

**BY-LAWS OF**  
**COVENTRY YOUTH BASEBALL ASSOCIATION, INC.**

**ARTICLE I**  
**PURPOSE**

1.1 The purpose of Coventry Youth Baseball Association, Inc. (Hereinafter, "Corporation") is set forth in the Certificate of Incorporation. The term to foster amateur sports competition by promoting, developing and governing youth baseball activity means, as may be amended from time to time by the Board of Directors, as hereinafter defines, to provide training for all boys and girls in grade kindergarten-12 with fundamentals baseball skills and with the ideals of sportsmanship and physical fitness. Most important is the opportunity to play the game and have fun in a supervised, organized, and safety-oriented manner and to keep the welfare of the participants free of any adult ambition and personal glory.

**ARTICLE II**  
**NO MEMBERS**

2.1 The Corporation shall have no members. The Corporation shall be governed by its Board of Directors which shall be self-perpetuating.

**ARTICLE III**  
**BOARD OF DIRECTORS**

3.1 **General Powers.** There shall be a Board of Directors which shall have the general authority to conduct the affairs of the Corporation in a manner consistent with Article I. this authority includes, but is not limited to, the following powers:

- a) to administer the organization, develop and execute the policies of the Board and of the Corporation, and to appoint all personal;
- b) to enter into agreements and contracts, make purchases, enter into leases, and buy and sell property;
- c) to implement all personnel, fiscal and program policy.
- d) to enforce compliance with all applicable donations or grants and contributions;
- e) to take any other action necessary to carry out the purposes of the Corporation.

3.2 **Election, number and tenure.** The directors shall be elected by the directors at the annual meeting or other meeting so noticed. All Directors shall serve one (1) year terms. The number of directors shall be not less than five (5) or more than eleven (11). If new Directorships are added, the new directors shall be elected by the board.

3.3 **Regular Meetings.** An annual meeting of the Board of Directors shall be held during September of each fiscal year. The Board of Directors may provide by resolution the time and place for holding of the annual and regular meetings of the board without other notice than such resolution, except that the secretary shall mail notice to each director of the date, time and place of said meeting. Said notice shall be mailed at least five (5) days prior to the date of such meeting.

3.4 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any public place in the Town of Coventry as the place for holding any special meeting of the Board called by them. Said person or persons shall also be responsible for giving the notice required in Section 3.5.

3.5 **Notice.** All notices of any special meetings of the Board of Directors shall be given to the members thereof at least two (2) days prior to date of such meeting. Written notice of any special meeting of the Board of Directors shall be mailed via certified mail, properly addressed, with proper postage thereon prepaid to the members thereof at least five(5) days prior to date of such meeting. If mailed, such notice shall be deemed to be delivered when recipe of certification is received by sender and presented at said special meeting. Whenever notice is required to be given to any person, a written waiver of notice signed by the person or persons entitles to such notice, whether before or after the time stated therein, and filed with the Secretary, shall be equivalent to the giving of such notice. The business to be transacted as a special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting. The notice referred to herein shall include the date time and place of said meeting.

- 3.6 Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors: but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- 3.7 Manner of Acting.** The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these By-Laws.
- 3.8 Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by a majority vote of those directors remaining in office, although less than a quorum. A Director elected to fill a vacancy shall hold office for the unexpired term of his predecessor.
- 3.9 Compensation.** Directors as such shall serve without compensation for their services. By resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to prohibit Directors from serving the Corporation in any other capacity and receiving compensation therefore.
- 3.10 Special Powers.** In addition to all the powers that the Board of Directors may have, the Board of Directors shall have the right to suspend or dismiss any participants in any programs sponsored by the Corporation, including but not limited to players, coaches, and assistant coaches. The Board of Directors may delegate this authority in accordance with any rules and procedures that may be established by the Board of Directors.
- 3.11 Absence as Resignation.** Absence from two (2) meetings of the Board of Directors in a fiscal year without previous notification or a valid reason shall be considered a resignation, and such notification and/or reason shall be noted in the minutes.

#### **ARTICLE IV** **OFFICERS**

- 4.1 Officers.** The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article by the Board of Directors. The Board of Directors may elect or appoint such other officers, including one or more Assistance Secretaries and one or more Assistant Treasurers, as it shall be deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers of the Corporation must be chosen from the members of the Board of Directors of the Corporation.
- 4.2 Election and Term of Office.** The officers of the Corporation shall be elected annually by the Directors after nomination by the Nomination Committee at the annual meeting. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been dully elected.
- 4.3 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Corporation for the unexpired portion of the term.
- 4.4 President.** The President shall be the principle executive officer of the corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgages, bond, contracts, or other instruments which the Board of Directors has authorized to be executed, except in the case where the signing and execution thereof shall be expressly delegated by the Board of directors or by these By-Laws or by statute to some other officer or agent of the corporation; and in general he/she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time, including the appointment of the Chair of and members of all committees as may be needed. All such appointments shall be approved by a majority vote of the Board of Directors.
- 4.5 Vice President.** In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there are more than one vice President, the vice presidents in the order of their election) shall perform the duties of the President, and when so acting shall have the powers of and be

subject to all the restrictions upon the president. Any vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**4.6 Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or their depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and other such duties as from time to time may be assigned to him/her by the President or the Board of Directors.

**4.7 Secretary.** The Secretary shall keep the minutes of the meeting of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of corporate records; keep a register of the permanent address and post office address of each member which shall be furnished to the Secretary by each member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**4.8 Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the Assistant Treasurer shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in General shall perform such duties as shall be assigned to them by the Treasurer or Secretary or by the President or the Board of Directors.

#### **ARTICLE V**

#### **REMOVAL OF OFFICERS AND DIRECTORS**

**5.1** Any officer or Director elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, provided that a majority of all the Directors are present and that two-thirds (2/3) of those present voted in favor of removal, but such removal of such officer or director shall be without prejudice to the contract rights, if any, of the person so removed.

#### **ARTICLE VI**

**6.1 Nominating Committee.** There shall be a Nominating Committee made up of not less than three (3) or more than five (5) persons. At least three of said persons shall be members of the Board of Directors. The Nominating Committee shall present a single slate of officers and Directors to be elected at the annual meeting, provided that this provision shall not limit the right of members of the Board of Directors to offer nominations from the floor at the annual meeting.

**6.2 Other Committees.** The Board of Directors shall have the right to establish those committees deemed necessary by the Board of Directors to advance the purposes of the organization.

**6.3 Appointment to Committee.** The chair and members of all committees shall be appointed by the President. Committee members need not be members of the Board of Directors.

**6.4 Committee Rules.** The following rules shall govern the conduct of all committees:

- a) Each committee will consist of at least two (2) members and a majority of the members of each committee shall constitute a quorum thereof.
- b) The President shall appoint committee chairpersons and members, fill vacancies and replace or remove their chairpersons as deemed necessary.
- c) Each committee shall report and present its proceedings to the Board of Directors which may consider and approve or approve with modifications the recommendations made by the committee.
- d) No public communication shall be made by a committee to any persons without approval of the Board of Directors.
- e) Conflict in jurisdiction among committees shall be decided by the Board of Directors.
- f) No funds may be expended by any committee except as authorized by the Board of Directors.

**ARTICLE VII**  
**CONFLICT OF INTEREST**

**7.1 Conflict of Interest.** The Corporation may transact business or undertake an activity with a business entity in which, or with a person with whom, a Director or Officer of the Corporation may have an interest, pecuniary or otherwise, in, provided that no fraud existed in transacting the business and that the nature and extent of his/her interest was disclosed to and approved by The Board of Directors before the approval of any transaction by the Corporation. In the case of any contract or other proposed transaction between the Corporation and any other firm, association or corporation controlled by, or under common control with an officer or Director of the corporation with which the Corporation proposes to contract or transact any business with the Corporation, the Officer or Director with the conflict shall not be counted in determining the existence of a quorum at any meeting of the members or Board of Directors which shall authorize any such contract or such transaction, and such Director shall not participate in the vote to authorize any such contract or transaction.

**ARTICLE VIII**  
**CONTRACTS CHECKS DEPOSITS AND FUNDS**

**8.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**8.2 Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and Treasurer.

**8.3 Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**8.4 Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purposes of the Corporation.

**ARTICLE IX**  
**FISCAL YEAR**

**9.1** The fiscal year of this corporation shall commence on January 1<sup>st</sup>.

**ARTICLE X**

**10.1** The latest revision of Robert's Rules of Order shall govern the proceedings of the Corporation, unless contrary provisions appear in the Certificate of Incorporation of the By-Laws.

**ARTICLE XI**

**11.1** The Certificate of Incorporation may be amended, altered or repealed by two-thirds vote of the Directors, and these By-Laws may be amended, altered or repealed by a majority vote of the Directors, at any annual, regular or special meeting called for that purpose, provided that notice of the nature of the purposed changes shall be included in the notice of such meeting.

**ARTICLE XII**  
**DISSOLUTION**

**12.1 Dissolution.** It is the opinion of two-thirds(2/3) of all of the Board of Directors, it becomes necessary or desirable to dissolve this Corporation, the assets of the Corporation shall be applied and distributed as follows, so long as not inconsistent with the Certificate of Incorporation.

- a) All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made thereof.
- b) Assets held by the Corporation under conditions required return, transfer, or conveyance, which condition occurs by reason of the dissolution shall be returned, transferred, or conveyed in accordance with such requirements.
- c) All other assets shall be transferred to corporations, persons, groups, or organizations engaged in activities which substantially carry out the purpose of the Corporation, as stated in its Certificate of Incorporation and By-Laws(and which are exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code of 1954, or successor provisions thereto).

**ARTICLE XIII**  
**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**13.1 Indemnification.** Any person(and their heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors, or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer violated a law or is liable of gross negligence or willful misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors, or administrators) may be entitled apart from this Article.