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Article I. ORGANIZATION

Section I.01 NAME

The name of this organization shall be the BRIGHTON YOUTH BASEBALL ASSOCIATION, abbreviated BYBA, hereinafter referred to as the Association.

Section I.02 PURPOSE

The purpose of the Association is to sponsor and promote a junior baseball program in the Northwest area of Adams County, Colorado, and in so doing strive to promote better citizenship among the young of the area and to strive for more physically fit, mentally alert, and morally fine youth in the area. The Association will be operated as a part of the Jefferson County Junior Baseball league, hereinafter referred to as the League.

Section I.03 NON-PROFIT AND NON-STOCK CORPORATION

The Association shall be operated as a non-profit corporation in accordance with the laws of the State of Colorado. The private property of the members of the Association shall not become liable for the debts of the Association. The Association shall be a non-stock corporation, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

Section I.04 DISSOLUTION OF ASSOCIATION

In the event of dissolution of the Association, its then net assets and monies shall be transferred as determined by a committee elected by the membership.

Article II. MEMBERSHIP

Section II.01 MEMBERSHIP

Membership in the Association shall be comprised of:

- A. Parents, step-parents and/or legal guardians of the players registered in the association
- B. Members of the coaching staff of each team
- C. Members of the Board of Directors
- CI.

Article III. ASSOCIATION MEETINGS

Section III.01 REGULAR MEETINGS

The members of the Association shall have a regular meeting once each month, on the second Tuesday of the month, or at a time designated by the Board of Directors, at such a place as designated by the Board of Directors. Regular meetings may be suspended as determined by the Board of Directors.

Section III.02 ANNUAL MEETING

The annual meeting of the members of the Association shall be held during the month of September of each year at such time and place as may be designated by the President, when the members of the Association shall elect members of the Board of Directors for the ensuing year. The elective officers of the Association consist of the President, Vice President, Majors/AAA Director, Minors In-Town Director, JCJBL League Rep AA/A, Minors League Rep, Secretary, Treasurer, Equipment Manager, Umpire Director, and Special Events Coordinator. Officers shall be elected by a majority vote of the full-time voting members; runoff elections may be required to insure that this condition is met. In addition to the officer positions, director positions shall be appointed by the Board of Directors. All persons elected to the Board of Directors shall automatically be members and hold the same offices of the Board of Directors upon their election to such offices of the Association.

Section III.03 SPECIAL MEETINGS

Special meetings of the membership may be called at any time by resolution of the Board of Directors.

Section III.04 ATTENDANCE

All meetings shall be open to any member of the Association. Non-members shall be allowed to attend any membership meeting provided that non-members may not debate any question before the membership, unless recognized by the Presiding Officer.

Section III.05 VOTING

- A. At all meetings of the Association, each team, as represented by the Head Coach, submitted or designee of that team shall have one (1) vote on any matter submitted to the

membership for a vote.

B. At all meetings of the Association, each member of the Board of Directors shall have one (1) vote on any matter submitted to the membership for a vote; except the President, who shall only be allowed to vote in the case of a tie vote. No member of the Board of Directors shall be entitled to more than one (1) vote, even though such member of the Board of Directors may be the Head Coach of an Association team.

C. The persons described in paragraphs A & B shall be referred to as full-time voting members.

D. At any regular or special meeting of the Association, for the transaction of any business whatsoever, a majority of the members of the Association with full-time voting rights shall constitute a quorum provided, however, the President at all times shall be vested with the authority to determine the extent of the membership.

1. The quorum for the annual business meeting shall be, a majority of those with full time voting rights who have attended a majority of the meetings including the annual meeting held during the current calendar year.

E. Parents and/or legal guardians of the players registered with the Association shall be allowed to vote on any matter submitted to the membership for a vote under the following conditions:

1. A majority of the full-time voting members authorize that the parents and/or legal guardians of any player registered with the Association be required to vote on any matter submitted to the membership for a vote; or;

2. Any four (4) members of the Board of Directors, or the President and three (3) voting members of the Board of Directors may require that the parents and/or legal guardians be required to vote on any matter submitted to the membership for a vote; and,

3. Only one (1) vote per player registered with the Association will be allowed; and,

4. Proxies of votes by the parents and/or legal guardians will not be allowed.

F. The following matters shall require a vote of the parents and/or legal guardians of the players registered with the Association:

1. Any proposed merger or consolidation with the Association and another organization or association;

2. Any proposed action that would affect the area boundaries of the Association, such boundaries as stated by the League. Boundary changes required by the League shall not fall into this category.

3. Any matter as described in Article III, Section 5, Paragraph E.

G. Proxies shall not be recognized for full-time voting members unless the Board of Directors shall direct otherwise. Proxy voting shall only be authorized on a case-by-case basis.

H. Except as provided herein, a simple majority of the votes cast by the voting members of the Association, in which a quorum is present, shall be necessary to decide any business of the membership.

Section III.06 PRESIDING OFFICER

The President shall preside at all meetings of the Association, unless not in attendance, in which event the Vice President shall preside. If neither the President nor the Vice President is in attendance, the Vice President of Minors shall preside. The Secretary shall act as Secretary, and in his/her absence, such other person shall serve as Secretary as designated by the Presiding Officer.

Section III.07 CONDUCT OF MEETINGS

Regular meetings of the membership of the Association shall be informal in nature but must include the following:

- A. Roll call
- B. Reading and action to minutes of previous meeting
- C. Treasury report
- D. League report
- E. Committee reports
- F. Old and New business

The presiding officer shall allow discussion on any matter brought to the attention of the membership.

Article IV. BOARD OF DIRECTORS

Section IV.01 PURPOSE

The management of all of the affairs, interests, and property of the Association shall be vested in the Board of Directors which shall include the President, Vice President, Majors/AAA Director, Minors In-Town Director, JCJBL League Rep AA/A, Minors League Rep, Secretary, Treasurer, Equipment Manager, Umpire Director, and Special Events Coordinator. All officers of the Board of Directors shall serve a one-year term or until their respective successor is elected and qualified. The Board of Directors shall have all the powers not prohibited to it by statute or as reserved by law or these Bylaws.

Section IV.02 MEMBERS

Members of the Board of Directors shall be elected by ballot at the annual meeting of the Association by a quorum of full time voting members of the Association at such meeting. The officers mentioned in Article IV, Section I shall automatically be members and hold the same office of the Board of Directors upon their election to their respective offices of the Association. The President shall be the chief executive officer and chairperson of the Board of Directors and the Secretary shall be the Secretary thereof. A Nominating Committee composed of three (3) persons appointed by the President and approved of by the Board of Directors shall select persons to be nominated as members of the Board of Directors; and such choices shall be presented at the annual meeting of the association at which time further nominations from the membership of the Association may be made. The Board of Directors shall consist of eleven (11) members including all officers. The members are President, Vice President, Majors/AAA Director, Minors In-Town Director, JCJBL League Rep AA/A, Minors League Rep, Secretary, Treasurer, Equipment Manager, Umpire Director, and Special Events Coordinator.

Section IV.03 MEETINGS

- A. The Board of Directors shall meet each month on such day, time and place as designated by the President, with the approval of the Board of Directors for the purpose of conducting business of the Association.
- B. A minimum of six (6) voting members of the Board of Directors shall constitute a quorum necessary for the transaction of any business of the Association.
- C. Except as provided by these Bylaws, a majority of the votes cast in which a quorum is present shall decide any business before the Board. The President shall not have a vote in any meeting of the Board of Directors, except that the President has a vote only in the case of a tie vote among the other members of the Board of Directors.
- D. Special meetings of the Board of Directors may be held at any time upon the call of the President or any two (2) members of the Board of Directors, providing that notice is

given to all members of the Board of Directors no later than forty-eight (48) hours prior to such meeting.

E. Board of Directors meetings shall be informal in nature. The presiding officer shall allow discussion of any matter brought to the attention of the Board of Directors by any member of the Board of Directors. Any matter may be brought to vote by request of any member of the Board of Directors.

Section IV.04 DUTIES OF THE BOARD OF DIRECTORS

A. To abide by the Bylaws of the Association and the Bylaws of the League including all Rules and Regulations of the Association and the League

B. To properly notify the eligible players, and their parents or legal guardian of registration dates

C. To make up team rosters. All decisions of the Board of Directors in the placement of the players on teams shall be consistent with the best interest of the player

D. Approve the expenditure of all monies of the Association

E. Establish registration and sponsorship fees

F. Be responsible for the procurement and selection of a sufficient number of coaches to adequately staff each team

G. Have the power to discharge any coach or assistant coach or player upon the majority of the vote cast by the members of the Board of Directors

Section IV.05 DUTIES OF THE OFFICERS

A. PRESIDENT

1. Shall preside at all meetings of the Association and of the Board of Directors

2. Shall be the chief executive officer of the Association

3. Shall have, subject to the control of the Board of Directors, general supervision of the affairs of the Association

4. Shall appoint all necessary committees, and Coordinators in order to properly administer the affairs of the Association, subject to the approval of the Board of Directors

5. Shall appoint a member to fill a vacancy on the Board of Directors, subject to approval of first, the Board of Directors and second, the full time voting members

6. Shall represent the Association at all JCJBL meetings, together with the 1st Vice President

B. VICE PRESIDENT

1. Shall perform the duties of the President in the absence of the President

2. Assist the President in Association affairs

3. Shall be the Association's Registrar, and responsible for the timely distribution of copies of each area's registration records to its Area Vice President and responsible for submitting all official rosters to JCJBL and any/all sanctioning organizations

4. Shall, together with the President, represent the Association at all JCJBL meetings

C. DIRECTOR MAJORS/AAA

1. Shall (in order listed above) perform the duties of the President in the absence of the President and 1st Vice President

2. Assist the Board of Directors in the performance of its duties

3. Shall coordinate between all areas the registration, bracketing, try-outs and draft procedures of the Association

4. Shall be members of the Coaches Approval Committee, chaired by the elected Coaches Director

5. Shall assist Vice President with registrar's duties of completion of official JCJBL

rosters and official rosters for all sanctioning bodies

6. Shall be members of the Budget Committee, Tournament Committee, Bylaws Committee, Bracketing Committee

D. DIRECTOR MINORS (IN TOWN 10 AND UNDER)

1. Responsible for the registration, bracketing, game scheduling, coaching assignments, post season tournaments, and a member of the budget committee
2. Shall coordinate and oversee the tryouts and selection of all players in the Kid Pitch Divisions.

E. SECRETARY

1. Shall record and maintain a complete file of the minutes of Association meetings and meetings of the Board of Directors
2. Shall be responsible for the proper notification of members for coming meetings
3. Shall, in a timely manner, file all reports of the Association with the proper authorities as required by law
4. Have custody of the corporate seal and shall affix and attest the same to all documents requiring the same

F. TREASURER

1. Shall receive and deposit to the account of the Association all funds paid to the Association in an account approved by the Board of Directors
2. Shall maintain the books of account for the Association in good order for examination by the Audit Committee
3. Shall submit a written and current financial statement at each Association meeting
4. Shall be responsible for the timely filing of all financial reports required by law, including but not limited to, Federal and State Income tax returns, if necessary
5. Term of office is limited to 3 consecutive years or as decided by the BOD to the benefit of the Association.

Section IV.06 DUTIES OF NON-OFFICER DIRECTORS

A. SPONSOR DIRECTOR (all ages)

1. Shall solicit sponsorships from business community; order new banners and maintain all existing banners; year long public relations work with sponsors; coordinate all areas of fundraising and member of budget committee

B. TOURNAMENT DIRECTOR

1. Shall be responsible for organizing and conducting all tournaments of the association, including any league and nationally sanctioned tournaments

C. INDOOR PRACTICE FACILITY (IPF) DIRECTOR

1. Shall be responsible for all aspects of maintaining the Association IPF, including but not limited to the scheduling of necessary attendants
2. Member of the budget committee

Section IV.07 COMMITTEES

A. The President shall appoint, with approval of the Board of Directors, any committee necessary for the proper administration of the affairs of the Association. Such committees shall include, but not limited to:

1. Audit Committee - consisting of three (3) members of the Financial Advisory

Committee and the Treasurer, who shall examine the books of account and financial records of the Association and report said findings at the next regular meeting of the Board of Directors. Such committee shall convene no later than November 20th of the current year. The Board of Directors may request the Audit Committee to conduct additional audits at any time during the year with a report due by the next regularly scheduled meeting of the Board of Directors.

2. Bylaws Committee - consisting of a chairman, appointed by the President; committee members solicited from the membership at large; and the Director Majors/AAA, Director Minors, AA/A League Representative, and Minors Representative shall enforce the Bylaws of both the Association and the League and report any violations to the Board of Directors. Such Committee shall be responsible for the resolution of any dispute regarding the By- Laws of both the Association and the League, subject to approval of the Board of Directors. Committee is to annually review the Association Regulations and Rules of Play and submit their recommended amendments (if any) for Board of Directors approval prior to the February coaches meeting of each year.

3. Nominating Committee - consisting of three (3) members of the Association who shall select persons to be nominated as members of the Board of Directors and shall select persons to be nominated as officers of the Association and such choices shall be presented at the annual meeting of the Association.

4. Financial Advisory Committee - Comprised of knowledgeable parents, coaches, and well known members of the Brighton Youth Baseball Association community. The committee shall not consist of less than three (3) members and shall be responsible for securing new members as and when vacancies exist. Duties of the Financial Advisory Committee are:

- a. To counsel and advise the Board of Directors on financial matters of the Association
- b. To develop short- and long-term financial strategies concerning capital reserves, acquisitions, investments, and fund raising
- c. To advise the Association regarding sponsorship opportunities within the corporate community
- d. To serve on the audit committee each October for the purpose of inspecting the financial records of the Association
- e. To act upon other matters assigned to it, which may arise from time-to-time
- f. Meeting Schedule: The committee shall have one regular meeting each calendar year at a time fixed by it. Special meetings may be called at any time with the approval of more than 50% of the committee or at the request of the Association President.

Section IV.08 COORDINATORS

A. The President shall appoint, with approval of the Board of Directors, any Coordinator position necessary for the proper administration of the affairs of the Association. Such Coordinators do not have voting rights as board members, and may include, but are not limited to following positions:

1. Team Parent Coordinator
2. Opening Day Coordinator

Article V. BASEBALL PROGRAM RULES AND REGULATIONS

Section V.01 LEAGUE BYLAWS AND LEAGUE RULES AND REGULATIONS

A. The baseball program of the Association is a part of the program of the Jefferson County Junior Baseball League. The Association's Bylaws shall not conflict with the

Bylaws of the League. The Association's Rules and Regulations shall not conflict with the Rules and Regulations of the League.

B. It shall be the duty of the Association's Secretary to maintain the official copy of these Bylaws. The President shall keep the membership of the Association informed as to all changes to the Bylaws of the League.

Section V.02 ASSOCIATION RULES AND REGULATIONS

The Rules and Regulations of the League shall govern the administration of the Association's baseball program insofar as the Association shall make no rule or regulation that is in conflict with League Rules and Regulations. Any further rules or regulations not addressed by the League Rules and Regulations that should be necessary to conduct the Association's baseball program shall be passed by resolution of the members, and may be changed from time to time as the need arises. An amendment to these Bylaws shall not be required in order to adopt, change, or pass by resolution any Association rule or regulation governing the administration of the Association's baseball program.

Article VI. POWERS AND RIGHTS OF MEMBERS

Section VI.01 FULL-TIME VOTING MEMBERS

The full-time voting members of the Association have the power:

- A. To elect the Directors of the Association at the annual meeting of members
- B. To remove from office any Director or Officer for good and sufficient cause, at a regular or special meeting, by majority vote if a quorum is present
- C. To hear, consider, and approve or disapprove reports of the Board of Directors, Officers, and committees of the Association
- D. To modify, suspend, or veto any decision of the Board of Directors by majority vote if a quorum is present
- E. To amend these Bylaws by a two-thirds affirmative vote
- F. To attend, and speak at any meeting of the Association or Board of Directors
- G. Full-time voting members may adopt resolutions for the guidance and direction of the Association at any annual or special meeting, and such resolutions shall be binding on the Board of Directors and continue in effect until the next annual meeting of members

Section VI.02 PARENTS / STEP-PARENTS / LEGAL GUARDIANS

The parents, step-parents and/or legal guardians of the players registered in the Association's baseball program have the power:

- A. To attend, and speak at, any meeting of the Association or Board of Directors
- B. To vote on issues submitted to the membership under the provisions of these Bylaws as stated in Article III, Section 5
- C. The parents and/or legal guardians of the players registered in the Association's baseball program have the right to be kept informed of the affairs of the Association

Article VII. AMENDMENT TO BYLAWS

Section VII.01 SUBMITTING AMENDMENTS

Any member of the Association may propose amendment(s) to these Bylaws by presenting such proposal(s) to the membership in writing at any regular or special meeting of the Association

Section VII.02 ADOPTION OF AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted as follows:

- A. The proposed amendment(s) shall be discussed during the meeting in which such proposed amendment(s) were submitted
- B. At the next regular or special meeting of the Association, provided that the purpose of such a special meeting is to approve or disapprove such proposed amendment(s), such proposed amendment(s) shall be voted on by the full-time voting members of the Association, except that if the provisions of Article III, Section 5, Paragraph E are invoked, then the parents and/or legal guardians shall be allowed to vote as well
- C. If Article III, Section 5, Paragraph E is not invoked, the proposed amendment(s) shall be adopted only upon the affirmative vote of a two-thirds majority of full-time voting members, provided that a quorum of full-time voting members cast votes.
- D. If Article III, Section 5, Paragraph E is invoked, the proposed amendment(s) shall be adopted only upon the affirmative vote of a two-thirds majority of those casting votes, provided that a quorum of full-time voting members also cast votes.

Article VIII. METHOD OF DISSOLUTION OF ASSOCIATION

Section VIII.01 METHOD OF DISSOLUTION

Voluntary dissolution of the Association shall be accomplished by the affirmative vote of a three-fourths majority of the Board of Directors, and ratified by a majority vote of the full-time voting members of the Association in a meeting of the Association. No member of the Association shall be entitled to or have any interest in the assets of the Association or any right to share in the distribution thereof.