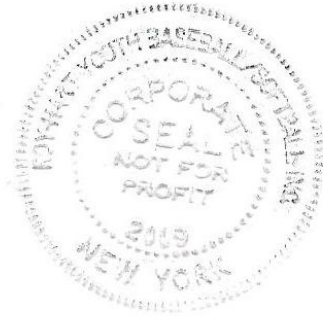


BY-LAWS OF "Roy-Hart Youth Baseball / Softball Inc.", A NOT-FOR-PROFIT CORPORATION

ARTICLE I: ORGANIZATION

- 1. The name of the organization shall be Roy-Hart Youth Baseball / Softball Inc.*
- 2. The organization shall have a seal which shall be in the following form:*



- 3. The organization may at its pleasure by a vote of the membership body, change its name.*

ARTICLE II: PURPOSES:

SECTION 1

The objective of the RHYBS Inc is to organize and promote youth Baseball and Softball to perpetuate the interest & love of the game. To organize and provide an opportunity for teams to compete in league and tournament competition which leads to the following:

- Develop a strong, clean, healthy body, mind and soul.*
- Develop a strong urge for sportsman-like conduct.*
- Develop an understanding of and respect for the RULES.*
- Develop courage in defeat, tolerance and modesty in victory.*
- Develop control over emotions and speech.*
- Develop spirit of cooperation and team play.*
- Develop into true CITIZENS*

SECTION 2

Roy-hart Youth Baseball/Softball Inc. declares and affirms its special responsibility, and that of its member, to promote the full participation of persons in all of its activities and in the full range of human endeavor without regard to race, color, sex, disability, affection or sexual orientation, age, national origin or to any particular religious belief or creed

ARTICLE III: MEMBERSHIP

SECTION 1

Eligibility: Any person sincerely interested in active participation to further the objective of Roy-hart Youth Baseball/Softball Inc. may apply to become a Member. The official bylaws of the league shall be adhered to by all members of the board. Failure to do so may result in disciplinary action as described in section 3.

SECTION 2

Classes: There shall be the following classes of Members:

Player Members: Any player candidate meeting the requirements of Roy-hart Youth Baseball/Softball Inc. shall be eligible to compete for participation. Player Members shall have no rights, duties or obligations in the management or in the property of the Roy-hart Youth Baseball/Softball Inc.

Board Members: Any adult person actively interested in furthering the objectives of the Roy-hart Youth Baseball/Softball Inc. may become a Regular Member upon election and/or appointment by the Board. The secretary shall maintain the roll of membership to qualify voting members. Only Regular Members in good standing are eligible to vote at General Membership Meetings. Members shall assume the obligation of attending all regularly scheduled & special meetings. If circumstances arise such that one cannot attend a meeting, the President, Secretary, or another officer should be contacted in advance so alternate arrangements can be made as necessary. Failure to attend 6 consecutive meetings shall warrant a board vote as to the status of continued active membership, and could result in termination from the board. Conduct of all board members must be professional while representing the board in any matter

Supporting Members: Any person may be a supporting member by the unanimous vote of all board members present at any duly held meeting of the Board but shall have no rights, duties or obligations in the management or in the property of the Roy-hart Youth Baseball/Softball Inc. Supporting members include Managers, Coaches, Volunteer Umpires and any other person who is recognized by the Board as a volunteer in the Roy-hart Youth Baseball/Softball Inc.

SECTION 3

Suspension or Termination:

Membership may be terminated by action of the Board as follows:

(a) The Board, by a two-thirds vote of the complete Board, shall have the authority to discipline or suspend or terminate the membership of any Member of any class, including managers and coaches, when the conduct of such person is considered detrimental to the best interests of the Roy-hart Youth Baseball/Softball Inc. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

(b) The Board of Directors shall, in case of a Player Member, give notice to the manager of the team for which the player is a Player Member. Said manager shall appear, in the capacity of an adviser, with the player before the Board of Directors or a duly appointed committee of the Board of Directors. The player's parent(s) or legal guardian(s) may also be present. The Board of Directors shall have full power to suspend or revoke such player's right to future participation by a two-thirds vote of the complete Board.

ARTICLE IV: MEETINGS

SECTION 1

Order of Business:

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

SECTION 2

Annual Meeting:

- a) *The annual membership meeting of this organization shall be held on the 25 day of September each and every year except if such day is a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.*
- b) *The Secretary shall notify by e-mailed to every member in good standing at his address as it appears in the membership roll book in this organization, the time and place of such annual meeting.*
- c) *The Membership shall receive at the Annual Meeting of the Members of the Roy-hart Youth Baseball/Softball Inc. a report, verified by the President and Treasurer, or by a majority of the Directors, showing: The condition of the Roy-hart Youth Baseball/Softball Inc., to be presented by the President or his/her designates, as defined in the complete treasurer's report per Article X*
- d) *At the Annual Meeting, the Board shall meet to elect the officers. After the election, the officers shall assume the performance of they're duties. The Board's term of office shall continue until its successors are elected and qualified under this section.*
- e) *The Officers of the Board shall include, at a minimum, the President, Vice Presidents, Treasurer & Secretary.*

SECTION 3

Regular meetings:

Regular meetings of this organization shall be held at the Middleport town hall Baseball office. The presence of not less than 51 percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than 2 weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

SECTION 4

Special meetings:

Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of any of the members of the organization, the president shall call a special meeting as defined above.

ARTICLE IV: MEETINGS (cont')

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

SECTION 5

Terms:

Complete Board: as it applies to this document shall equal the sum of its entire "active" membership at any point in time during the year.

Quorum: At any General Membership Meeting, the presence in person or representation by absentee ballot of a simple majority of the "complete board" shall be necessary to constitute a quorum.

SECTION 6

Records: All records of officers, committee members & regular members shall be considered property of the board & submitted to the board at the time of resignation or filed (in board file cabinet or league computer) at timely intervals as appropriate.

ARTICLE V: VOTING

SECTION 1

Voting:

- a) At all meetings, except for the election of officers, all votes shall be by voice. For election of officers, ballots may be provided as required and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
- b) At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.
- c) Only Board Members shall be entitled to make motions and vote at General Membership Meetings. However, the Board may invite, admit and recognize guests for presentations or comments during General Membership Meetings. A simple majority of the "complete board" shall be necessary to approve any transaction.
- d) Voting policy for Officers (1). Open nomination for given office- Nominations must be excepted by nominee at time of offering or, if not present, must have made his/her intentions known to an officer who is present at the time of the vote (No surprises). Nominations are closed & voting ensues. 3.) For a single candidate nomination, an open vote may be conducted. For a multi-candidate nomination, a secret written ballot format shall be used. (4). Simple majority vote of complete board shall be required to elect.

SECTION 2

Appointments: The Board may appoint such other officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each. Appointed officers or agents shall have no vote on actions taken by the Board unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.

SECTION 3

Absentee Ballot: For the expressed purpose of accommodating a Regular Member in good standing who cannot be in attendance at the Annual Meeting, or any General Membership Meeting and whose vote is essential to a matter at hand, a phone-in vote may be accepted by the Board and recorded in the meeting minutes as such.

SECTION 4

Conflict of Interest Clause: Any member of the board who has a financial, personal or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the board to voluntarily excuse himself/herself and will vacate his seat and refrain from discussion and voting on said item.

ARTICLE VII: BOARD OF DIRECTORS

SECTION 1

The business of this organization shall be managed by the officers and directors of this organization and these officers / directors will conduct the business of this organization at the regular meetings, on dates and times as determined by those present. At least one of the officers elected shall be a resident of the State of New York and a citizen of the United States.

SECTION 2

The President of the organization by virtue of his office shall be Chairman of the Board of Directors. Officers shall by virtue of their office be members of the Board of Directors. Officers of the organization will hold rank as defined below:

President:

Vice President:

Secretary:

Treasurer:

The President ; shall preside at all membership meetings.

- shall by virtue of office be Chairman of the Board of Directors.
- shall present at each annual meeting of the organization an annual report of the work of the organization
- shall appoint all committees, temporary or permanent.
- shall see all books, reports and certificates required by law are properly kept or filed.
- shall be one of the officers who may sign the checks or drafts of the organization.
- shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President; shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

ARTICLE VII: BOARD OF DIRECTORS (cont')

The Secretary; shall keep the minutes and records of the organization in appropriate books. It shall be their duty to file any certificate required by any statute, federal or state.

- shall give and serve all notices to members of this organization.
- shall be the official custodian of the records and seal of this organization.
- may be one of the officers required to sign the checks and drafts of the organization.
- shall present to the membership, any communication addressed to him as Secretary of the organization.
- shall attend to all correspondence of the organization
- shall exercise all duties incident to the office of Secretary.

The Treasurer; shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or trust company.

- must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- shall render reports at stated periods as the Board of Directors requests
- shall determine a written account of the finances of the organization and such report
- shall be physically affixed to the minutes of the Board of Directors of such meeting.
- shall exercise all duties incident to the office of Treasurer.
- shall be governed by the reporting practices as defined in Article X: "Financial & Accounting"

SECTION 3

Authority: The management of the property and affairs of the Roy-hart Youth Baseball/Softball Inc. shall be vested in the Board.

SECTION 4

Increase in number: The number of Board members so fixed at the Annual Meeting may be increased at any General Membership Meeting or Special Meeting of the Members. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent General Membership Meeting. All elections of additional board members shall be by majority vote of all Regular Members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting. The board shall strive to maintain an active membership of between 5 ~ 9 members, but shall not operate with less than 5, unless circumstances such as unexpected resignations, deplete the membership. Maximum membership shall be capped at 11. A complete board should be comprised of an odd number of members such that voting will always have a deciding factor.

SECTION 3

Resignation: If a member determines it is impossible to fulfill his/her obligations to the board, they should submit their resignation as soon as possible, so that a replacement can be sought out in a timely manner. A written resignation shall be submitted & accepted by one of the officers of the board. In the absence of a written resignation, the meeting minutes shall suffice as to the outcome of a vote to accept the verbal resignation or mandate the termination of a board member.

SECTION 4

Vacancies: If any vacancy occurs in the Board, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Board at any regular board meeting or at any Special Board Meeting called for that purpose.

ARTICLE IX: SALARIES

SECTION 1

Board Salary & Compensation: (see section 5 of "FINANCIAL AND ACCOUNTING")

SECTION 2

General Salaries: The Board of Directors shall hire and fix the compensation of any and all employees which they, in their discretion, may determine to be necessary for the conduct of the business of the organization.

ARTICLE X: FINANCIAL AND ACCOUNTING

SECTION 1

Authority: The Board shall decide all matters pertaining to the finances of the Roy-hart Youth Baseball/Softball Inc. and it shall place all income including Auxiliary funds, in a common league treasury, directing the expenditure of funds in such manner as will give no individual or team an advantage over those in competition with such individual or team.

SECTION 2

Contributions: The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common treasury of the Roy-hart Youth Baseball/Softball Inc., thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the Roy-hart Youth Baseball/Softball Inc.

SECTION 3

Solicitations: The Board shall not permit the solicitation of funds in the name of any team, unless all of the funds so raised be placed in the Roy-hart Youth Baseball/Softball Inc. treasury.

SECTION 4

Disbursement of Funds: The Board shall not permit the disbursement of Roy-hart Youth Baseball/Softball Inc. funds for other than the conduct of League activities in accordance with the rules, regulations and policies of Roy-hart Youth Baseball/Softball Inc. All disbursements shall be made by check unless otherwise approved by the board. All checks shall be signed by the Roy-hart Youth Baseball/Softball Inc. Treasurer and such other officer or officers or person or persons as the Board shall determine.

SECTION 5

Salary/Compensation: No Officer / Director shall, for reason of his office, be entitled to receive any salary or compensation, unless specifically noted below:

- a) Player Member that is the child of a board member may participate without paying dues for league play only (excludes Post-season Tournament & Travel League play).
- b) Director / Officer may receive compensation from the organization for duties other than as a director / officer of the organization.

ARTICLE X: FINANCIAL AND ACCOUNTING (cont')

SECTION 6

Deposits: All monies received, including Auxiliary Funds, shall be deposited to the credit of the Roy-hart Youth Baseball/Softball Inc. in/at **HSBC Co Inc.**

SECTION 7

Fiscal year: The fiscal year of the Roy-hart Youth Baseball/Softball Inc. shall begin on: October 1 and shall end on September 30.

ARTICLE XI: COMMITTEES

SECTION 1

Statement:

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

SECTION 2

The permanent committees shall be:

- By-Laws & Inc.
- Fund raising
- Sponsorship/ Uniforms
- Equipment
- League Pictures
- Community Service
 - Memorial day
- All Star Day
 - Trophies & Medals
 - Events Planning
- Field Maintenance
- Safety/ First Aid
- League Scheduling
- Web Site Maintenance
- Rules
- Umpires
- Concessions
- Tournament & Post Season Play

ARTICLE XII: DISTRIBUTION OF PROPERTY UPON DISSOLUTION:

Upon dissolution of the Roy-hart Youth Baseball/Softball Inc. and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Roy-hart Youth Baseball/Softball Inc. to another youth baseball/softball league which maintains the same objectives as set forth in this Constitution.

ARTICLE IX – AMENDMENTS

This Constitution may be amended, repealed or altered in whole or in part by a 2/3 vote of the complete board at any duly organized meeting of the board, provided notice of the proposed change is included in the notice of such meeting.

This Constitution was approved by the Roy-hart Youth Baseball/Softball Inc. Board on

(date)

(Board Initials)

Chris Steiner
(President)

(President's Signature)

(Date)

ARTICLE XIV: REVISION HISTORY

- 12 Jan 2010 ----- Original Draft Approved