, league official, umpire or other person whose conduct is considered detrimental to the best interests of the Corporation/Organization. A 51% majority vote is required to levy disciplinary action of any kind. If disciplinary guidelines have been established and approved by a 51% majority vote of the Board, discipline shall follow the guidelines that have established subject to the severity of the misconduct.

If a Board member is a coach for an age group involving a disciplinary matter, directly or indirectly, that board member shall recuse himself/herself from any investigation and disciplinary action discussed or voted on for the involved age group.

Any adult (18 years of age or older) who is suspended, removed, or otherwise disciplined by the Board shall have the right to appeal such action before a majority of the members of the Board at a regular or special meeting called for that purpose.

Notification of Misconduct

The President shall, upon evidence of misconduct of any player, notify the manager of the team of which the player is a member and the parents of any such player who is less than 18 years of age, within 24 hours of the act. The manager shall appear with the player before the Corporation/Organization Player

Agent, and at least two other members of the Board of Directors for consideration of appropriate action.

The player's parent or guardian shall be advised of and invited to attend such meetings. PONY rules shall govern instances of coach, player, and/or fan ejection from a game. If no such rule exists, local rules will govern.

Any suspension or removal from the team will require a majority vote of the Board.

Board Member Misconduct

The Board shall, upon notification or preponderance of the evidence that any member of the Board is suspected of misconduct or malfeasance, notify the President. If the President shall be suspect, the Vice President shall be notified. The President or Vice President shall immediately convene a Board of Inquiry consisting a minimum of three (3) Board members to conduct a thorough investigation. The Board of Inquiry shall determine the facts, and if misconduct or malfeasance is determined, recommend adjudication to the entire Board. A $\frac{2}{3}$ vote of the Board is required to impeach a duly elected or appointed officer from his or her duties.

Disciplinary Guidelines

The Executive Board or a committee set up for this purpose, shall draft and propose disciplinary guidelines to be used by the Board as a guide for disciplinary decisions.

ARTICLE 8 FINANCIAL POLICY

The Board shall decide all matters pertaining to the finances of the Corporation/Organization in a sound, business-like manner. In all cases, a majority vote of the Board is required to expend funds in excess of \$250.00 per transaction. Splitting transactions and/or using multiple transactions each less than \$250 to acquire any particular product, service, or equipment is strictly prohibited. Any person expending funds exceeding the above limits is subject to personal financial responsibility and shall, upon a majority vote of the Board, be required to fully reimburse the Corporation/Organization.

Exception: Board approval is not necessary for normal operating recurring expenditures such as but not limited to budgeted field maintenance materials, purchases to restock concessions, practice/game baseballs and softballs/or items required for gameplay. Approvals are required for out of the ordinary items such as but not limited to new equipment, hiring a consultant or professional, ground maintenance items outside of normal season to season expenditures, remodels, etc. A transaction is defined as "Any actual, intended, or promised expenditure of Corporation/Organization funds to procure a particular product, service, or equipment.

Fees charged

The Board shall determine the fees charged to members for eligibility to play baseball or softball within the Corporation/Organization. The fees shall be the same for all players regardless of race, creed, sex, religion, or community status. All fees are due at registration unless payment arrangements were made. Eligible players who become available after the season begins shall be given proper consideration to join the Corporation/Organization but shall be subject to local limitations such as but not limited to total league membership, individual team rosters etc. The intent of this provision is to allow new members moving into the area the ability to enjoy participation in team sports. In no case shall additional players be allowed to join simply for the convenience of the member, coach, or other interested party. (This is to prevent a player from being able to circumvent the player selection process).

Budget Committee

The treasurer shall create a budget committee comprised of three (3) or more board members. The committee shall create an annual budget to be approved by the Board in January for the upcoming year. The treasurer will make available financial information available for inspection. The budget committee shall perform an annual audit of the league financial records.

Scholarships

Full scholarships - 1 full scholarship will be allowed per age group per program. This pays the entire cost of the registration fee.
Partial scholarships - Unlimited but subject to a case by case basis. This provides a discount to the registration which cover the cost of the uniforms.

Refunds

Refunds will be initiated by the treasurer within fourteen (14) calendar days from the date of request (if the request is granted).

Authorization will be given based on the circumstances surrounding the request. Partial refunds may be granted if Uniforms have already been ordered/paid for.

Refunds do not include the credit card service fee initiated by the service provider.

Fund solicitation/sponsorships

To equalize the benefits of the Corporation/Organization for all participating teams, solicitation of funds (fundraising) during the regular season shall be the responsibility of the Team Parent Coordinator and the Vice President of the Corporation/Organization and contributions to individuals or teams shall be prohibited. However, the following exceptions are authorized.

Due to the increased amounts of tournaments during regular season play, all which carry fees associated with them, regular season REC teams will be allowed to fundraise up to the cost of the tournament or tournament-specific expenses (umpire fees, snacks, drinks).

Select teams will be allowed to solicit sponsorships to cover tournament play.

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No team shall post sponsorship information on any website devoted to teams affiliated with the Corporation/Organization except during the tournament season as described above.

The Board is solely responsible for posting approved sponsors on the official Corporation/Organization website.

Article 9 - Officers

The Board shall elect officers of the Corporation/Organization which shall include a President (Chief Executive Officer), a Secretary, and such other officers as the Board may designate by resolution. The Executive Board will be composed of the

President, Vice President, Secretary, Treasurer, Baseball Commissioner, Softball Commissioner, and Safety Officer.

President: Shall serve as the Executive Officer of the Corporation/Organization; be an ex-officio member of all standing and special committees; perform such other duties as are normally associated with the office of President; select and appoint all managers, coaches, umpires and committees (subject to approval of the board); delegates league responsibilities to the proper director; transmit all records and correspondence to any person elected to succeed him or her in that office. Duties are: To preside at all meetings of membership and Board, to appoint a nominating committee to obtain and nominate officers for the Board, and to appoint special committees to perform duties deemed necessary for the occasion.

Vice President: Shall perform such duties as may be assigned by the President; otherwise assist the President in the performance of his or her duties, be the liaison between the Corporation/Organization and municipalities for public relations; coordinate all corporate advertising and public relations; preside at meetings in the absence of the President; transmit all records and correspondence to any person elected to succeed him or her in that office.

Secretary: Shall have custody of the Constitution,, Bylaws, and all other administrative records of the Corporation/Organization; keep an accurate record of the meetings and other activities of the Corporation/Organization and of the Board; be responsible for all correspondence on behalf of the Corporation/Organization; ensure that a copy of the Constitution and Bylaws are on file with PONY headquarters and any amendments or revisions are submitted to PONY headquarters for review; transmit all records and correspondence to any person elected to succeed him or her in that office.

Treasurer: The Treasurer shall receive and disburse all funds with the approval of the Board; keep an accurate account of all funds received and disbursed for the Corporation/Organization; submit a financial report at all regular meetings and such other times as may be requested by the President; compile an annual report of Corporation/Organization finances; provide the financial records and other such documentation as requested within 14 calendar days from date of

request; transmit all records and correspondence to any person elected to succeed him or her in that office.

Baseball commissioner: Shall be responsible for interpreting the rules of baseball; be responsible for the marketing for any baseball tournaments hosted by the Corporation/Organization; setup, organize and supervise any baseball tournaments hosted by the Corporation/Organization; will be assisted by the baseball administrative director in league schedule; responsible for the solicitation and selection of coaches; transmit all records and correspondence to any person elected to succeed him or her in that office.

Softball Commissioner: Responsible for interpreting the rules of softball; be responsible for the marketing for any softball tournaments hosted by the Corporation/Organization; setup, organize, and supervise any softball tournaments hosted by the Corporation/Organization. Be assisted by the Softball Administrative Director in the league schedule; responsible for the solicitation and selection of coaches; transmit all records and correspondence to any person elected to succeed him or her in that office.

Safety Officer: Responsible for creating awareness and educating the league on the opportunities to provide a safer environment for children and all participants; complete background checks on all individuals volunteering and/or on the field. Begin renewing the league insurance in January for the upcoming year.

Baseball Administrative Director: Shall supervise the annual registration of player candidates, evaluation sessions and distribution of players among league teams; maintain a listing of any eligible players not assigned to teams who may have available as replacement players; supervise the assignment of umpires; consider all complaints relative to umpires, and make suitable recommendations to the Board; make every effort to register all umpires used by the Corporation/Organization with PONY; assist the commissioner with the preparation of schedules; attend all (to the maximum extent possible) league registration and draft proceedings; transmit all records and correspondence to any person elected to succeed him or her in that office.

Softball Administrative Director: Shall supervise the annual registration of player candidates, evaluation sessions and distribution of players among league

teams; maintain a listing of any eligible players not assigned to teams who may have available as replacement players; supervise the assignment of umpires; consider all complaints relative to umpires, and make suitable recommendations to the Board; make every effort to register all umpires used by the Corporation/Organization with PONY; assist the commissioner with the preparation of schedules; attend all (to the maximum extent possible) league registration and draft proceedings; transmit all records and correspondence to any person elected to succeed him or her in that office.

Baseball and Softball Uniform Director(s): Shall make recommendations to the Board of Directors for ordering and purchasing uniforms for ABSA; be responsible for the distribution of uniforms among ABSA teams; prepare such reports and suggestions as needed by the Board of Directors for budgetary action; transmit all records and correspondence to any person elected to succeed him or her in that office. The Corporation/Organization may have one baseball and one softball uniform director. The roles may be combined based on the needs of the organization. The uniform directors will be responsible for the handling/sales of merchandise.

Equipment Director: Shall make recommendations to the Board of Directors for ordering playing equipment for the Corporation/Organization; be responsible for the distribution of playing equipment among Corporation/Organization teams as well as the collection, inventory, and storage of equipment during the off-season; prepare such reports and suggestions as needed by the Board for budgetary action; transmit all records and correspondence to any person elected to succeed him or her in that office.

Concessions Director: Shall supervise the operation of concession facilities including the maintenance of concession equipment and restrooms; order and control all required supplies; provide proper accounting of all receipts and disbursements; prepare any substantiating reports required by the Treasurer; transmit all records and correspondence to any person elected to succeed him or her in that office.

Team Parent and Special Events Director: Shall be responsible for supervising all fund raising activities; assist with the collection and handling of

ABSA funds; coordinate publicity of special events and opening day activities; will provide teams with all the information needed to be the liaison and facilitator of all league activities; be the liaison between the team parents and the Board; transmit all records and correspondence to any person elected to succeed him or her in that office.

Senior Facilities Maintenance Director: Shall be charged with the general preparation, maintenance, development and improvement of all playing facilities owned, leased, or used by the Corporation/Organization; make recommendations to the Board for suggested or needed expenditures in this area of operation; transmit all records and correspondence to any person elected to succeed him or her in that office.

Field Directors: Field director positions 2, 3, 4, 5, 6, 7, 9 will be responsible for ensuring the fields remain clean, well maintained, and prepared for game days. Field Directors shall have all of the rights and privileges given to any other member of the Board to include voting rights.

Sponsorship Coordinator: Shall be responsible for securing funding and in-kind support through corporate, media, production and hospitality partnerships and the management of these relationships for the duration of the selected level. Is responsible for the collection, tracking, and accurate documentation of all incoming league and team sponsors. Responsible for the timeliness acquisition of banners and other sponsorship specific promises made to individuals/businesses.

Select Baseball and Softball Coordinator: Shall be responsible for soliciting coaches; organizing and hosting player evaluations; placing players on the appropriate select level team; assist coaches in locating and registering for select level tournaments; assist the Sponsorship Coordinator and Team Parent Director with obtaining sponsorships and fundraising activities for the select teams, assisting the Uniform Directors in the acquisition of select uniforms; forward invoice/payment information to the league treasurer for payment/recordkeeping; keep the Board apprised of the goings on of the teams; obtain Board approval for all expenditures coming out of any league account above \$250.00 as stated in the Financial Section. Exception to Board approval is for entering tournaments. Maintain accurate records available to the Board.

Duties Delineated: The duties expressed in this article are specialized duties assigned to the respective board members and do NOT constitute the full range of responsibilities that Board members assume by virtue of their appointment. All Board members are required to fully support and assist in all activities required throughout the entire year that enable the Corporation/Organization to provide a safe, organized, and affordable baseball and softball program.

Article 10 - SPECIAL COMMITTEES

Special Committees may be appointed by the President for such special purposes as deemed necessary. Committee duties and responsibilities shall be outlined at the time of the appointment and such committees shall be dissolved at such time as their purpose has been fulfilled. However, Special Committees may be re-appointed at any time deemed necessary by the President.

Article 11 - Amendments

Amending the by-laws

These Bylaws may be amended by majority vote of the Corporation/Organization membership at the annual meeting or a special meeting called for that purpose provided notification for special meetings are provided to the membership at least five (5) days in advance of the date of such meeting. Bylaws may be completely amended by a $\frac{3}{4}$ vote of the Corporation/Organization Board and rewritten to accommodate current procedures.

LIST OF BOARD POSITIONS

President
Vice President
Secretary
Treasurer
Baseball Commissioner
Softball Commissioner
Safety Officer
Baseball Administrative Director

Softball Administrative Director
Select Baseball and Softball Coordinator
Baseball Uniform Director
Softball Uniform Director
Equipment Director
Concession Director
Team Parent/Special Events Director
Sponsorship Coordinator
Senior Facilities Maintenance Director
Field Directors (2,3,4,5,6,7,9)