

Bylaws of Williamsfield Summer Baseball Association, Inc.

Article I. – Name

The name of this organization shall be the "Williamsfield Summer Baseball Association, Inc." also known as the Williamsfield Summer Ball Association, and referred to herein as "Association".

Article II. Purpose

The Association is a non-profit corporation organized exclusively for the charitable purpose of organizing baseball and softball activities for youth in and around Williamsfield, Illinois. Charitable work primarily supports summer athletic programs for area students and other youth.

Article III. Non-profit Status

The Association is an Illinois non-profit corporation that is recognized to be tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Nothing in these bylaws permits the Association to engage in non-charitable or otherwise nonexempt activities. Further, no part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable reimbursements for expenses and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV. - Office

The principal offices of the Association shall be in the village of Williamsfield, Illinois at the office or home of any other Board of Directors member in the State of Illinois, as the Board of Directors may designate at meetings from time to time.

Article V. – Organization

The Association shall consist of the following individuals and entities:

- Officers. - The President, Vice President, Treasurer, and Secretary
- Board of Directors, herein referred to as "Directors". - includes four (4) Officers, one (1) Fund Raising Manager, one (1) In-House Team Manager, one (1) Information Manager,

one (1) Uniform/Equipment Manager, and one (1) Concessions Committee Chair (who is nonvoting)

- Association Members.- “Members” include parents or guardians of participants, coaches, and individual Sponsors.

Article VI. – Association Members & Fees

Section 1. - All parents or guardians of Participants, coaches of teams organized under the Association, and any individual (not business) who is a Sponsor during the current playing season are permitted to be Members of the Association. All Members will be extended rights and privileges as defined in the Bylaws or otherwise determined by Board policy. All Members will assume the responsibility to abide by the guidelines, rules and regulations defined in, or referenced by, these Bylaws.

Section 2. Association Members vote for Directors and Officers at the Annual Membership Meeting. Association Members do not vote at other meetings of the Association but may attend.

Section 3. - Each player on a team shall be registered as a Participant and shall submit a fee to help offset the costs of participating in the program. Such fee may be increased or decreased as determined by the Board of Directors and may be waived for any individual or group of individuals due to hardship or other extenuating circumstances.

Article VII. - Board of Directors/Officers

Except as otherwise provided in the Articles of Incorporation of the Association filed with the Secretary of State of the State of Illinois (the “Articles”) or the Illinois General Not for Profit Corporation Act of 1986, as amended (the “Act”), the Board shall have the power, directly or indirectly, alone or in conjunction with others, to take any and all lawful actions which may be necessary to fulfill the charitable purpose of the Association. The powers of the Association will be exercised, and its charitable affairs conducted by, the Board except when otherwise stated by the law. The Board may delegate the management of the day-to-day operation to officers, agents, employees, or other delegates which the Board, by resolution, designates, provided that the business and affairs of the Association shall be exercised under the ultimate direction of the Board.

Section 1. - The Board of Directors (hereinafter “Board”) shall reside within Williamsfield, Illinois, or surrounding area.

Section 2. - The Association will be governed by a Board. These “Directors” shall consist of a 1) President, 2) Vice President, 3) Secretary, 4) Treasurer, 5) Fundraising Manager, 6) Information Manager, 7) In-House Team Manager, 8) Uniform/Equipment Manager, and 9) a non-voting Concessions Committee Chair.

Section 3. - The Officers of the Board shall be the President, Vice President, Secretary, and Treasurer.

Section 4. - The Board of Directors shall be elected by the Association Members at the Annual Meeting of Members or at another time as determined by the President. Each Director shall serve a term of one (1) year unless the Director resigns or is removed as provided herein. To vote for Board Directors, the Member must be present in person or by audio or video call at the

Annual Meeting of Members. A Member may not vote by proxy.

Article VIII. - Duties and Compensation of the Officers and Board of Directors

Section 1. - The Board shall be the governing body of the Association. The Board shall have up to 7 voting Directors and a President.

Section 2. - The Board shall work with the Village of Williamsfield, Illinois, and school system regarding baseball and softball fields, up-keep, and postponement of games because of weather, concession stand use, lighting, and maintenance.

Section 3. - The Officers of the Association shall perform such duties as naturally pertain to their respective offices and positions. Unless otherwise specified herein or by Board policy, more than one role, in whole or in part, may be assumed by the Officers or Directors, depending on the availability of individuals to assume such roles or other needs of the Association.

Section 4. - No Officer can hold a second Officer position but may hold a non-officer Board position, in whole or in part, temporarily. Individuals who hold dual positions may have only one vote and shall count as one for purposes of the quorum.

President (officer): The President shall conduct and schedule Board meetings, help and advise Committees, be responsive to questions and concerns of Members, shall present at each Annual Meeting of Members a report of the business of the Association for the preceding fiscal year, and promote the Association to the village of Williamsfield, surrounding areas, and outside organizations. The President shall also oversee long-term development and planning of the Association. More specific roles and responsibilities of the President may be determined by the Board. The President is a non-voting member unless to break a tie. The President is also a member of the Bi-County Board and shall represent the Association during Bi-County Board meetings.

Vice President (officer): The Vice President shall conduct and schedule Board meetings in the absence of the President, and shall assist the President with his/her duties, as the President directs. The Vice President also assumes any and all responsibilities of the President, including the Bi-County Board, in the President's absence.

Treasurer (officer): The Treasurer shall have custody of funds of the Association. The Treasurer shall keep or cause to be kept a full and accurate accounts of receipts and disbursements and shall deposit all monies and other valuable effects of the Association in the name and to the credit of the Association in a depository designated by the Board of Directors. The Treasurer shall disburse the funds of the Association and shall render to the President or the Members, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Association. For purchases of \$500 or less, the Treasurer shall control the purchase order forms, which must be signed by the President, Vice President, or Treasurer in order to be valid. Disbursements over \$500 require two separate signatures of either the President or Vice President and the Treasurer.

Secretary (officer): The Secretary shall attend all meetings of the Board, or in his/her absence, shall have assigned by the President a Secretary pro tempore to fulfill all Secretary roles and responsibilities. The Secretary shall take and maintain or cause to be taken and maintained a

true and complete record of the proceedings of each Board meeting, timely mailing or electronically mailing the minutes to each Director, and update the Bylaws with any amendments and distribute a copy to each Director. The Secretary shall give, or cause to be given, notice of all meetings of the Directors and meetings of the Members.

Fund Raising Manager: The Fund Raising Manager is responsible for organizing and coordinating all Association fund raising activities, securing necessary permits or licenses and other permissions for such efforts, and shall perform whatever additional duties the President may from time-to-time prescribe.

Information Manager: The Information Manager is responsible for outreach to the community, parents, and other stakeholders with information about sign-ups, roster, rules, schedules, re-schedules, and other pertinent information. The Information Manager shall also provide or information necessary for updating relevant Websites and be responsible for posting to social media feeds.

In-House Team Manager. This individual ensures that ball fields are properly equipped, maintained, correctly configured, and ready for play. He/She also ensures that qualified umpires are present to officiate each game and serves as the primary point of contact with coaches. In addition, the In-House Team Manager coordinates all rescheduled games with necessary parties and maintains schedules.

Uniform/Equipment Manager: The Uniform/Equipment Manager is responsible for the inventory, inspection, and maintenance of equipment. In coordination with coaches and the Treasurer, procures replacement equipment and supplies. He/She also coordinates the procurement of and distribution of player and coach uniforms, which may or may not include sponsorship logos.

Concessions Committee Chair (non-voting). The Chair of the Concessions Committee, as described in Section XIV, serves as an ex-officio representative to the Board.

Section 5. - Neither the Directors nor Officers shall not receive compensation from the Association.

Section 6. - Reimbursement for fair and reasonable expenses due to obtaining and maintaining proper food handling certification for those on the Concessions Committee shall be made available, pending availability of funds, to qualifying individuals to the extent that the individual was pre-approved by the Board to obtain or maintain certification.

Section 7. - No Officer shall have an unmanageable financial or other conflict of interest that would give a reasonable person the appearance of bias in the fulfillment of duties.

Section 8. - Consistent with these Bylaws and Board policy, the President may appoint an individual pro tempore to fill the role of Secretary, Fund-raising Manager, Information Manager, In-House Team Manager, or Uniform/Equipment Manager at any time so long as notice is given to the Board. Individuals serving in pro tempore roles have all rights and responsibilities of the temporary role and count toward quorum.

Article IX. - Association Assets and Business Affairs

Section 1. - The Officers shall control and manage the funds, property and business affairs of the Association. Funds of the Association shall be deposited in checking and savings (e.g.

regular, certificates of deposit, etc.) accounts.

Section 2. - Funds not exceeding \$500 shall be withdrawn from these accounts only by signature of one of the following Officers: President, Vice President, or Treasurer. The Officers shall control, manage and disperse the funds, property and business affairs of the Association. The President may designate others to manage and disburse funds with the consent of the Board.

Section 3. - Expenditure of funds exceeding \$500 require two separate signatures of either the President or Vice President and the Treasurer.

Section 4. - Except as provided above, funds will only be dispersed with the direction and approval of the Officers.

Article X. - Director and Officer Vacancies

Section 1. - Vacancies in the Director or Officer positions may be filled at any meeting of the Board of Directors, and such shall require an affirmative vote of a majority of the Board of Directors at the time of any such election to fill any vacancy or vacancies.

Section 2. - In case of a vacancy in the office of the President, the Vice President shall become President and serve as President until the next regular annual election of Officers. In case of a vacancy of both the President and the Vice President, a President and Vice President shall be elected by the Board of Directors at the regularly scheduled meeting following the vacancy.

Section 3. The President may elect to fill a non-officer vacancy, in whole or in part. If/When that occurs, the President may vote in the capacity of the non-officer vacancy and may not vote to break ties.

Article XI. – Director and Officer Voting/Quorum

Section 1. - A majority of the voting Board of Directors will constitute a quorum for conducting business. Any Board action requiring a vote shall be by majority of the quorum, unless otherwise provided herein. Each Director shall have one vote on all Board issues, with the exception of the President when his/her vote is necessary only to break a tie. The President is not included in the quorum except as provided in Section VIII.

Section 2. - Any Director may be asked by the President to abstain from voting or be recused from voting due to a real or perceived financial or other conflict of interest.

Section 3. - A Director may not vote by proxy but participation and voting via audio or video is permissible so long as a quorum is physically present and sufficient notification was provided to the Secretary or President to enable remote participation.

Section 4. - Individuals who serve in dual roles (e.g., one Officer position and a non-Officer position, in whole or in part) count as one toward quorum.

Section 5. - Individuals who serve in pro tempore roles count as one toward quorum.

Article XII. -Meetings

Section 1. - The Board shall hold periodic meetings as needed, at least annually. The Board will determine the time and place of each meeting. Meetings may be postponed and rescheduled by the Board. Special meetings may be called at any time when called for by two or more Board Directors.

Section 2. - An Annual Meeting of Members will be held the first quarter of each calendar year. The election of Directors and Officers may occur at the Annual Meeting or during another meeting if the President so determines.

Section 3. - Notice of all meetings of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally and/or sent by mail or email to each Director at his or her address or email address as shown by the records of the Association. Any Director may waive notice of any meeting.

Article XIII. - Director Resignation/Expulsion

Section 1. - Any Member of the Board may resign at any time by giving written notice to the President; unless otherwise specified in the notice or earlier as determined by the President, the resignation shall take effect upon receipt by the President.

Section 2. - Any Director may be expelled from the Association when he/she participates in an activity deemed detrimental to the Association. Upon receipt of a formal written complaint signed by at least one Director, the President shall present such complaint to the Board for consideration. The President shall then, upon direction by the Board, notify the Officer or Director of the complaint and set a date and time for discussion and action. Approval to expel shall be by at least a majority vote of those Directors in attendance at the special meeting. The Board shall also determine the appropriate length of time for the expulsion to remain in effect. In the event that the subject of such expulsion proceedings is an Officer or Director of the Association, said Director will not be allowed to vote. If the President is the one being considered for expulsion, the Vice President shall instead fulfill these duties.

Article XIV. – Committees

Section 1. - The Board may establish Committees as necessary to further the purposes of the Association. All Committees shall report to and be under the direction of the Board. The Committees may be standing or ad hoc, as the Board determines. The Committee shall be made up of Members of the Association and others as determined necessary by the Committee.

Section 2. Concessions Committee: The Board may elect to appoint a Concessions Committee and chair with responsibility for coordinating the menu, obtaining any required food or related permits, organizing volunteers, managing inventory, accessing and security the building, maintaining sales records, coordinating transactions with the Treasurer, and maintaining the necessary food safety certification(s) to operate or oversee operations of the concessions.

Article XV. - Policies and Procedures

Policies, regulations, guidelines and philosophical spirit under which the programs will be

conducted shall be approved by the Board and reviewed at least annually.

Section 1. - PARTICIPANTS

Eligibility: Youth residing in or around Williamsfield, Illinois, may register to play on a team organized by the Association. Special exceptions may be made by the Board for unusual circumstances.

Registration: Registrations will be accepted during time periods determined by the Board. The Association shall publicize registration through the local media, social media, the Williamsfield School District, among other methods of communication. Late registration will be handled at the discretion of the Board or pertinent policy.

Registration Fees: Except as otherwise provided herein, all players registering with the Association will be required to pay a fee to offset expenses of participating in the athletics, according to the schedule set by the Board.

Section 2. - TEAM COACHES

Coaches for teams organized under the Association will be selected through expression of interest to the Board. The Board will resolve any conflicts arising over the selection of coaches. All coaches are expected to comply with the guidelines set forth in the Association's Coach's Code of Ethics, and are subject to the guidelines set forth in the Coaches' Behavior Policy.

Section 3. - TEAM ORGANIZATION

The organization of teams under the Association will be done by the Board according to the following guidelines, which may vary according to age divisions of the team being formed:

League teams shall be organized in an effort to establish parity among the teams.

League teams shall consist of no fewer than 9 and no more than 15 players, unless the number registered makes it impossible to meet this requirement. League teams in each age group will have as close to the same numbers of players as possible.

Requests by a parent for a player to be placed in a specific league team will be evaluated and decided by the Board on a case-by-case basis.

The Association reserves the right to establish travel teams.

Each team shall include one (1) head coach and one (1) assistant coach, unless otherwise approved by the Board.

Section 4. - ASSOCIATION FUNDING

Association revenues will be generated by the following mechanisms and by other mechanism approved by the Board:

1. **Registration Fees:** Fees shall be collected annually from all players according to guidelines previously outlined by these Bylaws or relevant Board policy.
2. **Fund Raisers and Tournaments:** The Association from time to time may generate revenue by conducting specific fund raising activities and by sponsoring tournaments during the

- playing season. The fund raising activities shall be approved by the Board.
3. Concessions: The Association shall work with Williamsfield schools or other entities, as needed, to manage concessions and profit from the sale of purchasable food, drinks, or other items.
 4. Community Support: The Association recognizes that in order to successfully accomplish its objectives and goals, financial support from the community will be required. Annually the Association will solicit financial contributions from businesses, service organizations and individuals.

Section 5. - UNIFORMS AND EQUIPMENT

The Association will supply all basic uniforms and equipment for teams organized under the Association. Basic equipment will be provided to all teams. Uniforms may be sponsored through Community Support or other source of funding.

Section 6. - UMPIRES

The In-House Team Manager will maintain a pool of umpires who will be paid by the Association and assigned to work home games.

Section 7. - MISCONDUCT

Policies pertaining to misconduct by coaches and/or Members are set forth in the Association's Coaches' Behavior Policy, Parent's Behavior Policy, and/or Coach's Code of Ethics. Any Member or Coach who exhibits conduct contrary to these policies or the spirit of these Bylaws or Board policy is subject to removal from the Association by a majority vote of the Board.

Article XVI. - Rules of Play

Prior to the beginning of each season, the Board shall review the league rules of play, as established by the Bi-County Board.

Article XVII. – Grievances

Any Member may file a written grievance with the Board. The Grievance will be heard by the Board for resolution.

Article XVIII. – Insurance and Indemnification

Section 1. - The Association will provide all players and coaches supplemental athletic accident insurance with a maximum coverage of \$5,000.00. Member coverage will include such activities as practice sessions, games, fund-raisers, care of playing fields, trips, picnics, parades, and sports clinics.

Section 2. - The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service as a director, officer, or

employee of the Association; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3. - No amendment or repeal of this Section which adversely affects the right of an indemnified person shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Article XIX. - Fiscal Year

The fiscal year shall be from January 1 to December 31.

Article XX: Miscellaneous

Section 1. - Nothing in these Bylaws prevents the Board from modifying policies, procedures, or practices to comply with specific grant requirements, so long as modifications are properly documented and retained in accordance with a Board-approved record retention policy, law, rule, or regulation. Examples include but are not limited to employment under a federal, state, or other grant; training requirements; and workplace postings as required by the federal government, State of Illinois, or other governing or regulatory body.

Section 2. - Meeting Records. All board and committee meetings must be properly documented through official minutes that accurately and completely capture the proceedings, decisions, and action items. Minutes shall be prepared within thirty (30) calendar days of the meeting and made publicly available after board approval.

Section 3. - Books of Account. The Association shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 4. - Inspection of Records by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association. Such inspection by a director may be made in person, online, electronic, or the Association's accountant or attorney.

Section 5. - Annual Report. The Board shall cause an annual report to be published not later than 120 days after the close of the fiscal year. The report shall contain all the information required by law, and shall be accompanied by any report of independent accountants, or if there is no such report, the certificate of the Treasurer that such statements were prepared without audit from the books and records of the Association. The Treasurer shall furnish the annual report to all Directors.

Section 6. - Audited Financial Statements. The Board shall, to the extent required by law, cause the audited financial statements of the Association to be made available for public inspection no later than 9 months after the close of the fiscal year to which the statements relate.

Article XXI. – Amendments

Section 1. - These Bylaws may be amended by the Board according to the following procedure: Any Board of Director may propose to amend the Bylaws by presenting in writing the proposed amendment to the Board at any regular or special meeting. The proposed amendment will be considered in discussion by the Board and tabled until the following meeting, at which time it can be further discussed, if desired by any Member. Following discussion at the second meeting, the proposed amendment will be adopted or rejected by a majority vote of the Board.

Article XXII: Termination or Dissolution

Upon termination or dissolution of the Association, any and all assets remaining after all debts have been satisfied shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose.

That the undersigned, being the Secretary of the Board of Directors of the WILLIAMSFIELD SUMMER BASEBALL ASSOCIATION, INC., do hereby certify that the above and foregoing Bylaws were duly adopted as the Bylaws of said Williamsfield Summer Baseball Association, Inc. at an incorporators' meeting thereof, on the 2nd day of December, 2019.

Molly Eagle, Secretary