

Bayou Youth Athletic Association Inc. Bylaws

ARTICLE I

Name

The name of this voluntary, Non Profit Corporation shall be the Bayou Youth Athletic Association Inc., and hereafter the designation of "BYAA."

The registered address of the BYAA shall be: 3912 Benton Drive, Bourg, LA 70343.

ARTICLE II

Purpose

1.0 Mission

The **Mission** of the BYAA is to be committed to providing young boys and girls, of the Southeast Louisiana region, a safe environment to participate in athletic activities and the opportunity to enhance sports skills, sportsmanship, and competitiveness. The BYAA will be a building block for young athletes to prepare for high school sports. The BYAA shall seek to implant in the youth, of the Southeast Louisiana region, ideals of good sportsmanship, honesty, loyalty, courage and reverence, so that they will be finer, stronger, and happier youth who will grow to be good, clean, healthy adults. The supervisory members of the organization shall at all time bear in mind that the outcome of the contests is secondary to their value in implementing constructive values and teaching.

The BYAA shall be organized and function in a non-discriminatory manner, with safety, education, and good sportsmanship being of paramount concern. The BYAA will be dependent on contributions of time and money of the parents, guardians, and citizens of the community and will be organized with the common goal of providing instructional athletics and promoting citizenship and pride in the community.

2.0 Vision

The **Vision** of the BYAA is to one day purchase or lease, develop, and maintain property and facilities for athletic purposes and to do any and all things incidental, necessary, and convenient to the accomplishment of the foregoing.

ARTICLE III

Child Protection

The BYAA shall have written policies, and appropriate procedures to institute such policies, to promote the safety of the BYAA members and members' children while participating in BYAA sponsored youth athletic

activities. The Safety Officer shall be responsible for developing the Child Protection Policy. The Board of Directors shall annually review and update such policies and procedures with the support of the BYAA insurance agency and legal counsel. The Safety Officer shall serve as the contact for any concerns regarding the BYAA Child Protection Policy. Copies of such written procedure shall be available to all members upon request.

ARTICLE IV

Definitions

BYAA:	Shall be comprised of volunteer members (Corporate Board, Executive Board, Board of Directors) and all other duly authorized members (players and players' families)
Volunteer Member:	Volunteers time and service (shall not receive any pay)
Duly Authorized Member:	Player (and family), who pays participation fees, or volunteer
Contractor:	Person who is paid for his/her services (i.e. trainers, officials, etc.)
Corporate Board:	Incorporators of the BYAA
Executive Board:	Main governing body of the BYAA
Board of Directors:	Governing body of day-to-day operations of the BYAA
Voluntary Termination:	Resignation
Involuntary Termination:	Removal by majority vote or death
501 (c) (3):	A tax-exempt organization as described in IRC 501 (c) (3)

ARTICLE V

Government

1.0 Corporate Board

The sole function of the Corporate Board is to establish, within the state of Louisiana and Terrebonne Parish, the BYAA as a Non Profit Corporation. The Incorporators shall retain their duties in office, throughout the perpetual life of the corporation, until voluntary/involuntary termination. The Incorporators are:

President	Brent Vauclin
Treasurer	Tommy Ber
Secretary	Russ Shaw

2.0 Executive Board

The functions of the Executive Board are to execute the BYAA's ideals, purposes, and structure set forth in these Bylaws and to formulate its major programs.

The initial elected Executive Board of Directors, of the BYAA, shall consist of:

President/Safety Officer	Brent Vauclin
Treasurer/VP of Finances	Tommy Ber

Secretary/VP of Athletics
VP of Softball Education
VP of Softball Education

Russ Shaw
Beth Guidry
Glenn Melancon

The initial elected Executive Board members will remain in office until voluntary/involuntary termination. Upon a vacancy, the Executive Board will appoint, by 2/3 majority vote, a temporary replacement of the vacant position, until the next Annual Board of Directors Meeting, unless he/she resigns or is removed at the annual meeting. Official replacements shall be voted in by a 2/3 majority vote of the Board of Directors. Official replacements, herein after, will serve a term of two (2) years (according to the fiscal year of January 1 to December 31). A qualified official replacement shall have been a member of the BYAA Board of Directors for a minimum of 2 years (except in the first 2 years of incorporation of the BYAA). At the end of the two year term, official replacements can be re-elected by a 2/3 majority vote of the Board of Directors.

A member of the Executive Board can be removed, with the exception of the President, Treasurer, and Secretary, by a unanimous vote from all other Executive Board members.

3.0 Board of Directors

The Board of Directors will consist of members from the Corporate Board, Executive Board, Athletic Directors, Coaches, Marketing Director, Safety Officer, and Officials Director. The Board of Directors will be the governing body of day-to-day operations of the BYAA. The Executive Board shall, by unanimous vote, have the power to veto any decisions by the Board of Directors. The President shall be the Chairperson of the Board of Directors.

The election of directors shall be conducted at the annual meeting on the 2nd Thursday of January. Each elected individual shall receive a majority vote by the Board of Directors. In the event a director resigns or is removed, a temporary director shall be voted in by a majority vote of the Board of Directors. All voting shall be done in person and not by proxy. All elections will be by secret ballot, unless determined by unanimous choice. A tie vote will be resolved by rebalotting between the tied nominees. In the event that there is another tie, the Executive Board will select the director, by 2/3 majority vote. The newly elected directors will assume office following the conclusion of old business at the January meeting and hold said office for two fiscal years.

Any member of the Board of Directors may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or the Secretary. Interim vacancies shall be filled by a majority vote by the Board of Directors. In the event the Board of Directors can't meet in time, before the need of filling vacancy, the President shall appoint the temporary director.

The Board of Directors shall have the authority to take disciplinary actions against a board member with a 2/3 majority vote, provided there is first a proceeding in which cause has been shown and in which the questioned director is given a reasonable opportunity to be heard.

The Board of Directors, by resolution, may create standing and special committees. The President shall appoint the chairperson of said committees. No committee shall bind the Board of Directors or the BYAA to any action normally requiring action by the Board of Directors. The Board of Directors shall designate the purpose and powers of the committee and the duration of its existence. The Executive Board may dissolve any committee, by unanimous vote, even if the committee's enabling resolution prescribes a permanent existence. The chairperson of each of the standing and special committees shall be a member of the Board of Directors.

Directors' Term Limits (excluding the Corporate Board and Executive Board):

High School Coach – Duration of high school coaching at his/her respective high school

Athletic Director – 2 years

Marketing Director – 2 years

Officials Director – Indefinite (determined by the Executive Board)

Coach – 1 season (summer or fall)

Safety Officer – Indefinite (responsibility of the President until voluntary/involuntary termination)

4.0 Committees

Each committee within the BYAA shall be autonomous and self-governed by their own set of rules, regulations, and guidelines, with these being adopted and approved by the Board of Directors. No rule, regulation or guideline shall be in conflict with the Bylaws of the BYAA. If such conflict shall exist by the Executive Board, the BYAA Bylaws will be the governing document and take precedence. The President shall appoint a Chairperson of each committee. Only the Executive Board shall have the authority to establish new sports divisions.

4.1 Softball Committee

The Softball Committee Board will be comprised of a Softball Athletic Director and softball coaches. The Softball Athletic Director and high school coaches are responsible for creating and amending the rules, regulations, and guidelines for the softball league. The Softball Athletic Director will be responsible for the Annual Financial Report of the softball league.

The high school coaches will forfeit their position on the Softball Committee when they resign from their high school coaching position. The new head high school coach will automatically be appointed to the Softball Committee. In the event that no high school coach is available at the start of either the spring or fall season, the Executive Board shall appoint a temporary manager to oversee the activities of that school's teams.

Each high school coach will have charge of each of his/her respective high school based divisions' operations. All issues, from all of its respective high school based teams, will be handled by the high school coach. If issues cannot be handled by the high school coach, then he/she will bring the issues to the Softball Athletic Director. If issues cannot be handled by the Softball Athletic Director, he/she shall bring the issues to the VP of Athletics. If issues cannot be handled by the VP of Athletics, then he/she shall bring the issues to the Board of Directors.

4.2 Baseball Committee

The Baseball Committee Board will be comprised of a Baseball Athletic Director and the coaches of all participating baseball teams in the BYAA. The coaches will forfeit their position on the committee when they resign from the coaching position. The new coaches will automatically be appointed to the Baseball Committee. All baseball rules, regulations, and guidelines will be created and amended by the Baseball Athletic Director and the coaches.

ARTICLE VI

Board Members' Job Description

1.0 President

The President shall:

- Ensure that the BYAA provides a safe environment for all of its members
- Preside over all meetings of the Executive Board, Board of Directors, and committees
- Sign all contracts and agreements in the name of the BYAA
- Be responsible for the general management of the BYAA
- Enforce these Bylaws and perform all duties incident to this position and office which are required by law
- Participate in all committees as an ex-officio member
- Represent the BYAA at all Non-BYAA affairs
- Appoint all committees necessary to carry out the approved actions of the membership
- Arbitrate all time and date conflicts between activities with the assistance of the Board of Directors
- Fill, by temporary appointment, by simple majority of the Board, any elected or appointed position vacated for any reason
- Sign checks, along with the Treasurer and in the absence of the Treasurer
- Shall have to give authorization to any items or services over \$250
- Plan the overall growth of the BYAA
- Obtain permission to use public fields
- Appoint Athletic Directors, with the approval of the Board of Directors

In the case of vacancy or disability of the President, the duties thereof shall be performed by the Vice-President of Finances, then the Vice-President of Athletics.

2.0 VP of Finances/Treasurer

The VP of Finances/Treasure shall:

- Perform the duties of the President in the event the President is unable to perform his duties and when so acting, shall have all the powers of and be subject to all the restrictions upon the President
- Assist the President in his duties, when requested
- Have charge of all receipts and moneys of the BYAA
- Receive and give receipts for monies due and payable to the organization from any source whatsoever and deposit them, in the name of the BYAA, in a financial institution insured by the Federal Insurance Deposit Corporation and approved by the Board of Directors
- Disburse funds as ordered or authorized by the President and/or Board of Directors
- The Treasurer and President or Vice-President of Athletics shall sign all checks for the BYAA (two signatures will be required on all checks)
- The Treasurer will report the financial status of the BYAA to the Board of Directors at each meeting
- Prepare an annual administrative budget for consideration by the Board of Directors and make annual filing of yearly non-profit report and tax returns
- Ascertain that all BYAA business remains within the duly ratified articles of this constitution. Ensure that all State and Federal 501 (c-3) requirement are fulfilled

- Insure that all required government forms are filed
- Recommend the proper insurance coverage for the BYAA
- File all required tax forms with the Internal Revenue Service
- Monitor all of the bank activities
- Require from each sport's Athletic Director their financial statements no later than 30 days after last day of the fiscal year (December 31).

3.0 VP of Athletics

The VP of Athletics shall:

- Perform the duties of the President in the event the President and VP of Finances are unable to perform his or her duties and when so acting, shall have all the powers of and be subject to all the restrictions upon the President
- Have charge of the operations of all sport's Athletic Directors
- Assist the President in his duties, when requested.

4.0 VP of Education

The VP of Education shall:

- Have charge of supplying an adequate amount of contract athletic trainers
- Ensure that the contract athletic trainers are qualified
- Responsible for planning training sessions for each sport

5.0 Secretary

The Secretary shall:

- Keep and maintain the minutes of all meetings of the BYAA Executive Board and Board of Directors
- Provide a typed copy of the minutes of the previous meeting to each board member, and will present such minutes at the next meeting for approval, and will notify the membership of the BYAA meetings
- The Secretary will be responsible for all official correspondence of the association, including the annual nonprofit registration filing with the State of Louisiana
- Handle all incoming and outgoing correspondence
- Update the Bylaws by annotating additions, deletions, and changes ratified by the membership
- Advise the membership as to the exact wording of any amendments as stated in Article XIV of this Bylaws
- Maintain an attendance record of meetings
- Provide a list of the Board Members' phone numbers and addresses
- Maintain an updated list of BYAA policies
- Maintain End of season report and paperwork presented by directors
- Conduct registration for sports programs, as requested
- Assist in the distribution of sport program information to the schools and community, as requested.

6.0 Softball Athletic Director

The Softball Athletic Director shall:

- Have charge of administering the rules, regulations, and guidelines which their teams will play under
- Serve as the initial arbitrator of any league dispute
- Responsible for notifying everyone in the league of any cancellations or reschedules
- Cannot be a head coach of any team in his/her league
- Ensure that there is a properly qualified and trained coaching staff for each softball team
- Attend all board meetings
- Select dates for start of practice, start and end of the league season, rescheduling for rain-outs, all-star tryouts, all-star practices, and all-star tournament games
- Monitor Travel Teams
- Establish a set of softball rules and regulations, with the Softball Committee, and inform the Board of Directors
- Required to review the rules with all coaches in his/her league
- Required to review the Codes of Conduct with all coaches, players, and player's family members
- Handle all disciplinary actions of the softball leagues
- Report to the Board of Directors, at the next meeting, any outstanding complaints about coaches or Athletic Director
- Required to report to the Executive Board, within seventy two (72) hours, of any complaint in writing
- Ensure that playing fields are in playing condition
- Furnish the VP of Athletics with a team roster for each team, (Instructional League, Travel Teams, and All-stars) including coaches, at the beginning of the season
- Contact other youth softball groups for scrimmages
- Weekly or as soon as possible, submit league results to the VP of Athletics
- Decide prior to the season how championships will be determined
- Present to the Board of Directors an End of Season report and a copy of all paperwork (for use by the next director)
- Ensure the BYAA has liability coverage and extended medical coverage for the teams
- Secure and maintain a safe environment for all of the players.

7.0 Baseball Athletic Director

The Baseball Athletic Director shall:

- Have charge of administering the rules, regulations, and guidelines which their teams will play under
- Serve as the initial arbitrator of any league dispute
- Responsible for notifying everyone in the league of any cancellations or reschedules
- Cannot be a head coach of any team in his/her league
- Ensure that there is a properly qualified and trained coaching staff for each baseball team
- Attend all board meetings
- Select dates for start of practice, start and end of the league season, rescheduling for rain-outs, all-star tryouts, all-star start practices, and all-star tournament games
- Establish a set of baseball rules and regulations, with the Softball Committee, and inform the Board of Directors
- Required to review the rules with all coaches in his/her league

- Required to review the Codes of Conduct with all coaches, players, and player's family members
- Handle all disciplinary actions of the baseball leagues
- Report to the Board of Directors, at the next meeting, any outstanding complaints about coaches or Athletic Director
- Required to report to the Executive Board, within seventy two (72) hours, of any complaint in writing
- Ensure that playing fields are in good playing condition
- Furnish the VP of Athletics with a team roster for each team, (Instructional League, Travel Teams, and All-stars) including coaches, at the beginning of the season
- Contact other youth baseball groups for scrimmages
- Weekly or as soon as possible, submit league results to the VP of Athletics
- Decide prior to the season how championships will be determined
- Present to the Board of Directors an End of Season report and a copy of all paperwork (for use by the next director)
- Ensure the BYAA has liability coverage and extended medical coverage for the teams
- Secure and maintain a safe environment for all of the players.

9.0 Marketing Director

The Marketing Director shall:

- Be responsible for the publicity of all BYAA business
- Submit for publishing all news items provided by directors
- Coordinate Fund-raising with the Athletic Director of the sport and the Board of Directors
- Coordinate the soliciting of sponsors for the BYAA
- Maintain records of sponsorships
- Plan promotions and events during the year
- Seek out other sources of income for the BYAA

10.0 Officials Director

The Officials Director shall:

- Oversee all activities and requirements of Officials in the leagues
- Ensure all Youth Officials have the necessary training
- Serve with jurisdiction over all games not involving an adult umpire from a Babe Ruth-accredited umpire association
- Perform such other duties as the Board of Directors shall direct
- Shall be removed by a 2/3 majority vote of the Executive Board

11.0 Coaches

11.1 Responsibilities

The coaches shall:

- Be approved or appointed by the high school head coach.
- Attend all Board of Directors' meetings

- Ensure the safety of the team at practices and games
- Not coach more than one team in the particular sports league, excluding the high school coach who shall automatically be considered a coach for any and all teams that represent his/her high school.
- Ensure that only three (3) approved coaches will be allowed on the playing area or in the dugout during any game (one additional volunteer or scorekeeper is allowed during the games, but in the dugout only)
- Notify the Athletic Director of a substitute coach, prior to the start of the game
- Be responsible for their team's actions on the practice or playing area
- Conduct themselves with the BYAA's Code of Conduct and other associations (Babe Ruth League, Inc., etc.)
- Provide, to the Athletic Director, a roster of all members on his/her team
- Participate in a Criminal History Background Check and a National Sexual Offenders Registry Check.

11.2 Age Requirements

All coaches shall be a minimum of 18 years of age.

11.3 Suspension

The Board of Directors only, by a two-thirds vote of members present at any duly called meeting, will have the authority to suspend or dismiss any manager whose conduct is considered detrimental to the best interests of the organization (see Rules of Conduct).

11.4 Board of Directors Approval

Returning coaches returning to the same league team, in good standing with the BYAA and high school coach, will be given first opportunity as coaches for the upcoming season, as long as vacancies exist in the age group. Such coaches will have to appear before the Board of Directors for approval.

At the time he/she presents coaching candidates for the coming season, each Athletic Director will also report on any outstanding grievances, complaints or unresolved problems (such as failure to participate in league activities, large numbers of parental complaints, etc.) from the previous season. The Athletic Director for each sports league shall document any such occurrence, after receiving input from the umpire/referee concerning the nature of the removal.

Once as many vacancies as possible have been filled with returning coaches, the Athletic Directors will interview all remaining applicants for coaching spots within their sports league. The Athletic Director will represent these candidates before the Board of Directors, making a brief presentation concerning their experience and qualifications. Coaching candidates who wish to do so may attend the Board of Directors' meeting to speak on their own behalf. These candidates must be ratified by a majority of the Board of Directors in a secret ballot election.

In the event there are more returning coaches than vacancies, the Athletic Director will place the names of all returning coaching candidates on a ballot and the Board of Directors will vote for the coaches by secret ballot. A majority vote of those Board Members attending is required for Board approval.

After returning coaches have been approved, all candidates to coach, whom have previously coached in the League, will be considered first. In the event there are more previous coaches than remaining vacancies, the Athletic Director will place the names of all of these candidates on a ballot and the Board of Directors will vote for the coaches by secret ballot. A majority vote of those Board Members attending is required for Board approval.

After returning coaches and previous coaches have been considered, if there are still coaching vacancies remaining, then new coaches with no experience, as coaches within the League, may be considered to fill remaining vacancies. If vacancies remain, then the Athletic Director will place the names of the new coaching candidates on a ballot and the Board of Directors will vote for the coaches by secret ballot. A majority vote of those Board Members attending is required for Board approval. Coaches who are new to the League are encouraged to attend the approval meeting, but their attendance is not required.

11.5 Coach's Clinic

It is hereby made the policy of the BYAA that no individual may serve as Head Coach unless he or she has attended a League-sanctioned coach's clinic (except in the initial first two (2) seasons in the existence of the BYAA). Provided, however, that the Board of Directors may waive such a requirement if strict adherence to this policy would create an undue hardship either to the League due to a shortage of available Head Coaches or to a particular individual due to conflicts with his or her schedule.

11.6 Rules of Conduct

All coaches of the BYAA shall show, by example, that they respect the judgment and the position of authority of the umpire/referee. Coaches will encourage their players at every opportunity and exercise discretion and tact when critiquing player performance. Coaches will display good sportsmanship when the team wins or loses. Coaches will be responsible for assuring reliable adult supervision at every practice or game. Coaches will be cautious and use sound reasonable judgment in any protest situation.

11.7 Violations

All violations of rules and Code of Conduct will be reported to the Local League Athletic Director for subsequent action by the Board of Directors. Such notification must be supported by either written and signed letter or personal appearance before the Board of Directors.

The Board of Directors will fully investigate all such matters, giving each person involved an ample opportunity to participate in the investigation. Based on the facts involved, the Board of Directors will determine the validity of the complaint and the appropriate course of action to be followed. Where sufficient cause is shown, the individual(s) involved will be called before the Board of Directors and given the opportunity to account for their actions. The Board of Directors will then, by two-thirds (2/3) majority vote of the members present,

- (1) Dismiss the matter completely,
- (2) Admonish the individual(s) involved,
- (3) Suspend or otherwise remove the individual(s) from further League participation, or

(4) Cause the team to forfeit the game or games in question.

11.8 Specific League Grievance Procedure

The appropriate Athletic Director must receive any complaint in writing.

The Athletic Director will call all parties together to resolve the issue. If it cannot be resolved, the complainant may request that the grievance be brought before the Board of Directors.

The Board of Directors will call all parties together to resolve the issue. If it cannot be resolved, the complainant may request that the President bring the grievance before the Executive Board in a closed special meeting.

After presentations from all parties involved, the Board of Directors will resolve the grievance by a majority vote. The decision of the Board is final.

11.9 General Grievance Procedure

Any complaint must be received in writing by the President.

The President will call the Executive Board and all parties together to resolve the issue. If it cannot be resolved, the complainant may request that the President bring the grievance before the Board of Directors in a closed special meeting.

After presentations from all parties involved, the Board of Directors will resolve the grievance by a majority vote. The decision of the Board of Directors is final.

11.10 Coach Removal from a Game

A coach or player who is ejected from a game will automatically be suspended for the next 2 games. If the ejection involves obscenity or violence, the suspension may be up to a full season at the discretion of the Board of Directors. If a coach or player is ejected from a game more than once in a playing season, the coach or player could be suspended for the rest of that season, at the discretion of the Board of Directors.

11.11 Spectator Conduct

Spectators shall adhere to the same sportsmanship standards as coaches and players.

An umpire/referee shall have the authority to remove a spectator from the sports facility.

12.0 Safety Officer

The Safety Officer shall:

- Have charge of ensuring the safety of all members during any activity of the BYAA
- Be responsible for developing and enforcing the Child Protection policy

- Be responsible to make all members aware of all safety procedures found in each Affiliation safety rules and policies
- Frequently inspect all playing areas for holes, damage, glass and other foreign objects
- Make certain all fences, screens and dugouts are in safe condition
- Periodically inspect the stands or bleachers
- Have arrangements in place in advance of all games and practices for First aid and/or emergency medical services
- Arrange first aid training, CPR, and general sports safety for all managers and coaches
- Handle all accident claims promptly and shall maintain all records pertaining to all injuries and to include any claims for liability.

ARTICLE VII

Members

1.0 General Provisions

The BYAA will consist of Volunteer Members and Player Members.

A Volunteer Member is any person 18 years or older, of moral character, which is a parent or guardian of a registered child participant in BYAA or any adult volunteer. A parent or guardian is considered a member for the season(s) their child is registered for. Any other adult volunteer will be considered a member until he/she resigns.

A Player Member may participate in any BYAA activity and must be between the ages of 4 and 18.

2.0 Background Check Policy

The BYAA reserves the right to perform a background check of any member and the right of refusal, suspension, or expulsion of membership with a majority two-thirds (2/3) vote by the Board of Directors. A person may be disqualified and prohibited from serving as a volunteer of the BYAA if the person has:

- A.** Been convicted (including crimes the record of which has been expunged and pleas of “no contest”) of any felony crime;
- B.** Being adjudged liable for civil penalties or damages involving sexual or physical abuse of children;
- C.** Being subject to any court order involving any sexual abuse or physical abuse of a minor, including but not limited to domestic order or protection;
- D.** Had their parental rights terminated;
- E.** A history with another organization (volunteer, employment, etc.) of complaints of sexual or physical abuse of minors;
- F.** Resigned, been terminated or been asked to resign from a position, whether paid or unpaid, due to complaint(s) of sexual or physical abuse or minors; or
- G.** Has a history of other behavior that indicates they may be a danger to children in the BYAA.

3.0 Disciplinary Actions

A player may be barred from a further BYAA sports program due to: unsportsmanlike conduct, violation of the Code of Conduct, or violation of the Bylaws if committed by the player or any family member of the player. A majority vote of the Board of Directors is required.

First Offense:	Two week suspension
Second Offense:	Decision by the Board of Directors

Any person caught consuming alcohol, using drugs, or use of excessive verbal and non-verbal profanity in front of the BYAA youth on any part of the facility, before, during, or after a game, practice, etc.; will be banned from this association for one year with one year probationary period upon their return. A second offense punishment will be decided by the Board of Directors of the BYAA.

4.0 Compensation

All members shall serve without compensation. The BYAA is not formed for anyone's monetary gain. It is formed for the benefit of developing young athletes. No part of the property or net earnings of the organization shall ever benefit any individual or member of the organization. However, to the extent that such Board Member shall incur reasonable and necessary expenses, in furtherance of the objectives of the BYAA, he/she shall be reimbursed to the extent thereof by the Treasurer, as a matter of course. No challenge to such reimbursement may be made by the Board of Directors at any time later than the second regular Board meeting following the challenged reimbursement, and no such challenge by the membership may be made any later than the next annual meeting after the reimbursement, at which meeting all prior acts of the Board of Directors are expressly approved, provided that records detailing such reimbursements are available for inspection by the members before such meeting.

5.0 Membership Fees

The Player Members must pay all applicable sports fees and participate in all of the appropriate fundraising activities, as requested. Membership in the BYAA is obtained upon registration in one or more of the BYAA's sports programs and the payment of fees. Fees are required to be paid at the time of registration. The Executive Board shall set the amount of fees. The Executive Board may waive the participation fees if it determines that payment of such a fee shall result in a financial hardship for the person or his/or her family. *Application for a hardship waiver must be made to the BYAA Executive Board, which shall have the sole authority to grant a partial or full waiver.* A copy of the player's birth certificate will be required for registration.

6.0 Voting Rights

Voting membership in the BYAA is limited to the legal parents or legal guardians of the children who are able to participate, under Section 1.0, and who have formally registered to participate in a sport program conducted by the BYAA. Each legal parent or legal guardian of an eligible child is entitled to one (1) vote on each matter submitted to a Vote of the Membership. Membership begins on the date that any dues are paid and shall terminate at the end of the season(s) registered for. Non-Board of Directors members shall not have a vote in any of the Board of Directors' meetings.

7.0 Nondiscrimination

The BYAA does not discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, sexual preference, or status with regards to public assistance, disability, or age.

8.0 Voluntary Termination

Any member may withdraw membership in the BYAA at any time by submitting a letter stating his/her termination of membership to the Secretary. The letter shall be presented at the next regular Board of Directors' meeting and shall be accepted by the Board of Directors effective as of that date. In the event of termination, a member shall receive 100% of his/her fees prior to the first day of practice. After the first day of practice, the BYAA has the right to not reimburse any fees.

ARTICLE VIII

State of Affiliation

1.0 Softball

In Softball, the BYAA shall be affiliated with the Babe Ruth Division of the Babe Ruth League, Inc. during the spring and fall leagues. The BYAA shall annually apply for a Babe Ruth Division Charter from the Babe Ruth League, Inc. and shall do all things necessary to obtain and maintain such charter. To be eligible for playing softball, according to the Babe Ruth League, Inc., a child must be between the ages of 4-18.

2.0 Baseball

In Baseball, the BYAA shall be affiliated with the Cal Ripken Division of the Babe Ruth League, Inc. during the spring and fall leagues. The BYAA shall annually apply for a Cal Ripken Division Charter from the Babe Ruth League, Inc. and shall do all things necessary to obtain and maintain such charter. To be eligible for playing baseball, according to the Babe Ruth League, Inc., a child must be between the ages of 4-12.

3.0 Operations Venue

The operating office of the BYAA will be in Bourg, Louisiana and the principle operations of the BYAA shall be within the southeast region of the State of Louisiana, but may extend into areas as provided legally by the rules and regulations of the Babe Ruth League, Inc.

Seasons of Play

All sports will play according to its respectable season. In Baseball and Softball, the Instructional Leagues will have a spring season and fall season, the Travel Teams will play weekend tournaments at their discretion (during the respective season), and the All-star Teams will play tournaments in accordance to the Babe Ruth League, Inc.'s All-star tournament schedule; however, the All-star Teams are allowed to play in other tournaments for practice and experience.

Levels of Play

There shall be three (3) different levels of play (initially baseball and softball): Instructional Leagues, Travel Teams, and All-stars. All programs of the BYAA shall derive from and be promotional of the Instructional programs. The Instructional programs will take precedence over all other levels of play. Rules of the Instructional League, Travel Teams, and All-stars will be developed and maintained by its respective committee.

ARTICLE IX

Code of Conduct

The Board of Directors shall adapt a Code of Conduct for the BYAA. Thus, each sport shall adopt a Sport Specific Code of Conduct.

1.0 Code of Conduct Review Committee

The Board of Directors shall appoint a Code of Conduct Review Committee, hereinafter referred to as the "CRC," consisting of five (5) current Board Members. The CRC shall have jurisdiction over all issues arising out of possible violations of the Code of Conduct, these By-Laws, policies and procedures and/or league rules which have been adopted by the Board of Directors. Its findings and determinations with respect to discipline shall be final, binding, and conclusive and no appeal to the Board of Directors will be permitted. The CRC shall have the authority to discipline, suspend, or remove any individual when the conduct of such person with respect to League activities is considered detrimental to the best interests of the League. Such action will require a vote of at least three (3) members of the CRC.

2.0 Procedures

The individual involved, in a violation of a Code of Conduct, shall be informed of the general nature of the charges with sufficient specificity and clarity to prepare an appropriate response and shall be given an opportunity to answer such charges. If the individual involved is a player, notice of the charges shall also be given to the Head Coach of the team on which the player is a member and to a parent or legal guardian of the player. The Head Coach, parent, or legal guardian shall act as advisers to the player before the CRC and shall have the power to accompany the player to any meeting that the CRC may convene. The CRC shall also have full power to suspend or revoke a player's right to future participation in BYAA activities.

ARTICLE X

Meeting and Quorums

1.0 Annual General Meeting

The annual meeting of the BYAA shall be held each year on the 2nd Thursday of January. The regular meetings of the Board of Directors shall be held monthly. The time and place will be determined by the Board of Directors at its first meeting of the year.

2.0 Special Membership Meetings

Special or any other organization meetings shall be held at the call of the President, date and time selected by the President, with verbal and/or written 15 day notification all Board members.

3.0 Quorum

A quorum shall consist of a majority of duly elected Executive Board or Legislative Board members of the BYAA, who have assembled to transact business.

4.0 Minutes

Minutes of all proceedings of the BYAA Executive Board, Boards of Directors, or Committees are required. Minutes shall be available to any member upon request. All Minutes shall be posted on the BYAA website.

5.0 Robert's Rule of Order

All meetings and procedures will be governed by Revised Roberts Rule of Order. The order of business at all meetings shall be as follows:

- A. Call to order
- B. Roll call
- C. Reading of minutes of previous meeting
- D. Financial report
- E. Report of Committees
- F. Election of Directors
- G. Old business
- H. New business
- I. Remarks for the good of the program (Matter of new business may be conducted hereunder, as result of these remarks).
- J. Adjournment.

6.0 Agenda

The President shall draft, and the Secretary shall distribute to the Board, an agenda for every Executive Board, Board of Directors, and Membership meetings. Each committee Chairperson shall draft and distribute an agenda for all of its meetings. Any member desiring to bring forth an issue to the Board may request time on the agenda. Such request must be made in writing and submitted at least ten (10) days prior to such meeting to the President (Executive Board, Board of Directors, and Membership Meetings) or Chairperson (committee meetings). Such request must include a summary of the issue being brought forth and indicate the length of time being requested. Such copies of the agenda shall be kept by the Secretary (Executive Board, Board of Directors, and Membership Meetings) or Chairperson (committee meetings) and be made available upon request to the membership.

7.0 Petitions

Members of the BYAA have the right to petition the Executive Board, Board of Directors, or committees to be heard on any matter concerning the BYAA. Each sports committee will enact a process whereby members will address their respective committee; and, if the members object to the respective committee's decision, they can take the petition to the Board of Directors. If the petition cannot be handled in the Board of Directors, then it will go to the Executive Board for a final ruling.

ARTICLE XI

Fiscal Policies

1.0 Fiscal Period

The BYAA shall operate on a calendar year basis – January 1 to December 31.

2.0 Method of Disbursement

All funds disbursed by the BYAA must be made by check. All checks shall be authorized with two signatures, one of which must be the Treasurer (Primary Signatory). The President and VP of Athletics are authorized to sign any checks. If the Treasurer is not present, then the President shall be the Primary Signatory with the VP of Athletics being the Secondary Signatory. The President, Treasurer, and VP of Athletics shall have the authority to be signatories on all accounts in the BYAA. The Treasurer or President shall deposit all funds into the bank account.

3.0 Receipt of Funds

Any checks made to the BYAA must be made out to BYAA (BYAA Baseball, BYAA Softball, etc.).

4.0 Purchase Orders

All purchases will be made with the Board of Directors' consent. Except that, in the case of an emergency, the Executive Board has the authority to dispense over \$250 in funds, without the Board of Directors' approval. The President shall have to authorize all disbursements over \$250 in funds.

5.0 Financial Statements

Financial statements from each committee are due into the Treasurer no later than 30 days prior to the end of the BYAA's fiscal year (December 31).

6.0 Acceptance of Gifts and Donations

Except as provided herein, the Board of Directors shall not permit the contribution of funds or property to individual teams but shall solicit only for the common treasury of the BYAA, thereby discouraging favoritism among teams and endeavoring to equalize the benefits of the BYAA.

7.0 Fundraising.

Except as provided herein, the Board of Directors shall not permit the solicitation of funds in the name of the BYAA or Babe Ruth Baseball, Inc. unless all (100%) of the funds so raised be placed in the BYAA treasury.

8.0 Reimbursement of Expenses

To be reimbursed for expenses incurred in support of the BYAA activities, an individual must submit receipts to the Treasurer. The President shall have the authority to give the final approval for the reimbursement. The President shall have to authorize all reimbursements over \$250.

9.0 All-star Fundraising Activities

All Star teams shall have to be self-sufficient in providing funding for any costs related to any All-star activities. With prior approval of two thirds (2/3) majority vote of the Board of Directors, any All-star team can conduct fundraising activities in support of a specific All-star Team; and, any money raised shall be used for such a team.

10.0 IRS 501 (c) (3)

The organization will not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 or any corresponding future provision of the Revenue Code.

11.0 Annual Financial Review

An annual review shall be conducted of the financial records of the BYAA in accordance with the current Federal and Louisiana laws governing non-profit organizations. An appropriate auditor or audit committee shall be appointed by the President and approved by the Board of Directors. The audit shall be completed and a report will be prepared and submitted to the Board of Directors for its review within sixty (60) days of the close of the fiscal year. The audit shall be available for review by a voting member upon request.

ARTICLE XII

Conflict of Interest

In order to avoid any conflict of interest, no proprietorship, partnership, corporation, or business establishment may sell, convey, or transfer goods or merchandise to the BYAA if the business is owned, managed or otherwise controlled, in whole or in part, by a member of the BYAA's Board of Directors, unless it is approved by a two thirds (2/3) majority vote of the Board of Directors.

ARTICLE XIII

Confidentiality

The list of the BYAA's members, the members' home and mailing addresses, and phone numbers may be given to the local government, for the sole purpose of establishing resident and non-resident members for each

individual sport. Except as provided by this section, and as may be prohibited by law, the list of the association's members, the members home and mailing addresses, and their phone or other personal information shall be kept confidential and not be disclosed to any person whether a member or non-member of the BYAA. Except as may be prohibited by law, the fund raising efforts or contributions of members shall be kept confidential, and not be disclosed to any person, whether a member or non-member, unless such disclosure is consented to by the BYAA's Executive Board and by the applicable member and sponsor.

ARTICLE XIV

Amendments of the Bylaws

1.0 Amendment

This Bylaws may be amended, supplemented, and /or modified by majority vote of those Board of Directors' members present at a properly called meeting of this organization provided that such amendments, supplements, and/or modifications shall have been presented in writing to the President of this organization not less than fifteen (15) days prior to the meeting at which the proposed change is to be considered. Each board member present shall have one vote. Amendments can only be ratified by two-thirds (2/3) majority of the present members.

2.0 Publication

The proposed amendment(s) and the recommendation of the Board of Directors shall be published in an official BYAA Bylaws publication no less than thirty (30) days after the approved amendment. Copies of the updated Bylaws shall be available for review to the Board of Directors and updated on the BYAA's website.

ARTICLE XV

Dissolution

1.0 Procedure

The BYAA may consider dissolution upon a resolution by the Corporate Board by a unanimous vote of all members. The question of dissolution shall be submitted to a vote at an annual or special meeting of the membership. Notice shall be given of such meeting stating the purpose within the time and manner provided in these Bylaws for the giving of notice of meetings of members.

2.0 Distribution of Assets

The assets of the BYAA shall be applied and distributed as follows:

- (a) All liabilities and obligations of the BYAA shall be paid, satisfied, and discharged, or adequate provision shall be made there for;
- (b) Assets held by the BYAA upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

(c) Any unencumbered assets remaining after the BYAA takes steps to meet the provisions of subsections (a) and (b) hereof shall be transferred or conveyed to one or more domestic corporations, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided in the Louisiana Non-Stock Corporation Act or as a court may direct, in accordance with governmental regulations.