

North Colonie Youth Baseball, Inc (NCYBA)

Bylaws

November 2009



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Article I - Name

The name of this organization shall be North Colonie Youth Baseball, Inc., also known as the North Colonie Youth Baseball Association, NCYBA, or the "Association." The association encompasses Minor, Major, Babe Ruth and Travel Leagues.

Article II - Purpose and Objective

- 1) Purpose - The purpose of North Colonie Youth Baseball is to provide the opportunity for children, ages 5 through 18, to participate in amateur baseball and to advance the ideals of Little League Baseball, Babe Ruth Baseball, Cal Ripken Division of Babe Ruth Baseball, National Amateur Baseball Federation (NABF), Protect Our Nations Youth (PONY) Baseball and the American Amateur Baseball Congress (AABC). The Association shall provide a sound, experienced and permanent organization dedicated to the goal of promoting the spirit of honesty, integrity, fair play and sportsmanship among young persons, and the public at large. Furthermore, NCYBA wishes to provide our youth the best possible facilities, equipment, education, and training. It is the desire of NCYBA to set the standards other organizations will follow.
- 2) Conformity with 501 (c)(3) - In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the league shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball. No part of the net earnings shall inure to the benefit of any private shareholder, member or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise seeking or attempting to influence legislation, and the League shall not participate in or intervene in any political campaign on behalf of any candidate for public office. In addition to the foregoing, the League shall not engage in any other activities which would be prohibited activities for a not-for-profit corporation operating under the provisions of Section 501(c)(3) of the Internal Revenue Code.
- 3) Conformity with Section 201. The League shall also conduct itself in accordance with the provisions of the New York State Not-for-Profit Corporation Law as a Type A Not-for-Profit Corporation pursuant to Section 201 thereof.

Article III Membership

- 1) Eligibility. Any person who is domiciled within the boundaries of the North Colonie Central School District shall be eligible to participate in NCYBA activities. Any person who is domiciled in another area may apply to the NCYBA for permission to participate in League activities.
- 2) Affiliations - The membership of the association consists of the following leagues/divisions, but may be changed from time to time as it is deemed appropriate.

A. Minor League - Ages 5-8 - Affiliation: Either Not Affiliated, Little League Baseball, Inc., or Cal Ripken Baseball

Rookie (5), Minor (6), Junior (7-8) Divisions

B. Major League - Ages 9 - 12 years old. Affiliation: Little League Baseball. Inc. and Cal Ripken Baseball

Intermediate (9-10) & Major (11-12) Divisions

C. Babe Ruth League Ages 13 - 15 years old Affiliation: Babe Ruth Baseball, Inc. & American Amateur Baseball Congress.

Prep Division (13)

Babe Ruth Division (14 – 15)

D. Travel League - Ages 12 - 18 years old Affiliation: AABC, Babe Ruth Baseball, NABF, PONY.

Mickey Mantle 16 and under

Sr. Babe Ruth 16 -18 Year Olds

Connie Mack 18 and under

Eastern NY Travel Baseball

E. Challenger League – Children with Special Needs Ages 5 - 21 years old. Affiliation: Little League Baseball. Inc.

- 3) Participation - Participation in the association is open to all, regardless of sex, race, or religion.

Article IV Meetings

1. Annual Meeting

There shall be an annual meeting of the Association at which time the election of the Board of Directors for the forthcoming year shall take place where the Nominating Committee shall present a slate of Directors for consideration and voting. The annual meeting shall be scheduled by the Commissioner and held no later than November 1st. Any person wishing to be a candidate for a Board position must notify the Commissioner in writing a minimum of 14 days prior to the election. Persons failing to do so will not be eligible to seek office. A person's ignorance of the election date shall NOT be grounds for waiver of this requirement.

2. Regular Board Meetings

There shall be a regular meeting of the full Board of Directors no less than 4 times each year. The annual meeting shall be considered a regular meeting.

3. Special Meetings

There shall be other Special Meetings at those times that the Commissioner may specify. A majority of Directors may also request that the Commissioner call a Special Meeting, and may themselves, call a meeting if the Commissioner takes no action on the request within a reasonable time of receiving it, either orally or in writing.

4. Quorum

A quorum at any meeting shall consist of the presence of at least fifty percent of the total number of Directors entitled to vote.

5. Voting

Each Director who is in attendance at a meeting shall be entitled to one vote at such meeting. A board member may not hold more than one Board of Director position and no member shall be entitled to more than one vote.

Unless otherwise provided by the Constitution and By Laws, a majority vote of the quorum shall be sufficient to pass on items of business and to elect officers of the Association. Votes taken on motions before the Association shall be recorded by roll call or closed ballot, at the discretion of the Commissioner, of Directors entitled to vote, unless otherwise specified in these Articles.

6. Removal of Directors

A Director, after 2 consecutive unexcused absences, shall be warned that they are in danger of not fulfilling their responsibility to the Board. If after this warning, they fail to attend the next scheduled meeting the Commissioner may request that the full Board of Directors remove that Director from their position.

7. Parliamentary Procedures

Meetings may proceed informally unless a majority of the Directors request that Roberts Rules of Order, as amended, be followed.

Article V Board of Directors

1. Composition of the Board

The government of the Association shall be vested in the Board of Directors. The Board shall be comprised of 34 members as follows; 1) Commissioner, 2)

Executive Vice President, 3) President of the Travel League, 4) President of Babe Ruth, 5) President of the Major League, 6) President of the Minor League, 7) President of Cal Ripken, 8) Secretary, 9) Treasurer, 10) Assistant Treasurer, 11) Vice President of Babe Ruth, 12) Vice President of the Major League, 13) Vice President of Minor League, 14) Vice President of the Travel League, 15) Vice President of Cal Ripken, 16) Babe Ruth Player Agent, 17) Major League Player Agent, 18) Minor League Player Agent, 19) Major League Field Manager, 20) Babe Ruth Field Manager, 21) Minor League Field Manager, 22) Parent Auxiliary President, 23) Parent Auxiliary Vice President, 24) Equipment Manager, 25) Fundraising Manager, 26) Parent Advocate, 27) Challenger League President, 28) Challenger League Vice President, 29) – 33) 7 Trustees, and 34) Commissioner Ex Officio.

2. Election of the Board

All Directors, except Commissioner, shall be elected by a majority of the Directors in attendance at the annual meeting. The Directors shall serve a term from January 1 through December 31. Contested elections shall be conducted by secret ballot. The Directors shall have the power to conduct all business of the Association.

3. Commissioner

The Commissioner shall be elected by the members of the Board of Directors with a 3/4ths affirmative vote of the entire board of directors, with the voting number requirement rounding to the next highest number. The Commissioner's term shall be one year beginning on January 1st and ending on December 31st. If the Commissioner's position were vacated, a new election will be held within 30 days to elect a replacement.

4. Removal of Directors, Officers, Managers and Coaches

Any Board of Director, League Officer, Auxiliary member, manager, or coach may be removed from their position or disciplined by a 2/3 vote of the Board of Directors for just cause. This individual is entitled to receive a written explanation within a reasonable period of time. In addition, this individual has the right to a prompt hearing on the subject before the Board of Directors.

5. Past Commissioners

Past Commissioners may serve in the Association as Commissioner Ex-Officio for a period of one year.

6. Parent Auxiliary

The Parent Auxiliary, which operates the Concession Stands, shall be required to meet all financial, purchasing, and applicable operating policies as set forth in this document. The Treasurer, Commissioner and Executive Vice President shall serve as the liaisons with the officers of the Auxiliary.

7. Vacancies – Replacements for Board positions that become vacant shall be recommended by the nominating Committee and approved by a majority vote of the Board.

Article VI Duties of the members of the Board of Directors

- 1) **The Commissioner** shall have executive supervision over all matters of the Association. He/She shall be responsible for all administrative functions of the association, including but not limited to field assignments, game schedules, securing insurances and permits. He/She shall be a mentor to league presidents and others as needed. He/She shall preside at all Board of Directors meetings. He/She shall report on the activities of the association at each meeting. He/She shall appoint members of committees, delegates, and such miscellaneous officers that are not otherwise provided for, with the approval of the Board of Directors. He/She shall be responsible for the submission of instruments required by law, and shall sign all contracts in the name of the Association. He/She will ensure that all books and records are properly maintained and that they are transferred to the proper custodian upon any change in officers. He/She will schedule a meeting of the Board of Directors and fill, by appointment, all vacant offices as stipulated. The Commissioner shall certify all cash disbursements to be made or issued on behalf of the association. He/She shall be a member ex-officio of all committees. At the conclusion of their term in office they will aid the incoming Commissioner in order to ensure a smooth transition and may at his discretion, continue to serve as a board of director as Commissioner ex-officio.
- 2) **The Executive Vice President** will assist the Commissioner in operating the association and act on behalf of the Commissioner when the Commissioner is unavailable. He/She will be responsible for any of the business operations of the association as assigned to him by the Commissioner. He/She shall act as a liaison between the community and the association. The Commissioner or the Executive Committee may assign other duties, as they deem necessary and proper. At the conclusion of their term in office they will aid the incoming Executive Vice President in order to ensure a smooth transition.
- 3) **The President of the Travel League** shall have overall responsibility for the Padres travel program. He/She will assist the Commissioner in operating the Association. He/She shall assign managers with the approval of the Executive Committee, and assign an Officer of the Day. He/She will ensure that players are properly assigned to teams, that game schedules are prepared, and oversee the daily operation of all Travel League activities. He/She shall insure that all rules, policies, and procedures are adhered to and will take immediate, swift and fair

action whenever necessary. The Commissioner or Executive may assign other duties, as they deem necessary and proper. At the conclusion of their term in office they will aid the incoming President in order to ensure a smooth transition.

- 4) **The President of Babe Ruth** shall have overall responsibility for the 14 & 15 Year Old and the Prep Divisions. He/She will assist the Commissioner in operating the Association. He/She shall assign Prep and 14/15 year old managers with the approval of the Executive Committee, and assign an Officer of the Day. He/She will ensure that players are properly assigned to teams, that game schedules are prepared, and oversee the daily operation of the Babe Ruth League. He/She shall insure that all rules, policies, and procedures are adhered to and will take immediate, swift and fair action whenever necessary. He/She shall schedule and preside over regular operating board meetings. The Commissioner or the Executive Committee may assign other duties, as they deem necessary and proper. At the conclusion of their term in office they will aid the incoming President of Babe Ruth in order to ensure a smooth transition.
- 5) **The President of the Major League** shall have overall responsibility for the regular season of the Major and Intermediate Divisions. He/She will assist the Commissioner in operating the Association. He/She shall assign team managers, with the approval of the Executive Committee, and assign an Officer of the Day. He/She will ensure that players are properly assigned to teams, that game schedules are prepared, and oversee the daily operation of the division. He/She shall insure that all rules, policies, and procedures are adhered to and will take immediate, swift and fair action whenever necessary. The Commissioner or the Executive Committee may assign other duties, as they deem necessary and proper. At the conclusion of their term in office they will aid the incoming President in order to ensure a smooth transition.
- 6) **The President of Minor League** shall have overall responsibility for the regular season of the Junior, Minor and Rookie Divisions. He/She will assist the Commissioner in operating the Association and will work closely with the Major League president to insure alignment and consistency in the overall program. He/She shall assign team managers, with the approval of the Executive Committee, and assign an Officer of the Day. He/She will ensure that players are properly assigned to teams, that game schedules are prepared, and oversee the daily operation of the division. He/She shall insure that all rules, policies, and procedures are adhered to and will take immediate, swift and fair action whenever necessary. The Commissioner or the Executive Committee may assign other duties, as they deem necessary and proper. At the conclusion of their term in office they will aid the incoming President of the division in order to ensure a smooth transition
- 7) **The President of Cal Ripken** shall have overall responsibility for the organizing the travel program (other than Padres), fall ball program, and post season play. He/She shall work with the Major League and Minor League Presidents to

coordinate these programs with the Major League and Minor League Divisions. He/She will assist the Commissioner in operating the Association and will work closely with the Major League and Minor League President to insure alignment and consistency in the overall programs. He/She shall assign travel and all star team managers, with the approval of the Executive Committee. He/She will ensure that players are properly assigned to teams, that game schedules are prepared, and oversee the daily operation of the Program. He/She shall insure that all rules, policies, and procedures are adhered to and will take immediate, swift and fair action whenever necessary. The Commissioner or the Executive Committee may assign other duties, as they deem necessary and proper. At the conclusion of their term in office they will aid the incoming President of the division in order to ensure a smooth transition.

- 8) **The Secretary** shall keep complete and accurate minutes of the meetings of the Directors. He/She will maintain a current list of members and officers, carry on all correspondence of the Association as delegated to him by the Commissioner or Board of Directors, and shall render notice of all meetings as specified. He/She shall notify all persons of their selection as officers, directors, or members of committees. The Commissioner or the Board of Directors may assign other duties, as they deem necessary and proper. At the conclusion of their term in office they will deliver to the association a complete record of all activities that ensued during his term and shall aid the incoming Secretary in order to ensure a smooth transition.
- 9) **The Treasurer** shall be responsible for the safeguarding of the corporation's funds and for maintaining accurate financial records. He/She shall deposit all moneys received with a reliable banking company in the name of North Colonie Youth Baseball. He/She shall render a written financial report at each full Board meeting. He/She shall make disbursements only upon proper vouchers certified by the Commissioner. they shall sign checks, and at the end of their term they shall deliver to his successor all books, moneys, and other property assets of the corporation then in his possession. He/She shall oversee the duties of the Asst. Treasurer. The Commissioner or the Board of Directors may assign other duties, as they deem necessary and proper. At the conclusion of their term in office, they will arrange for a review of all activities undertaken during his tenure and will aid the incoming Treasurer in order to ensure a smooth transition.
- 10) **Assistant Treasurer** shall assist the Treasurer in carrying out his duties and shall act in the capacity of the Treasurer when they are not available. The Commissioner or the Board of Directors may assign other duties, as they deem necessary and proper.
- 11) & 14) **The Vice President of Babe Ruth and the Travel League** shall be responsible for the upkeep of all playing fields by working with the league field manager and will ensure that all necessary playing equipment is available and meets safety standards by working with the league equipment manager. He/She

are responsible for assuring that advertising signs are maintained and properly displayed on the outfield fences. He/She will assist the Commissioner in operating the Association and assist the Presidents of the Travel and Babe Ruth Leagues. The Commissioner or Presidents may assign other duties as are deemed necessary and proper. At the conclusion of their term in office they will aid the incoming vice president to ensure a smooth transition.

12), 13) & 15) The Vice Presidents of Major, Minor and Cal Ripken shall be responsible for the upkeep of all playing fields by working with the league field manager and will ensure that all necessary playing equipment is available and meets safety standards by working with the league equipment manager. He/She are responsible for assuring that advertising signs are maintained and properly displayed on the outfield fences. He/She will assist the Commissioner and their Presidents in operating the Association and their leagues. The Commissioner or President may assign them other duties, as they deem necessary and proper. At the conclusion of their terms in office they will aid the incoming vice presidents to ensure a smooth transition.

16), 17) and 18) Babe Ruth, Major and Minor League Player Agents shall coordinate tryouts and drafts for their divisions and will provide all prospective players adequate notice of all events. In addition, they will maintain current rosters of all teams ensuring that players are properly assigned to rosters in accordance with the Association, Little League, and Babe Ruth League standards. The Commissioner or Executive Committee, or Presidents may assign other duties as are deemed necessary and proper. At the conclusion of their terms in office they will aid the incoming Player Agents in order to ensure a smooth transition.

19), 20) and 21) Babe Ruth, Major League and Minor League Field Managers shall have overall responsibility for all playing fields. He/She shall insure that all fields are maintained at the highest possible standards to minimize or eliminate any an all threats to injury. He/She will regularly schedule work parties and will organize workers to properly maintain the fields. He/She will insure that all equipment needed to maintain the fields is in proper working order and is properly cleaned and maintained. He/She shall inform their Vice President of any needs to maintain the playing fields. At the conclusion of the season, they will oversee the proper closing of the fields. The Commissioner, Board of Directors, or President may assign other duties as are deemed necessary and proper. At the conclusion of their terms in office they will aid the incoming Field Managers in order to ensure a smooth transition.

22) Parent Auxiliary President shall have overall responsibility for operating the concession stands. The President shall render a written accounting and financial report at the full Board meetings. The Commissioner, Treasurer or Executive Committee may assign other duties as are deemed necessary and proper. At the conclusion of their term in office they will aid the incoming Parent Auxiliary President in order to ensure a smooth transition.

- 23) **Parent Auxiliary Vice President** shall assist the president in operating the concession stands. The Commissioner, Treasurer or Executive Committee may assign other duties as are deemed necessary and proper. At the conclusion of their term in office they will aid the incoming Parent Auxiliary Vice President in order to ensure a smooth transition.
- 24) **League Equipment Manager** shall be responsible for maintaining all equipment and uniforms in satisfactory condition and replace those items that are in such condition as to be unsafe or unusable. He/She will maintain a log of all equipment and uniforms showing to whom these items have been assigned and will take steps to insure the timely recovery of all league property at the conclusion of the season. He/She shall inform their Vice President of any new equipment and uniforms that are needed. The Commissioner or Executive Committee may assign other duties as are deemed necessary and proper. At the conclusion of their terms in office they will aid the incoming Equipment Managers in order to ensure a smooth transition.
- 25) **Fundraising Manager** shall coordinate all fund raising activities of the Association as directed by the Commissioner and the Executive Committee.
- 26) **Parent Advocate** shall be responsible to answer questions of the parents and direct them through the appropriate channels. He/She will help foster communication between the league and the parents. He/She will solicit the ideas and opinions of the parents, act as a sounding board, and when appropriate, bring those ideas and opinions to the Board and or Executive Committee. At the discretion of the Commissioner or Executive Committee, they may be called upon to observe tryouts, post season player selection, or various meetings at all levels. At the discretion of the Commissioner or Executive Committee, they may be called upon to help resolve any disputes. With Executive Committee approval, they may survey the parents to get an assessment of the league's strengths and weaknesses and present a condensed version to the Board. He/She may form a committee of parents to assist with these efforts. The Commissioner or the Executive Committee may assign other duties as they deem necessary and proper. At the conclusion of their term in office, they will aid the incoming Parent Advocate in order to ensure a smooth transition.
- 27) **Challenger Division President** shall have overall responsibility for the Challenger Division. He/She will assist the Commissioner in operating the Association. He/She will ensure that players are properly assigned to teams, that game schedules are prepared, and oversee the daily operation of the division. He/She shall insure that all rules, policies, and procedures are adhered to and will take immediate, swift and fair action whenever necessary. The Commissioner or the Executive Committee may assign other duties, as they deem necessary and proper. At the conclusion of their term in office they will aid the incoming President in order to ensure a smooth transition.

- 28) **Challenger Division Vice President** shall assist the President in the operation of the Challenger Division. The Commissioner or the Executive Committee may assign other duties, as they deem necessary and proper. At the conclusion of their term in office they will aid the incoming Vice President in order to ensure a smooth transition.
- 29) to 35) **The Trustees (7)** shall be a person or persons with a strong interest and experience in North Colonie Youth Baseball who are willing to invest their time and energy into advancement of the purposes and objectives of the Association. If the nominating committee does not feel that there are persons who fit this description, they may leave one or both trustee positions vacant. The Commissioner or Board of Directors may assign them other duties, as they deem necessary and proper. At the conclusion of their terms in office they will aid the incoming trustees to assure a smooth transition.
- 36) **Commissioner ExOfficio** shall assist the incoming Commissioner in the operation of the Association.

Article VII Finances

1. Fiscal Year

The fiscal year for the Association shall be January 1 through December 31st

2. Annual Budget

The Finance Committee will develop a budget for the upcoming year no later than the February 1st. The Budget shall be reviewed by the Executive Committee and presented to the full Board for approval.

3. Annual Review of Finances

The Association will ensure that an independent person review the previous fiscal year's financial records by March 31st. At the discretion of the Board the records may be subject to audit by a Certified Public Accountant.

4. Other Financial Matters

All assets of the Association including the Articles of Incorporation, shall be deemed property of North Colonie Youth Baseball Inc., under the supervision of the Board of Directors.

All all purchases in excess of approved budgeted amounts shall require prior approval from the Board of Directors.

Any contracts extending beyond the end of the fiscal year will require a two-thirds vote of the Board of Directors.

Annually, the Board of Directors shall set an amount in which all payments shall require two signatures of either the Commissioner, Treasurer or Executive Vice President.

Bids will be procured, whenever possible, for items needed by the Association. The item will be purchased from the lowest qualified bidder. The conditions of the bid and assessment of bidder qualifications will be determined by the Board of Directors.

Article VIII Committees

The Board shall have the power to appoint such temporary or standing committees as it shall determine necessary and to delegate such powers to them as the Board shall deem advisable and which it may so delegate under the applicable provisions of the New York State Not-for-Profit Corporation Law. If such a Committee is created for a special project or task, it will cease to exist upon submission of its final report to the Board. The League shall have four (4) standing committees; Executive, Nominating, Finance and Governance.

1. **Executive Committee** shall consist of the Commissioner, Executive Vice President, Treasurer, Assistant Treasurer, Secretary, President of the Travel League, President of Babe Ruth, President of the Major League, President of Cal Ripken, the President of the Minor League, the President of the Challenger League and one other member appointed by the Commissioner. Responsibilities include but are not limited to;
 - a. Approving playing rules
 - b. Approving Manager and Coach Selection
 - c. Approving tournament participation
 - d. Approving capital expenditure recommendations
 - e. Resolving disputes
 - f. Approving fundraising activities
 - g. Adjudicating disciplinary matters
 - h. Authorizing Ad-Hoc Committees
2. **Nominating Committee** shall consist of the Executive Vice President, and a minimum of two other Board members appointed by the Commissioner. The Committee will nominate a slate of candidates for election to the Board of Directors.
3. **Finance Committee** shall consist of the Treasurer, Assistant Treasurer, Commissioner, Secretary, Executive Vice President, Auxiliary President, Equipment Manager, Fund Raising Manager and two other Board members appointed by the Commissioner. The Finance Committee shall be advisory to the

Board on fiscal, budget and investment matters. Responsibilities include but are not limited to;

- a. Establishing and annual Budget
- b. Presenting the Budget to the Board of Directors
- b. Reviewing actual results against the budget
- c. Reviewing banking relationships
- d. ensuring there are adequate controls over receipts and disbursements
- e. Complying with pertinent state and federal reporting requirements.

4. **Governance Committee** shall consist of the Secretary and two other members appointed by the Commissioner for the purpose of revising, the Constitution and By Laws as required and other matters of Corporate governance.

Article IX Dissolution

North Colonie Youth Baseball Inc. may voluntarily dissolve at any time by action taken by a vote of at least three-fourths of the Board of Directors in accordance with the law. Upon the dissolution of the League and after all outstanding debts and claims have been satisfied, the Board shall distribute the property of the League to such other organization or organizations maintaining an objective similar to that set forth herein, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

Article X Effective Date and Amendment

1. Effective Date

This Constitution and By Laws shall become effective immediately upon ratification by at least a three-fourths vote of the whole number of the Directors gathered at an Association meeting. The articles of this Constitution and By Laws shall supersede all previous official acts of the Association, which are hereby repealed and declared null and void.

2. Amendments

This Constitution and By Laws may be amended by a three-fourths vote of the whole number of the Directors at any regular meeting. The amendment must first be proposed at an association meeting a minimum of twenty-one days prior to the annual meeting. At least, a fourteen days advance notice must be given to the Commissioner and all members, that such amendment will be considered at the annual meeting.

Article XI Other Matters

- 1) Operating Rules – Each league President in consultation with the Vice Presidents, Player Agents, and other Board members involved with their division, shall

develop a set of Operating Rules that detail matters that include but are not limited to playing rules, player selection, manager and coach selection, playoff format, allstar selection, tournament play, fees. These Operating Rules shall be submitted to the Executive Committee and shall not be in effect until approved by a $\frac{3}{4}$ vote of the Committee and ratification by the Board of Directors.

In developing the Operating Rules, the Association shall be mindful of and adhere to the official rules and regulations of Babe Ruth Baseball, Cal Ripken Baseball, Little League Baseball, American Amateur Baseball Congress, and any and all local rules and regulations approved by the Board of Directors and shall abide by those rules and regulations.

- 2) Compliance with Laws and Regulations - The Association will conduct all business in compliance with all applicable local, state, and federal laws.
- 3) Managers and Coaches - Managers and Coaches shall ensure that all local and national rules, regulations, policies and procedures are adhered to at all times. They shall notify the league Player Agent of any players that withdraw from the team. The manager shall insure that constant and accurate communication of league information is passed along to all parents and guardians. They shall organize team parents to assist in the operation of the concession stand for each of the team's games and shall assist in planning and supervision at all league events. Each manager shall take care to insure that all players are treated fairly, equally, and with respect. Prior to allowing any player to use the fields or any of the facilities, They shall perform a thorough inspection to insure complete safety of the players. Whenever a safety concern exists, They shall take immediate corrective action prior to allowing players in the area. They shall report any and all safety concerns that can not be corrected to the league President or Officer of the Day immediately. Managers and Coaches will serve as Officer of the Day when assigned. Failure to fulfill these duties on a regular and continuing basis may be cause for removal of the manager by the President, Commissioner, or Board of Directors. No individual will be allowed to serve as Manager on more than one team, but may serve in the capacity of Coach on another team. Coaches may serve as a coach on multiple teams, but must be present "on the field" for a majority of each team's games and practices for which they are designated as a coach. Failure to do so is grounds for immediate removal.
- 4) Competitive Teams - It is the intention of the Association to have Independent Managers and Coaches for competitive teams. As such, no individual may serve as Manager or Coach for any Padres Travel teams, when a relation is also a player. Where due diligence has ensued and no independent person is willing to serve in these capacities, the Executive Committee may waive this rule and approve persons not independent with a $\frac{3}{4}$ ths affirmative vote (rounding to the next highest number). Compensation paid to Managers and Coaches shall be approved by a $\frac{3}{4}$ ths vote of the Executive committee and ratified by a majority of the Board of Directors.

Article XII – Liability Insurance and Indemnification

1. Liability Insurance
The Association shall provide Directors and Officers liability insurance as it becomes available as approved by the Directors.

2. Indemnification
Any person made part of any action, suit or proceeding by reason of the fact that They, his testator or interstate, is or was a director, officer or employee of the Association or of any organization which They served as such at the request of the Association, shall be indemnified by the Association against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director, officer or employee is liable for negligence or misconduct in the performance of his power or duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled. Any amount payable by way of indemnity shall be determined and paid in accordance with Section 722 of the New York Not-For-Profit Law and Section 722 of the New York Business Corporation Law.

Note:

The bylaws were amended and ratified at a meeting of the Associations Board of Directors on November 2, 2009.