

**BY-LAWS**  
**OF**  
**SOUTHBURY YOUTH BASEBALL, INC.**

**ARTICLE I**

INTRODUCTION

These are the By-Laws of Southbury Youth Baseball, Inc., herein referred to as the Corporation, a nonstock corporation, not organized for profit and existing under the laws of the State of Connecticut.

**ARTICLE II**

PURPOSE

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The exclusive purpose for which the corporation is organized is to provide recreation and competitive baseball activities to the youth of Southbury from the ages of six (6) to seventeen (17). The Corporation shall not carry on (a) any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Code.

**ARTICLE III**

MEMBERSHIP

Sec. 3.1                      Eligibility.

The Corporation shall have no members.

## ARTICLE IV

### BOARD OF DIRECTORS

#### Sec. 4.1                      Number and Qualification.

(a) The affairs of the Corporation shall be governed by a Board of Directors which, shall consist of a minimum of seven (7) persons. Candidates for a director shall be nominated by directors, and shall become a director upon the affirmative vote of a majority of the Board of Directors.

(b) Except as otherwise provided by law or by these By-Laws, the directors shall hold office for one year terms or until their successors are elected and qualified, or until a director sooner dies, resigns, is removed or becomes disabled.

(c) The Board of Directors shall elect the officers. The directors and officers shall be nominated and elected in November and shall take office at the first regular meeting of the calendar year.

#### Sec. 4.2                      Powers and Duties.

The Board of Directors may act in all instances on behalf of the Corporation except as limited by law or these By-Laws. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Corporation.

#### Sec. 4.3                      Removal of Directors.

The Board of Directors by a majority vote may remove any director of the Board of Directors with or without cause.

#### Sec. 4.4                      Regular Meetings.

The first regular meeting of the Board of Directors shall be held on the second Sunday of January of each year and, thereafter, at such time and place as shall be fixed by the Board of Directors. No notice shall be necessary to the newly elected directors in order to legally constitute such meeting, providing a majority of the directors shall be present. The Board of Directors may set a schedule of additional regular meetings by resolution and no further notice is necessary to constitute such regular meetings.

Sec. 4.5 Special Meetings.

Special meetings of the Board of Directors may be called by the President or by a majority of the directors on at least three (3) business days' notice to each director. The notice shall be hand-delivered, sent via electronic mail or mailed and shall state the time, place and purpose of the meeting.

Sec. 4.6 Location of Meetings.

All meetings of the Board of Directors shall be held within the Town of Southbury, unless all directors consent in writing to another location.

Sec. 4.7 Waiver of Notice.

Any director may waive notice of any meeting in writing. Attendance by a director at any meeting of the Board of Directors shall constitute a waiver of notice. If all the directors are present at any meeting, no notice shall be required and any business may be transacted at such meeting.

Sec. 4.8 Quorum of Directors.

At all meetings of the Board of Directors, the number of directors present shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the meeting, except when a larger vote is required by law, Certificate of Incorporation or by these By-Laws. If, at any meeting, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. At any adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Sec. 4.9 Action by Writing.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if a written consent thereto is signed by all the directors and such written consent is filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting.

Sec. 4.10 Compensation.

A director may not receive compensation from the Corporation for acting as such, but may be reimbursed for necessary expenses actually incurred in connection with his or her duties.

Sec. 4.11 Consent to Corporate Action.

If all the directors or all directors of a committee established for such purposes, as the case may be, severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the number of the directors or committee constitutes a quorum for such action, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors or the committee, as the case may be. The Secretary shall file such consents with the Minutes of the meetings of the Board of Directors.

**ARTICLE V**

**OFFICERS**

Sec. 5.1 Designation.

The principal officers of the Corporation shall be the President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an Assistant Treasurer and Assistant Secretary, and such other officers as in its judgment may be necessary. The President, but no other officer, need be a director. Any two (2) offices may be held by the same person, except the offices of President and Secretary.

Sec. 5.2 Election of Officers.

The officers of the Corporation shall be elected annually by the Board of Directors at the organization meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors.

Sec. 5.3 Removal of Officers.

Upon the affirmative vote of a majority of the directors, any officer may be removed, either with or without cause, and his or her successor may be elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for that purpose.

Sec. 5.4                      President.

The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall have all of the general powers and duties which are incident to the Office of President of a nonstock corporation organized under the laws of the State of Connecticut, including but not limited to the power to appoint committees from time to time as he or she may in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Association. He or she may fulfill the role of Treasurer in the absence of the Treasurer. The President, as attested by the Secretary, may cause to be prepared and may execute amendments to the By-Laws on behalf of the Corporation, following authorization or approval of the particular amendment as applicable.

Sec. 5.5                      Secretary.

The Secretary shall keep the minutes of all meetings of the Board of Directors. He or she shall have charge of such books and papers as the Board of Directors may direct, and he or she shall, in general, perform all the duties incident to the office of Secretary of a nonstock corporation organized under the laws of the State of Connecticut. The Secretary may cause to be prepared and may attest to execution by the President of amendments to the By-Laws on behalf of the Corporation, following authorization or approval of the particular amendment as applicable.

Sec. 5.6                      Treasurer.

The Treasurer shall have the responsibility for Corporation funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. He or she shall be responsible for the deposit of all monies and other valuable effects in such depositories as may from time to time be designated by the Board of Directors, and he or she shall, in general, perform all the duties incident to the office of Treasurer of a nonstock corporation organized under the laws of the State of Connecticut. He or she may endorse on behalf of the Association for collection only, checks, notes and other obligations, and shall deposit the same and all monies in the name of and to the credit of the Corporation in such banks as the Board of Directors may designate. He or the Corporation, stock securities or other investment instruments owned or controlled by the Corporation or as fiduciary for others.

Sec. 5.7                      Compensation.

An officer may not receive a fee from the Corporation for acting as such, but may be reimbursed for necessary expenses actually incurred in connection with his or her duties.

## **ARTICLE VI**

### **INDEMNIFICATION/INSURANCE**

#### **Sec. 6.1 Indemnification.**

Unless expressly prohibited by law, the Corporation shall indemnify each person who serves as a Board member, officer or employee of the Corporation and who is made a party to an action, suit or proceeding (whether civil, administrative or investigative) by reason of the fact that such person is or was a Board member or officer of the Corporation, or serves or served any other enterprise at the request of the Corporation, against all expenses and costs (including attorneys' fees), liabilities, judgments, fines and amounts paid or to be paid in settlement, incurred in connection with such action, suit or proceeding, except in relation to matters as to which she/he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or knowing misconduct in the performance of a duty. Such Board member or officer shall be indemnified by the Corporation to the full extent required by the applicable provision of the Connecticut Revised Nonstock Corporation Act, as now existing or as hereafter amended. Any appeal or modification of this Section shall not adversely affect any right or protection of a Director, officer or employee of the Corporation existing at the time of such repeal or modification.

#### **Sec. 6.2 Insurance.**

The Corporation shall have the power to purchase and maintain insurance on behalf of any Director, officer or employee of the Corporation against any liability asserted against or incurred by such person in his or her official capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify that person under the provisions of this Article.

## **ARTICLE VII**

### AMMENDMENT TO BY-LAWS

These By-Laws may be altered, amended or repealed at any annual or special meeting of the Board of Directors called for that purpose, of which the notice shall specify the subject matter of the proposed alteration, amendment or repeal of the Sections to be affected thereby by vote of the majority of the Board of Directors.

## **ARTICLE VIII**

### FISCAL POLICY

**Sec. 8.1** Fiscal Year.

The fiscal year shall run from January 1<sup>st</sup> through December 31<sup>st</sup>.

**Sec. 8.2** Capital Expenditures.

Any capital expenditures in excess of \$500.00 must receive prior approval from the Board of Directors.

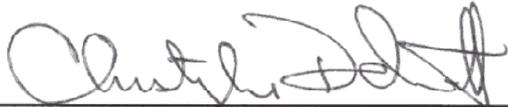
**ARTICLE XI**

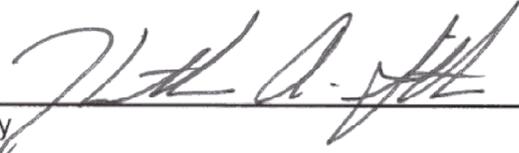
**PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS  
UPON DISSOLUTION**

No Board member, officer or employee shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to charitable, religious, scientific, literary or educational organizations (i) which then qualify for exemption from Federal income taxation under the provisions of Code Section 501(c)(3) and Treasury Regulations thereunder (as they now exist or as they may hereafter be amended) and (ii) contributions to which are deductible under Code Section 170(c)(2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended).

Adopted at the Meeting of the Incorporators held on:

\_\_\_\_\_  
Date January 10, 2010

\_\_\_\_\_  
President 

\_\_\_\_\_  
Secretary 

**Final January 10, 2010**