

CONSTITUTION AND BYLAWS OF CHEVIOT HILLS PONY BASEBALL ASSOCIATION

CONSTITUTION

ARTICLE 1-- NAME

The organization shall be known as Cheviot Hills Pony Baseball Association (hereinafter referred to as CHPBA), a volunteer organization to promote baseball and softball.

ARTICLE II-- STATEMENT OF POLICY

Section 1-It shall be the policy of CHPBA to conduct its activities so that the physical and moral welfare of the young people for whose benefit it is organized shall remain paramount and all matters of policy shall be determined on that basis.

Section 2-No person who is a member of or who is employed by or who is in any way connected with CHPBA shall receive any personal financial benefit therefore beyond the reasonable value of his or her contracted services in carrying out the purpose for which CHPBA has been organized.

Section 3-In order to secure suitable and adequate financial backing to carry out the purpose of CHPBA, it shall be the policy of CHPBA to permit only such sponsorship as is consistent with the purpose for which CHPBA is organized and to select sponsors who are interested in CHPBA solely or principally as a means of contributing to the welfare of young people.

Section 4-It shall be the policy of CHPBA to prohibit any direct advertising of alcoholic beverages or tobacco products in connection with CHPBA or any of its programs.

ARTICLE III -- PURPOSE

The purpose of CHPBA shall be to organize, supervise, and provide instruction in the playing of competitive baseball under specialized rules and regulations, to secure suitable and adequate financial backing for these purposes, and to own, lease or otherwise provide suitable playing facilities and equipment for these purposes.

ARTICLE IV-- BOARD OF DIRECTORS

Section 1-Volunteer adult leaders, parents or guardians of players, team sponsors and other contributors, managers, coaches and other interested adults shall be eligible for election to the Board of Directors.

Section 2-The Board of Directors shall be no less than nine (9) and no more than seventeen (17) persons elected by the then existing Board of Directors at the July annual meeting of the existing Board in the manner provided for in the Bylaws of CHPBA.

Section 3-In recognition of the general powers of the Board of Directors exercised by virtue of their office, they shall have the power: to purchase or otherwise acquire for CHPBA any property, right or privilege which CHPBA is authorized to acquire by pursuant to the purpose of CHPBA and in a manner governed by its Bylaws, at such price or consideration and upon such terms as the Board of Directors may deem expedient; to appoint or remove or suspend subordinate agents or volunteers and to determine their duties and fix their salaries; to determine who shall be authorized, on behalf of CHPBA, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments; to delegate any of the powers of the Board of Directors to any standing committee, special committee or any officer or agent of CHPBA, with any powers as the Board of Directors may see fit to grant and to generally do all such lawful acts and take actions as may be necessary and proper.

ARTICLE V -- OFFICERS/EXECUTIVE COMMITTEE

Section 1-The officers of CHPBA shall consist of the President, Vice- President, Secretary, and Treasurer.

Section 2-The officers of CHPBA shall otherwise be referred to in the Constitution and the Bylaws as the Executive Committee.

ARTICLE VI -- GOVERNMENT

Section 1-The government of CHPBA shall be under the direct supervision of the officers and the Board of Directors.

Section 2-All rules governing the playing of baseball and softball, the legality of players and related questions shall be in accordance with the Cheviot Hills Pony Baseball Rules that exist for each division of CHPBA (Pinto Division, Mustang Division, Bronco Division, Pony Division, and softball).

Section 3-Any rules or questions of order not specifically addressed in the CHPBA Constitution and/or bylaws shall be governed by the most current edition of Roberts Rules of Order.

ARTICLE VII -- AMENDMENTS

The Constitution may be amended only by a majority vote of the Board of Directors at any meeting, or at a special meeting of the Board of Directors called for that purpose. There must be a waiting period of at least twenty (20) days between the time an amendment is proposed and seconded and the time when the vote on the amendment takes place.

BYLAWS

ARTICLE I -- MEETINGS AND VOTING

Section 1-The Board of Directors shall hold a minimum of nine (9) meetings a year, at such time and place as may be determined by the President. The President, in determining the time and place of those meetings, should use the convenience of the majority of Board members as his or her guide. Meetings should occur no later than the 2nd Thursday in January, February, March, April, May, June, July, September, and November. Notice of the time and place of the meeting shall be made known to the entire Board of Directors not less than ten (10) days prior to the date of the meeting. Any action taken at a meeting that violates the notice provision of this section must be ratified by Board of Directors who cannot be present before they are valid and can be implemented.

Section 2-Special meetings of the Board of Directors may be called by the President, or by a majority of the Board of Directors, upon written request to the Secretary. Notice of the time and place of these special meetings of CHPBA shall be made known to the entire Board of Directors not less than five (5) days prior to the date of the meeting. Any action taken at a meeting that violates the notice provision of this section must be ratified by Board of Directors who cannot be present before they are valid and can be implemented.

Section 3-At each meeting of the Board of Directors, every member of the Board shall be entitled to vote either in person or by proxy. In the case of proxy voting, the Secretary must be notified in advance of said proxy in writing for the proxy to be valid. The proxy may be generally assigned to another member of the Board of Directors for all votes, or may only be assigned for one issue. A simple majority of votes is required for any measure to pass. Any ties require a 2nd ballot after further discussion. If after the 2nd ballot, the votes are still tied, the President shall be required to break the tie. The President, or in the absence of the President the Vice-President acting on behalf of the President, will not cast a vote on any issue, but will be required to break the tie.

Section 4-The presence of a majority of Board of Directors members shall be required to constitute a quorum for the transaction of business at any special or regular meeting of CHPBA. The presence of a proxy or proxies cannot be counted for purposes of establishing a quorum.

Section 5-Any Board of Directors member may request a secret ballot for any vote, and such request must be automatically granted. Upon that request, the vote must be conducted by secret ballot, provided those ballots are available for inspection at the conclusion of the vote.

ARTICLE II - - ELECTION OF OFFICERS

Section 1-At the June meeting, the Secretary shall determine which members of the Board of Directors intend to offer their candidacy as an officer for the following year. Only Board of Directors members in good standing are eligible to be officers for the subsequent year. No person shall hold more than two (2) offices during any term. Elections shall be held at the July meeting.

Section 2-The term of office for all officers shall be one year beginning the day following the July meeting and election.

Section 3-All officers shall be eligible for reelection.

Section 4-In the event of the death, resignation, inability to perform the duties of office for any reason, or disqualification, the Board of Directors, by majority vote of the entire board, shall be empowered to select a replacement for such officer who shall serve until the following July meeting.

Section 5- Any officer who misses more than three meetings in course of one term shall be disqualified. When an officer has been disqualified for this reason, the Board of Directors may decide, by majority vote, to reinstate the disqualified officer.

ARTICLE III - ELECTION OF BOARD OF DIRECTORS

Section 1-All members in good standing of the then existing Board of Directors who desire to serve another term are automatically re-elected to the Board of Directors. Current Board members must declare their intentions to remain on the Board to the Secretary no later than the June meeting. Candidates for vacancies in the Board of Directors will be drawn first from the then existing Board, second from any person who served on a standing or special committee, and third from any person eligible pursuant to the Constitution. Elections shall be held at the July meetings. However, the Board may vote to hold a special election at any other time between the July meetings, should it determine that the election of additional Board members is appropriate.

Section 2-Members of the Board of Directors are required to chair or be a member of at least three standing or special committees to remain in good standing. Members who are not in good standing shall be automatically disqualified from the Board of Directors.

Section 3-The term of membership for all Board of Directors shall be one year beginning the day following the July meeting and election.

Section 4-In the event of the death, resignation, inability to perform the duties of the Board of Directors for any reason, or disqualification, the Board of Directors, by majority vote of the entire remaining board, shall be empowered to select a replacement for such Board of Directors member who shall serve until the following July meeting.

Section 5- Any member of the Board of Directors who misses more than three meetings in course of one term shall be disqualified. When a member of the Board of Directors has been disqualified for this reason, the Board of Directors may decide, by majority vote, to reinstate the disqualified member.

ARTICLE IV---- DUTIES OF OFFICERS

Section 1-All Officers of CHPBA shall be bound by the duties of the Board of Directors as set forth in Article V, in addition to the specific duties set forth below.

Section 2-The President shall preside at all meetings of CHPBA Board of Directors and the Executive Committee, shall serve as the Chief Executive Officer of CHPBA, and with the advice of the Executive Committee shall create committees and appoint their members, as set forth in Articles VII and VIII below. The President shall perform all other such duties as are normally associated with the office of President, including but not limited to reporting directly to the Board of Directors at each meeting of the Board of Directors regarding all actions taken by the President on behalf of CHPBA since the last such meeting, maintaining relationships with the Cheviot Hills Parks and Recreation, ensuring the flow of information from one committee to another, and overseeing the registration of all player applicants to CHPBA. The President should perform all duties of the office of President with the advice of and consultation with the Executive

Committee.

Section 3-The Vice-President shall assume and carry out the duties of the President in the President's absence, shall assist the President in the performance of his or her duties, shall preside at meetings in the absence of the President, and shall assist the President in the smooth running of CHPBA by carrying out such duties and responsibilities delegated to the Vice-President by the President. The Vice-President shall assist the Secretary in conducting elections for Officers and Board of Directors vacancies, and assist the President in organizing membership in Standing or Special Committees.

Section 4-The Secretary shall have custody of the Constitution and Bylaws, and all other records of CHPBA, shall keep an accurate record of the meetings, including attendance, and other activities of CHPBA and the Board of Directors, shall determine the candidates for election and conduct the July elections, shall be responsible for all correspondence on behalf of CHPBA as delegated by the President, and shall transmit all records and correspondence to any person elected to succeed him or her in that office.

Section 5-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 CHPBA, shall submit a financial report at all regular meetings and at such other times as may be requested by the President, shall compile an annual report of CHPBA finances, shall provide the books of CHPBA and such other documentation as requested for the annual audit or review and shall transmit all financial records to any person elected to succeed him or her in that office.

Section 6-The CHPBA Code of Conduct, Disciplinary Rules and Protest Procedures is hereby incorporated into this document by reference, as if fully set forth herein. This includes, but is not limited to the Executive Committee's authority to enact all discipline as set forth in the CHPBA Code of Conduct, Disciplinary Rules and Protest Procedures.

ARTICLE V---- DUTIES OF BOARD OF DIRECTORS

Section 1-All members of the Board of Directors are in a fiduciary relationship with CHPBA. The Board of Directors' primary responsibility is to steer CHPBA towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure CHPBA has adequate resources to advance its mission.

Section 2-Each member of the Board of Directors is charged with acting as an advocate for CHPBA's mission.

Section 3-The CHPBA Board of Directors has three primary legal duties known as the "duty of care," "duty of loyalty," and "duty of obedience."

Section 4-The duty of care includes but is not limited to ensuring prudent use of all assets, including facility, people, and good will.

Section 5-The duty of loyalty includes but is not limited to ensuring that CHPBA's activities and transactions are, first and foremost, advancing its mission, recognizing and disclosing conflicts of interest, and making decisions that are in the best interest of CHPBA and not solely in the best interest of the individual board member or their family.

Section 6-The duty of obedience includes but is not limited to ensuring that CHPBA obeys applicable laws and regulations; follows its own bylaws; and that CHPBA adheres to its stated mission.

Section 7-The CHPBA Code of Conduct, Disciplinary Rules and Protest Procedures is hereby incorporated into this document by reference, as if fully set forth herein. This includes, but is not limited to the Board of Director's authority to consider all appeals of discipline and disciplinary appeal decisions determined by the Executive Committee as set forth in the CHPBA Code of Conduct, Disciplinary Rules and Protest Procedures.

ARTICLE VI--FINANCIAL POLICY

Section 1-The Board of Directors shall decide all matters pertaining to the finances of CHPBA, bearing the responsibility to conduct the financial affairs of CHPBA in a sound business-like manner.

Section 2-To equalize the benefits of CHPBA for all participating teams, solicitation of funds shall be for the treasury of CHPBA and contributions to individuals or teams shall be discouraged.

Section 3-The Board of Directors shall institute policy relative to the preparation and acceptance of an annual budget, periodic and annual presentation of financial reports, and/or an annual audit or review of the books of CHPBA.

ARTICLE VII-- STANDING COMMITTEES

Section 1-The President, with the assistance of the Vice-President and the advice of the Executive Committee, shall create such standing committees as the Executive Committee deems appropriate for the well-being and smooth functioning of CHPBA. The President, with the assistance of the Vice-President, shall also appoint a chairperson for each committee, and appoint members to each committee.

Section 2-All standing committees may be comprised of all interested persons as deemed appropriate by the President and the Executive Committee. Committees are required to give reports at each meeting of the Board of Directors when requested.

Section 3-Standing committees shall be re-formed by the incoming President and Executive Committee following elections at the July Board meeting.

ARTICLE VIII --SPECIAL COMMITTEES

Special Committees may be appointed by the President for such special purposes as deemed necessary. The President will be guided by the general preference that sub-committees to Standing Committees are preferred over Special Committees. Committee duties and responsibilities are to be outlined at the time of the appointment and such committees shall be dissolved at the July meeting following appointment, but may be reappointed at any time following the July meeting.

ARTICLE IX -- AMENDMENTS

These Bylaws may be amended only by a majority vote of the Board of Directors at any meeting, or at a special meeting of the Board of Directors called for that purpose. There must be a waiting period of at least twenty (20) days between the time an amendment is proposed and seconded and the time when the vote on the amendment takes place.