

AMENDED AND RESTATED BYLAWS
CARMEL LITTLE LEAGUE,
A CALIFORNIA NONPROFIT CORPORATION
Updated January 4, 2016

ARTICLE I
NAME AND PURPOSE

Section 1.1 The name of this Corporation shall be Carmel Little League, a California Nonprofit Corporation (doing business as Carmel Unified Youth Baseball or CUYB, and hereinafter so referred).

Section 1.2 General Purposes. CUYB is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 1.3 Specific Purposes. CUYB is the local representative of PONY baseball. PONY is an acronym for "Protect Our Nation's Youth" and is designed to provide experiences in youth baseball that will help young people grow into healthier and happier adults. The league is a 501(c)(3) non-profit organization that seeks to promote and expand its local youth baseball programs to young people throughout the area.

Section 1.4 The rules governing play and policies for Carmel Unified Youth Baseball are contained in separate documents and are to be applied in the following order:

- a) Carmel Unified Youth Baseball Red Book of Local Rules
- b) Inter-league rules may supersede the Red Book during Inter-league play
- c) PONY Baseball Rules and Regulations
- d) Sporting News Edition of Major League Rules

Section 1.5 CUYB is an “And Under” League.

- a) Players may play up if it is deemed “Grade Appropriate”
- b) Players may play up if they demonstrate an exceptional skill level
- c) Players will not be allowed to play up if the Board or Coach believes such a move would compromise the safety of the player or the team
- d) Players will be allowed to play up only one level during their last eligible year in a division, based on playing age
- e) There is no guarantee a player who is selected to play up will be placed with their sibling

ARTICLE II
MEMBERSHIP

Section 2.1 Membership in CUYB commences upon registration and payment of annual dues for that outstanding season. A season is defined as a calendar year. A member shall have one vote per player registered. There is only one member per player registered. Membership shall be open to all adult persons interested in the purpose of CUYB and are:

- a) The parent or guardian who registers player in CUYB, or
- b) Adults who serve on CUYB as a Board Member, Manager, or Assistant Coach in the current season.

Section 2.2 The Board of Directors shall determine the amounts of annual membership

Section 2.3 The privileges of holding office and serving on the Board of Directors shall belong to all members in good standing.

Section 2.4 At the Board meetings, members in good standing may address the Board by requesting the President, at least two days prior, to place his/her items on the agenda, unless the President, or a majority of the Board sitting therein agrees to waive such requirement.

Section 2.5 Any Board member may invite a guest, member or nonmember to address the Board.

ARTICLE III

ANNUAL & SPECIAL MEETINGS AND VOTING

Section 3.1 The membership of CUYB shall hold an annual meeting the first Monday in October unless otherwise posted. Notice of time and place of such annual meeting shall be made known to the membership of CUYB through publication on its website (www.carmelyouthbaseball.org) not less than 10 days prior to the date of the meeting.

Section 3.2 Special meetings of CUYB membership may be called by the President, or by the Secretary, upon receipt of the written request of at least three (3) members of the Board of Directors, or upon written request to the Secretary by not less than fifteen (15) members of CUYB. Notice of time and place of special meetings of CUYB membership shall be made known to the membership of CUYB not less than ten (10) days prior to the date of the meeting through publication on its website (www.carmelyouthbaseball.org). The notification of a special meeting shall state the purpose of said meeting.

Section 3.3 At each annual or special meeting of CUYB every eligible member present shall be entitled to vote. There shall be no proxy voting. A majority of those present and eligible to vote shall be required for election and questions brought to a vote.

Section 3.4 The presence of not less than ten (10) members eligible to vote shall be required to constitute a quorum for the transaction of business at any annual or special meeting of CUYB.

ARTICLE IV

ELECTION OF BOARD MEMBERS

Section 4.1 Board Members shall be elected by the members at the annual meeting; election shall be from among persons nominated by members of the existing Board.

Section 4.2 In order to be nominated for election, Board Members must meet the following qualifications:

- a) Member of CUYB in good standing
- b) Submit to annual fingerprinting and/or background check
- c) Member of NYSCA in good standing
- d) Approved by a majority of Board Members present at a Board Meeting

Section 4.3 The term of office for all Board Members shall begin the day following the annual meeting and end at the following annual meeting.

Section 4.4 All Board Members shall be eligible for reelection.

Section 4.5 In the event of the death, resignation, or inability to perform the duties of office for any reason, of any Director, the Board of Directors, may select, by majority vote, to replace such Director. The replacement Director, if selected, shall serve until the following annual meeting.

ARTICLE V

DUTIES OF BOARD OF DIRECTORS

Section 5.1 Regular monthly meetings of the Board of Directors shall be held at such time and place determined by the President. A regular meeting shall be held the first Monday of each month unless otherwise announced.

Section 5.2 Notice of monthly Board meetings shall be posted on the CUYB website, or other appropriate notification. If any changes to dates/times of the meetings occur, notice shall be given at least two (2) days in advance thereof to all Board Members and a notice posted on the CUYB website (or other appropriate notification), unless a waiver of such notice is received. Waiver can be granted by the President upon approval of three (3) Board Members.

Section 5.3 The operating power of CUYB shall be vested in a Board of Directors, a simple majority of whom shall constitute a quorum at any Board Meeting, including at least one member of the Executive Board. Directors include the President, Vice President, Director of Development, Director of Operations, Secretary, Treasurer, and four (4) to twelve (12) additional directors whose titles and responsibilities will be defined year to year by the President and approved by the Board of Directors prior to the elections.

Section 5.4 A Board Member may serve in more than one (1) position provided no conflict exists between or among the said positions, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 5.5 If any Board Member has two (2) unexcused meetings, that member shall lose their voting power for his/her term. A Board Member is required to call or e-mail one of the Executive Board members (see Section 6.1) in order to have an excused absence.

Section 5.6 The Board is authorized to do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this Corporation is formed.

Section 5.7 The Board of Directors 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 CUYB.

Section 5.8 Any adult (persons eighteen (18) years of age or older) who is suspended, removed, or otherwise disciplined by the Board of Directors shall have the right to appeal such action before a majority of the members of the Board of Directors at a regular or special meeting called for that purpose.

Section 5.9 Upon evidence of misconduct of any player, the President shall notify the manager of the team of which the player is a member and the parents of any such player within seventy-two (72) hours of the act. The manager shall appear with the player before the President or his/her designee and at least three (3) other Board Members, for consideration of appropriate action. The player's parents or guardian shall be advised of and invited to attend such meeting.

Section 5.10 No Board Member shall vote on a proposal or resolution in which said member has a material financial interest.

Section 5.11 A majority of the Board Members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

ARTICLE VI DIRECTORS DUTIES

Section 6.1 The President shall be a member of the Executive Board and preside at all meetings of CUYB membership and at all meetings of the Board of Directors; shall be an ex-officio member of all standing and special committees; and shall perform such other duties as are normally associated with the office of President.

Section 6.2 The Vice President shall be a member of the Executive Board and perform such duties as may be assigned by the Board; shall otherwise assist the President in the performance of the President's duties; and shall preside at meetings in the absence of the President.

Section 6.3 The Director of Development shall perform such duties as may be assigned by the Board; shall otherwise assist the President in the performance of the President's duties; and shall preside at meetings in the absence of both the President and the Vice-President.

Section 6.4 The Director of Operations shall perform such duties as may be assigned by the Board; shall otherwise assist the President in the performance of the President's duties; and shall preside at meetings in the absence of the President, the Vice-President, and the Director of Development.

Section 6.5 The Secretary shall have custody of the Bylaws and all other records of CUYB; shall keep an accurate record of the CUYB Board of Directors meetings; and shall transmit all records and correspondence to any person elected to succeed him or her in that office.

Section 6.6 The Treasurer shall receive and disburse all funds with the approval of the Board of Directors; shall keep an accurate account of all funds received and disbursed for CUYB; shall submit a financial report at all regular meetings or at such other times as may be requested by

the President; shall compile an annual report of CUYB finances; shall provide the books of CUYB and such other documentation as requested for the annual audit; and shall transmit all financial records to any person elected to succeed him or her in that office, and is responsible to insure completion of the annual tax returns. The books of accounts shall at all times be open to inspection by any Board Member.

ARTICLE VII EXECUTIVE BOARD

Section 7.1 The Executive Directors of CUYB shall be as follows: The President; The Vice President; plus one (1) additional director chosen by the Board of Directors at the first regular board meeting following the elections. All members of the Executive Board must have served at least one full term and served as a member of the Board in the previous

Section 7.2 The above officers shall have the authority to and shall discharge the duties ordinarily conferred upon and discharged by such officers of a nonprofit corporation until the Board shall limit, enlarge, or otherwise prescribe the authority and duties of such officers.

Section 7.3 The above officers shall constitute the Executive Board, which shall have the authority to sit in lieu of the Board whenever, due to the immediacy of the situation, the Board cannot act in as expeditious a manner as the situation requires., provided, at the first available opportunity, that the Board is informed and, where feasible, is asked to ratify the actions of the Executive Board.

ARTICLE VIII FINANCIAL & LIABILITY POLICY

Section 8.1 The Board of Directors shall decide all matters pertaining to the finances of the league, bearing the responsibility to conduct the financial affairs of the league in a sound, business-like manner.

Section 8.2 To equalize the benefits of CUYB for all participating teams, solicitation of funds shall be for the treasury of CUYB and contributions to individuals or teams shall be discouraged.

Section 8.3 The Board of Directors shall institute policy relative to the preparation and acceptance of an annual budget, the periodic and annual presentation of financial reports, and the annual audit of the books of CUYB.

Section 8.4 All checks drawn on CUYB accounts of \$500 or more require the signature of two (2) authorized members of the Board. One signature shall be that of the Treasurer or President whenever practical. Disbursements of less than \$500 can be made with only one signature of an authorized member of the Board.

Section 8.5 CUYB shall carry and maintain Public Liability Insurance, as well as Directors and Officers Insurance, at a coverage level to be determined by the Board of Directors

**ARTICLE IX
SPECIAL COMMITTEES**

Section 9.1 Special Committees may be appointed by the President for such special purposes as deemed necessary. Committee duties and responsibilities are to be outlined at the time of the appointment and such committees shall be dissolved at the annual meeting following appointment, but may be re- appointed at any time following the annual meeting.

**ARTICLE X
ROBERTS RULES**

Section 10.1 The rules contained in the most current edition of “Roberts Rules of Order” shall govern CUYB meetings and meetings of the Board of Directors and CUYB Committees in all cases in which they are applicable and not inconsistent with these Bylaws and any special rules of order CUYB shall adopt.

**ARTICLE XI
BYLAWS & AMENDMENTS**

Section 11.1 These Bylaws shall become effective immediately upon their adoption.

Section 11.2 The power to amend, repeal, or adopt Bylaws is hereby delegated to the Board of Directors, which power shall be exercised only by a vote of a majority of Board Members then in office.

Section 11.3 In addition, these Bylaws may be amended by majority vote of CUYB membership at the annual meeting or a special meeting called for that purpose provided notification for special meetings for this purpose provided to the membership at least ten (10) days in advance of the date of such meeting.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Carmel Little League, a California Nonprofit Public Benefit Corporation, that the above Bylaws, consisting of six (6) pages, are the Bylaws of this corporation as adopted by the Board of Directors on January 4, and that they have not been amended or modified since that date.

Executed on January 4, 2016 at Carmel, California



Caroline Brady, CUYB Secretary