

GRAND PRAIRIE BOYS BASEBALL, INC.

BY-LAWS

ARTICLE I

Section 1: Name

The name of the organization is Grand Prairie Boys Baseball Incorporated (GPBBI).

Section: Statement of Purpose

To provide the youth of this area, regardless of race, color or creed, the opportunity to participate in controlled athletic competition; to instill the belief of fair play, good conduct, and sportsmanship at all times; to promote a common interest and tolerance among youth; to encourage adults to behave in an exemplary manner when supervising youth; and to keep the welfare of youth foremost and free from any adult compulsion for power or glory.

ARTICLE II

Section 1: Registered Agent

The registered agent to the corporation shall be the President of Grand Prairie Boys Baseball, Inc.

Section 2: Principal Office

The principal office of the corporation shall be: 113 South Center Street, Grand Prairie, Texas 75050. The corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE III

Section 1: Rules of Order

The "Roberts Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws.

ARTICLE IV

Section 1: Members

Membership in this organization shall be open to all persons who reside within the boundaries of Grand Prairie Boys Baseball; sincerely desire to further its purpose as expressed by these By-Laws.

Section 2:

The voting membership shall be comprised of the Board of Directors and all head coaches or their designees (to wit: assistant coaches or parents only). Should a head coach be a member of the Board of Directors, he shall have one vote representing either his Board membership or head coach status. He may appoint a designee to vote in his absence representing the team, but not to fill his vacancy on the Board. If a Board member has a coaching relationship with a team, the Board member and such team shall be limited to one vote only. That is, if a director votes, the team that the director has a coaching relationship with cannot cast a vote.

ARTICLE V

MEETING OF MEMBERS

Section 1:

All meeting of the members for the election of directors and officers shall be held in the confines of the City of Grand Prairie. Meetings of the members for any other purposes may be held at such time and place as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2:

An annual meeting of the members shall be held on the third Sunday in August of each year at a time and place selected by the Board of Directors at which annual meeting the voting members shall elect the Board of Directors of GPBBI for the following year who shall serve as the new Board of Directors of the Corporation, and the voting members shall transact such other business as may be properly brought before the meeting. At the August membership meeting for the purpose of electing a Board of Directors, the number of voting members present shall represent a quorum.

Section 3:

At least 10 days before each annual August meeting of voting members, a complete list of voting members entitled to vote at the meeting (arranged in alphabetical order) shall be prepared by the Secretary of the corporation. Such list, for a period of 10 days prior to such meetings, shall be kept on file and shall be subject to inspection by any member at any time during usual business hours. Such list shall be produced and kept open at the time and place of the meeting during the whole time thereof and shall be subject to the inspection of any member who may be present.

Section 4:

Regular meetings of the voting members shall be held in January, June, August, September, October, November and December of each year. If a voting member or his designate is absent from two consecutive meetings, he is subject to suspension or dismissal by the Board.

Section 5:

A special meeting of the voting members for any purpose or purposes, unless otherwise prescribed herein, may be called by the President, the Board of Directors, or by petition of not less than ½ of all voting members.

Section 6:

Notice of a special meeting, the place, date, and time of the meeting shall be delivered personally, telephonically, electronically (email), or by mail not less than five nor more than twenty days before the meeting to each and every voting member. Written or printed notice as prescribed above shall be delivered to the President not less than ten days or more than twenty days for a special meeting called by petition of the voting membership. No written notice of regular meetings shall be required.

Section 7:

One-half of the voting members, or their designees, shall constitute a quorum at all meetings of the voting members for the transaction of business except as otherwise provided by statute, by the Articles of Incorporation, of the by-laws. If a quorum of the voting membership is not achieved, the Board will act in the membership's stead. At the August membership meeting for the purpose of electing a Board of Directors, the number of voting members present shall represent a quorum.

Section 8:

When a quorum is present at any meeting, the vote of the majority of the voting members having voting power shall decide questions on the agenda of such meetings, except as otherwise noted herein. The voting members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE VI

BOARD OF DIRECTORS

Section 1:

The business and affairs of the corporation shall be managed by its Board of Directors, who may exercise all such powers of the corporation and do all such lawful acts and things as are not by Statute or by the Articles of Incorporation or by the by-laws directed or required to be exercised or done by the voting members.

Section 2:

The directors shall be elected at the annual August meeting of the voting members except as hereinafter provided, and each serving director shall hold office until his successor takes office on September 1.

Section 3:

Any director may be removed either for or without cause, at any special meeting of the voting members by the affirmative vote of $\frac{3}{4}$ of the members entitled to vote for the election of such director, if notice of the intention to act upon such matter shall have been given in the notice call such meeting. If a vacancy or vacancies occur on the Board of Directors, whether by death, resignation, retirement, disqualification, removal from office or otherwise, a successor or successors may be chosen on an interim basis by the Board. The appointment of each interim director shall be subject to ratification by a majority vote of the voting members present at the next August meeting for either a one-year interim, or the regular two-year term as appropriate. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at a meeting of the members or at a special meeting all for that purpose.

Section 4:

The Board of Directors shall consist of the following:

- 1 - President
- 3 - Vice President
- 1 - Treasurer
- 1 - Secretary
- 1 - League Representative, 3 to 6 years old
- 1 - League Representative, 7 to 8 years old
- 1 - League Representative, 9 to 10 years old
- 1 - League Representative, 11 to 12 years old
- 1 - League Representative, 13 to 14 years old
- 1 - Equipment Manager
- 1 - Umpire Director
- 1 - Scheduler
- 2 - Board Members At-Large

Section 5:

Regular meetings of the Board of Directors may be held without notice except to board members at such time and place as shall from time to time be determined by the Board. Meetings of the Board will be open to the public; however, the board shall not be required to consider any issue not on its agenda, allow non-board members to speak, nor provide seating to visitors. Any visitor behaving in a disorderly, unmannerly, or inappropriate manner may be removed and barred from future board meetings.

Section 6:

Special meeting of the Board of Directors may be called by the President on three days notice to each director, either personally, by telephone, by email, by telegram or such special meetings may be called by the President in a like manner and on like notice on the written request of two directors. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in a notice or waiver of notice, except where expressly provided by statutes, the Articles of Incorporation, or by these by-laws.

Section 7:

At all meetings of the board of directors, the presence of the majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of the directors present at any meetings at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the statute or by the Articles of Incorporation or by these by-laws. If a quorum is not present at any meeting of the Directors, the Directors present thereat may adjourn the meeting until a quorum is present.

Section 8:

Any officers, Board members, managers, or their assistants may be replaced at any stated meeting by two-thirds (2/3) majority of all the Board of Directors. Such replacements may be for any reason, if found to be detrimental to Grand Prairie Boys Baseball, Inc. The Managers and Coaches may replace any officer or board member by three-fourths (3/4) majority of all Managers and Coaches.

Section 9: Standing Committees

Standing Committees will handle detailed operation of GPBBI as much as possible. The President, in consultation with the Board of Directors, will appoint all members of the Standing Committees, except as noted below.

The following Standing Committees will be staffed by the Directors, Members, or other friends of GPBBI as appropriate and will serve continuously, and at the pleasure of the board, to further the aims and purpose of GPBBI.

Budget Committee

Chaired by the Treasurer, and this committee will concern itself with fiscal aspects of the operation of GPBBI. Its membership should have an accounting or business background, if possible, and should include the equipment manager.

Rules Committee

Chaired by one of the Vice President, and contains at least one Umpire Director, this committee will concern itself with the various aspects of the play of the game itself. The committee will receive all suggestions for rule changes and will recommend appropriate changes for the following playing year to the membership for adoption at the August meeting or as directed by the President.

Protest Committee

These committees will consist of three Board members knowledgeable on all rules applicable to the League. These committees will rule on protests during GPBBI sanctioned league events. Their ruling will be final on the field.

All other standing committees which the Board of Directors may create.

ARTICLE VII

OFFICERS

Section 1:

The Board of Directors shall elect the officers of the corporation for a term of one year. The same person may not hold any two or more offices.

Section 2:

The Board of Directors, at each August meeting, shall choose the Officers from the Board of Directors. Officers are the President, three Vice Presidents, the Secretary, and the Treasurer.

Section 3:

Each Officer of the Corporation shall hold office until his/her successor is chosen and qualified or until his death or until his resignation or removal from office. An officer may be removed at any time by the affirmative vote of $\frac{3}{4}$ of the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors for the unexpired term of his predecessor in office.

Section 4:

The duties of the officers and directors are:

A. President (1)

1. To preside over GPBBI Board of Directors meetings.
2. To appoint committees and act as ex-officio member of each.
3. To break any tie vote resulting from any ballot decision.
4. To countersign orders and checks.
5. To call meetings when needed.
6. To be the Chief Executive Officer of the Corporation.
7. To perform such other duties as the Board of Directors shall prescribed.
8. Appoint Directors jobs.

B. Vice Presidents (3)

1. To preside over GPBBI Board meetings in the absence of the President.
2. To chair the Rules Committee.
3. To assume the duties of any officer who is unable to perform his/her duties until the vacant office is filled.
4. To countersign orders and checks.
5. To perform such other duties as the President and/or the Board of Directors shall prescribe.
6. To schedule Officer of the Day for respective Parks.

C. Secretary (1)

1. To take and preserve the minutes of all meetings and to record all of the votes.
2. To handle all correspondence assigned by the President.
3. To countersign orders and checks.

4. To perform such duties as the President and/or the Board of Directors shall prescribe.

D. Treasurer (1)

1. To receive and collect all funds.
2. To dispense all bills and charges, under the direction of the Board of Directors.
3. To maintain an accurate and current ledger as to all corporation funds. If deemed necessary by the Board of, the Treasurer will arrange for an independent audit of the corporate books prior to the October meeting.
4. To bring to all meetings of the Board and/or Members, the organization's books for public inspection. This includes the monthly bank statement with checks and a profit/loss statement.
5. To chair the Budget Committee.
6. To countersign orders and checks.
7. To coordinate all aspects concerning the solicitation and securing of sponsors for GPBBI.
8. To collect sponsor fees as directed by the Board.
9. To coordinate any activities associated with the solicitation and collection of funds for GPBBI.
10. To perform such other duties as the President and the Board of Directors may prescribe.

E. League Representatives (5)

1. To collect and transfer all player registration monies from head coaches within his/her division to the Treasurer and to be responsible for ensuring that such monies are collected and accounted for each of the teams in his/her division.
2. To coordinate scheduling and play of season.
3. Maintain an accurate, up-to-date record of win-loss records for all teams in his/her division; and to provide, on a weekly basis, an up-to-date listing of current division standings to each head coach with his/her division.
4. To serve as the communication link between the Board of Directors and the head coaches within his/her division. Distribute rules documentation and coach's packets.
5. To provide for the impartial distribution of new players to teams within his/her division as prescribed by the operating rules of GPBBI.

6. To insure all coaches with his/her league adhere to all policies and rules and act within the best interest of GPBBI.
7. To perform such other duties as the President and Board of Directors may prescribe.
8. To turn in all rosters, birth certificates, and contracts to the Secretary prior to the first game of the season. To insure that all coaches books are accurate.

F. Equipment Manager (1)

1. To maintain custody of the playing equipment, uniforms, etc. of GPBBI. To maintain accurate records of the disposition, location and condition of that equipment..
2. To coordinate with the Board to ensure that there is sufficient equipment on hand at all times to operate the league in a safe and equitable manner for all teams and to provide for repair or replacement of defective equipment, uniforms, etc.
3. To maintain GPBBI equipment storage facilities in an organized and orderly condition at all times.
4. To be on the Budget Committee.
5. To perform such other duties as the President and Board of Directors prescribe.

G. Umpire Director (1)

1. To coordinate all aspects concerning umpires and the Board of Directors of GPBBI.
2. To schedule umpires for all GPBBI games

H. Scheduling Director (1)

1. To coordinate/direct all aspects of scheduling any and all games played, sponsored, or hosted by GPBBI; to include regular season, and pre-season, or post-season tournaments
2. To perform such other duties as the President and Board of Directors may prescribe.

I. Officer of Day

1. Arrive at ballpark at 5:30 p.m., to turn on lights and scoreboards, open the equipment area, and raise the flag.
2. If the Officer of Day is scheduled to coach a game that same night, there are two options: (1) trade Office of Day duty with someone who does not have a game

scheduled (2) serve as Officer of Day and let your assistant coach take care of coaching the scheduled ball game. **UNDER NO CONDITIONS WILL OFFICER OF THE DAY AND COACHING FUNCTIONS BE CONDUCTED AT THE SAME TIME.**

3. Assist on Protest Committee.
4. Police the park.
5. Turn lights on and off.
6. Count receipts/monies with concessionaire, initial deposit slip and see the concession funds are locked/sealed in the bank bag and it is MANDATORY to make deposit that night.
7. Log infractions into log book.

ARTICLE VIII

ELECTION OF DIRECTORS

Section 1:

The Directors of the corporation shall be elected by the Voting Members for a term of two years.

Section 2:

The Voting Members at each August meeting of the Voting Members, shall choose the Directors from the members of the corporation.

Section 3:

At the June board meeting, the President shall appoint a Nominating Committee, consisting of one officer of the corporation and one head coach of each of the divisions of the various leagues into which the association has been divided, to nominate directors for the following year.

Section 4:

The Nomination Committee chairman shall present the names of the director candidates that the committee has selected at the August meeting. Additional nominations may be made from the floor by voting members.

Section 5:

Voting shall be by secret ballot. Each voting member or his designee will have one vote on each elective position.

ARTICLE IX

COACHES

Section 1: Eligibility

1. All prospective head coaches will file an background check with the Board of Directors before he/she may coach. He/she must receive approval of the Board prior to assuming the position. The Secretary of the association will keep this application on file.
2. All coaches approved by the board will remain in that position until December 31 of that year or until his written resignation, death, and removal for cause by the Board or for otherwise.
3. Each coach will at all times, while acting in the capacity of coach, conduct himself/herself in a proper manner and follow all directives, policies and rules as set forth by the by-laws, playing rules or Board of Directors. His/her speech and actions will be above reproach.

Section 2: Responsibilities

1. Turn in his official team roster on the prescribed date and time.
2. Have copies of birth certificates, or notarized school documentation is correct for each of his/her players stating the correct age of each player on his/her roster before the first game.
3. Ensure that all information on the player application, birth certificates, or notarized school documentation is correct. If any pertinent information (that is, information which would disqualify a child from playing under GPBBI rules and regulation) is found to be incorrect, the head coach can be removed from his/her position. The player whom the incorrect information concerns can be declared ineligible and all games in which he/she participated can be forfeited.
4. Keep spectators off the official playing field and within the areas designated for spectators.
5. Ensure the proper conduct of his/her assistant coaches, players, parents and spectators before, during and after each game and practice.
6. Will not obligate the association for the cost of service or merchandise.

7. Head coach will be responsible for getting his/her own assistant coaches and submitting their applications for background checks to the applicable League Representatives before the play in a game.
8. Any problems with an assistant coach will be handled through the applicable League Representative.

Section 3: Removal from Coaching

A coach may be removed for any of the following.

1. Use of profane and/or abusive language or maltreatment of players.
2. Failure to meet the responsibilities stated in Section 2.
3. Failure to abide by the By-Laws and rules.
4. Non-attendance of 2 mandatory regular or special meetings.
5. Attempting to recruit players from other team areas.
6. Attempting to discredit the association in any manner (automatic removal).
7. Removal of a coach for reasons listed above or failure to comply with Article IX, Section 1, Paragraph 3, above can be placed on the agenda of the next board meeting by the recommendation of any Board member. The concerned coach will be invited to attend the meeting to speak on his/her own behalf. A simple majority vote of the Board members present at the meeting shall be sufficient to remove the coach. Should the board feel that removal is not warranted, but that some disciplinary action is appropriate, it may vote to censure the coach. A censured coach will be on probationary status for the remainder of the year and may be removed by his League Representative or by the Board of Directors. Any coach censured or removed by the Board will serve the following year, if approved by the Board to coach, on probationary status also. When voting to censure a coach, the board may elect to temporarily suspend a coach for a period of 1 to 4 games, as it see fit.
8. The case of any coach removed from a game by any umpire will be reviewed by the League Representatives in his/her age group acting as a committee. The committee will interview the umpire and coach involved plus any other witnesses to the incident. The committee may exonerate the coach or recommend board action as specified in Section 3 item 7 above.

ARTICLE X

MISCELLANEOUS

Section 1: Expenditure and collection of Funds

1. GPBBI will operate on the two-signature system for checks on all disbursement of funds.
2. Wherever possible, all funds of GPBBI will be maintained in interest bearing accounts at the highest available rates within the City of Grand Prairie.
3. The concession stand receipts will be counted and audited by the Officer of the Day and one additional concessionaire. Each will sign a document verifying the monies collected and this document is to be filed with the treasurer within 48 hours.
4. A financial report will be filed at the first monthly Board meeting.

Section 2:

Prior to the February meeting, the corporation's books will be subjected to an audit (city audit, certified audit or independent audit) if deemed necessary by the Board of Directors.

Section 3:

These by-laws may be amended by 2/3 vote of the Board of Directors.

Section 4:

Directors and Voting Members who provide a service to GPBBI, which is compensated by GPBBI (i.e. Umpires, Concession workers) shall be compensated at the same rate as a non-member who performs the same service.