

**BY LAWS  
OF  
BYRON YOUTH BASEBALL ASSOCIATION, INC.**

**ARTICLE 1  
LOCATION**

The principal office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the principal office shall be at P.O. Box 447, Byron, Minnesota, 55920.

**ARTICLE 2  
MEMBERSHIP**

*SECTION 2.1 VOTING MEMBERS.* This corporation shall have members with voting rights. Individuals who desire to become members of this corporation shall be greater than 18 years of age or over and shall become members of this corporation by applying for such membership to the Executive Committee and by paying the annual dues, if applicable, in advance.

*SECTION 2.2 DUES.* The Board of Directors shall have the right to determine the dues or other payments to be made by the members of the corporation from time to time. The membership year for the members of the corporation shall be the same as the fiscal year of the corporation.

*SECTION 2.3 HONORARY MEMBERS.* The Board of Directors may confer honorary membership on any individual or individuals based upon such criteria, and with such voting rights, as the Board of Directors shall from time to time determine.

*SECTION 2.4 INTEREST IN PROPERTY.* The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.

*SECTION 2.5 RESIGNATION.* Any member may resign his or her membership at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and,

unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns his or her membership shall not be entitled to a refund of any dues or other payments made to the corporation.

### **ARTICLE 3 MEETINGS OF MEMBERS**

*SECTION 3.1 ANNUAL MEETING.* The annual meeting of the members of the corporation held for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held on the second Monday of each February beginning in February, 2012, within or without the State of Minnesota, designated from time to time by the Board of Directors. If the Board of Directors does not fix a different time or place, each such meeting shall be held at 7:00 o'clock p.m. central time on the second Monday of February, at the registered office of the corporation.

*SECTION 3.2 SPECIAL MEETINGS.* Special meetings of the members of the corporation may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of a majority of the members of the corporation. Anyone entitled to call a special meeting of the members may make written request to the Secretary to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held between ten (10) and sixty (60) days after receiving the request. If the Secretary fails to give notice of the meeting within fourteen (14) days from the date on which the request is made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided.

*SECTION 3.3 NOTICE.* Written notice of the annual meeting of the members, stating the time and place thereof, shall be posted on the Byron Youth Baseball Association's website and/or the Byron Review newspaper, not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each member of the corporation. Written notice of each special meeting of the members stating the time, place and purpose thereof, shall be posted not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each such member; no business shall be transacted at a special meeting other than the business specified in such notice. Any member may make written waiver of notice

before, at or after a meeting, and such waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

*SECTION 3.4 VOTING; QUORUM.* At all meetings of the members, each member shall be entitled to cast one vote in person on any question coming before the meeting. Cumulative voting shall not be permitted. The presence of seven (7) members in person shall constitute a quorum at any meeting thereof the members present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

*SECTION 3.5 WRITTEN ACTION.* Any action that may be taken at a meeting of the members may be taken without a meeting if authorized in writing and signed by all of the members who are entitled to notice of the meeting for such purpose.

## **ARTICLE 4 DIRECTORS**

*SECTION 4.1 NUMBER AND METHOD OF ELECTION.* The Board of Directors of this corporation shall consist one (1) permanent positions representing the Independent School District #531, respectively, and no fewer than five (5) and no more than nineteen (19) persons, (not including ex-officers or honorary members) and, subject to such limitation, the number of members of the Board of Directors shall be such as may be designated from time to time by the Board of Directors.

The initial Board of Directors shall consist of the persons designated below:

ISD #531 (Larry Franck)  
Patrick Splinter

514 5th AVE NE  
Byron, MN 55920

Ryan Knudson	510 6 <sup>th</sup> ST NE Byron, MN 55920
Jennifer Jestus	P.O. Box 94 Byron, MN 55920
Brad Thalacker	5398 51 <sup>st</sup> NW Rochester, Minnesota 55901
Brian Nelson	216 9 <sup>th</sup> ST NE Byron, MN 55920
Kim Enerson	1008 3 1/2 AVE NW Byron, Minnesota 55920
Jeff Underwood	4343 Co Rd 15, SW Byron, MN 55920
Keith Carpenter	505 5 <sup>th</sup> AVE NE Byron, MN 55920
Ryan Hanson	489 Wynnsong Dr. NW Byron, MN 55920
Rod Johnson	308 10 <sup>th</sup> ST NE Byron, MN 55920
Steve Helgason	6521 Co. Rd. 105 NW Byron, MN 55920
Brian La Plante	473 Wynnsong Dr. NW Byron, MN 55920
Fred Schutte	372 Wynnsong Place NW Byron, MN 55920
Chris Nelson	216 9 <sup>th</sup> ST NE Byron, MN 55920
Sean Bishop	1108 4th AVE NE Byron, MN 55920
Steve Hucke	503 6th Pl NE Byron, MN 55920
John Stemper	8300W Country Club Rd Byron, MN 55920

Joel Starks

2424 12th AVE NW  
Rochester, MN 55901

Thereafter, directors of this corporation shall be elected by the voting members at each annual meeting.

*SECTION 4.2 TERMS.* Initially the terms of the first Board shall be staggered by lot drawing into one and two year terms for each half of the Board. Thereafter each Board member shall be eligible for two (2) additional terms. Appointments to vacancies shall be considered as new appointees. Members shall hold office until successors are elected. Any vacancy occurring because of the death, resignation or removal of a director shall be filled by the Board of Directors for the unexpired term of such director.

*SECTION 4.3 EX OFFICIO AND HONORARY DIRECTORS.* The Board of Directors may, from time to time, elect one or more ex officio or honorary directors of this corporation who shall be advisory members of the Board of Directors of this corporation. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All ex officio and honorary directors shall be non-voting directors of this corporation.

## **ARTICLE 5**

### **MEETINGS OF THE BOARD OF DIRECTORS**

*SECTION 5.1 ANNUAL MEETING.* The annual meeting of the Board of Directors held for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held immediately prior to the annual meeting of the members of the corporation at the time and place designated from time to time by the Board of Directors.

*SECTION 5.2 OTHER REGULAR MEETINGS.* Other regular meetings of the Board of Directors may be established by the Board of Directors. Such meetings may be held with five (5) days notice via E-mail at the registered office of this corporation or at such other place or places as the Board of Directors may from time to time designate.

*SECTION 5.3 SPECIAL MEETINGS.* Special meetings of the Board of Directors may be called at anytime (a) by the president, (b) by the Board of Directors, or (c) upon the written request of one-third or more members of the Board of Directors. Anyone entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five (5) and thirty (30) days after receiving the request. If the Secretary fails to give notice of the meeting within seven (7) days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

*SECTION 5.4 NOTICE OF MEETING.* Written notice of each annual meeting of the Board of Directors stating the time and place thereof shall be posted on corporation's internet website, not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each director at his or her address according to the last available records of this corporation. Written notice of each special meeting of the Board of Directors stating the time, place and purpose thereof shall be posted on corporation's internet website, not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each director at his or her address according to the last available records of this corporation. No business shall be transacted at any special meeting other than the business specified in such notice. Any director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed waived unless it is solely for the purpose of asserting the illegality of the meeting.

*SECTION 5.5 QUORUM AND VOTING.* At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors.

*SECTION 5.6 REMOVAL of DIRECTORS.* Any Director may be removed, either with or without cause, at any time, by a two-thirds (2/3) of the total number of incumbent Directors, at a regularly scheduled or special meeting of the Board called for the purpose. Absence from three (3) consecutive meetings of the Board of Directors shall be considered cause for removal.

*SECTION 5.7 ADJOURNED MEETINGS.* When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

*SECTION 5.8 WRITTEN ACTION.* Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the directors.

*SECTION 5.9 TELECOMMUNICATIONS.* A director may participate in a meeting of the Board of Directors by any means of communication through which the Director, other persons so participating and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes personal presence at a meeting. A conference among directors by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

## **ARTICLE 6**

### **OFFICERS**

*SECTION 6.1 TENURE OF OFFICE.* The officers of this corporation shall be a President, a Vice President, a Past President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the Board of Directors to serve for term: President, Vice President are two (2) year terms, the Treasurer and Secretary will be three (3) year terms. Officers shall serve for terms of one (1) year and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause by 2/3 vote. The same person may hold

more than one office at the same time, except the offices of (a) President and Vice President and (b) President and Secretary. Officers may only hold office for a maximum of two consecutive terms. The officers need not be directors of this corporation.

*SECTION 6.2 PRESIDENT.* The President shall be the chief executive officer of this corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall have general supervision, direction and active management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the corporation.

*SECTION 6.3 VICE PRESIDENT.* The Vice President shall perform the duties of the President in case of the latter's absence or disability. The execution by the Vice President on behalf of this corporation of any instrument shall have the same force and effect as if it were executed on behalf of the corporation by the President.

*SECTION 6.4 PAST PRESIDENT.* The Past President shall perform in an advisory role to the President and shall perform the duties of President in case of both the President and Vice President are absence or disabled. The execution by the Past President on behalf of this corporation of any instrument shall have the same force and effect as if it were executed on behalf of the corporation by the President or the Vice President.

*SECTION 6.5 SECRETARY.* The Secretary shall keep accurate minutes of all meetings and shall be custodian of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary; or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

*SECTION 6.6 ASSISTANT SECRETARY.* The Board of Directors in its discretion may elect an Assistant Secretary, who shall perform the duties and assume the responsibilities of the Secretary as above set forth under the general direction of the Secretary or President.

*SECTION 6.7 TREASURER.* The Treasurer shall have and may exercise such duties as may be assigned to him or her from time to time by the Board of Directors. He or she shall present to the Board of Directors at its annual meeting his or her report as Treasurer of this corporation, and shall from time to time make such other reports to the Board of Directors as it may require.



*SECTION 6.8 ASSISTANT TREASURER.* The Board of Directors in its discretion may elect an Assistant Treasurer who shall perform the duties and assume the responsibilities of the Treasurer as above set forth under the general direction of the Treasurer or President.

*SECTION 6.9 ADDITIONAL POWERS.* Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by said Board.

## **ARTICLE 7 FISCAL YEAR**

Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on January 1st and end on the succeeding December 31st.

## **ARTICLE 8 COMMITTEES**

*SECTION 8.1 AUTHORITY.* A resolution approved by the affirmative vote of the majority of the total number of the Board of Directors may establish committees having the authority of the Board in the management of the business of the corporation. Committees shall have duties and responsibilities as are granted to them from time to time by the Board of Directors, and committees shall operate in the same manner as the Board. Committees are subject at all times to the control and direction of the Board of Directors.

*SECTION 8.2 STANDING COMMITTEES.* The standing committees of the Byron Youth Baseball Association Board of Directors could include: Registration, Minor League, Major League, Traveling, Tournament, Fundraising, Clinics/Camps, Umpiring, Fields/Scheduling, Grievance and Nominating. Other committees may be appointed from time to time by resolution adopted by the affirmative vote of the majority of the Board of Directors.

*SECTION 8.3 APPOINTMENT.* Upon approval by the Board of Directors, the President of the Board of Directors shall appoint a Chair of each committee. The Committee Chair is appointed for a term of one (1) year and may not serve for more than four (4) consecutive one-year terms. After consultation with the Committee Chair, the President of the Board will appoint

committee members who may be member of the Board of Directors or other interested individuals.

Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committee, except as otherwise ordered by the Board.

*SECTION 8.4 EXECUTIVE COMMITTEE.* The Board shall elect an Executive Committee consisting of the officers. Additional Board members may be appointed by the President of the Board of Directors with the approval of the Board. During the intervals between meetings of the Board of Directors, the Executive Committee shall exercise all powers of the Board of Directors in the management and direction of the business and conduct of affairs of the Byron Youth Baseball Association.

No policy or action adopted or taken by the Executive Committee shall continue effective unless approved at the next meeting of the Board of Directors.

## **ARTICLE 9**

### **FINANCIAL MATTERS**

*SECTION 9.1 BOOKS AND RECORDS.* The Byron Youth Baseball Association shall cause to be kept:

- (1) Its Articles of Incorporation and By-laws; and,
- (2) Minutes of meetings of the Board of Directors and of the Executive Committee, if any; and,
- (3) Accounting records.

*SECTION 9.2 ACCOUNTING SYSTEM AND AUDIT.* The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, and appropriate accounting system for this corporation. The Board of Directors shall cause the records and books of the account of the corporation to be audited at such times it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

*SECTION 9.3 COMPENSATION.* The Board of Directors may at any time and from time to time, by resolution adopted by two-thirds (2/3) of the total number of directors, provide

payment of compensation to, and for this payment or reimbursement of expenses incurred by, any director, officer, agent, or employee of this corporation for personal services rendered to this corporation by, or for any expenses necessarily paid or incurred by, any such director, officer, agent, or employee, but only if and to the extent that the performance of such service or the incurrence of such expenses is directly in furtherance of the charitable purposes of this corporation and the compensation, or the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.

*SECTION 9.4. AUTHORITY TO BORROW, ENCUMBER ASSETS.* No officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

*SECTION 9.5 FEES.* The Board of Directors will set registration fees schedules for each level of youth participation by resolution.

*SECTION 9.6 DEPOSIT OF FUNDS.* All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

## **ARTICLE 10 MISCELLANEOUS**

*SECTION 10.1 CORPORATE SEAL.* This corporation may have a seal.

*SECTION 10.2 AMENDMENTS.* These Bylaws may be amended from time to time in the manner prescribed by law. An affirmative ballot vote of two-third (2/3) of the voting members present and voting shall be sufficient to approve any such proposed amendment to the Bylaws.

*SECTION 10.3 INDEMNIFICATION.* To the full extent permitted by any applicable law, this corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought,

whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation, by reason of the fact that such person—

(a) is or was a director, officer, employee, or member of a committee of this corporation or,

(b) while a director, officer, or employee of this corporation, is or was serving as a director officer, partner, trustee, employee, or agent of another organization or employee benefit plan at the request of this corporation or pursuant to his or her duties as a director, officer, or employee of this corporation,

against expenses, including attorneys' fees, judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan) and amounts paid in settlement or pursuant to arbitration actually and reasonably incurred by such person in connection with such action, suit or proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

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( Jennifer Jestus), Secretary

Dated Adopted: November 28, 2011