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BYLAWS OF
ARROWHEAD YOUTH BASEBALL AND SOFTBALL, INC.

ARTICLE I

General

Section 1. Purpose of Corporation. The purpose of this Corporation (Arrowhead Youth Baseball and Softball, Inc, hereinafter "AYBS" or "the Corporation") is to serve the area community by providing safe, enjoyable, educational sports programs that enable the teaching of the fundamentals of baseball and softball.

Section 2. Solicitation and Receipt of Gifts. AYBS shall seek gifts, contributions, donations and bequests (herein generally called "gifts") to fulfill its purpose. While AYBS specifically encourages unrestricted gifts whose principal and/or income therefrom may be used for AYBS's purpose at the discretion of the Executive Board. The Executive Board may accept gifts for a restricted or otherwise designated purpose if such restriction as determined by the Executive Board to be acceptable or otherwise conforms with these By-Laws and any other guidelines established by the Executive Board for such restricted gifts.

Section 3: Organization. AYBS is organized exclusively for charitable/educational purposes and all monies collected by AYBS including dues, gifts and monies earned from programs and ventures of the AYBS, shall be used for purposes consistent with the purpose of AYBS as heretofore stated and as determined by The Executive Board. In the event of dissolution of AYBS, no monies then in the treasury of the Corporation shall be returned to any of the incorporators, Officers or members, but shall be disposed of in a manner consistent with the purpose as set forth in these Bylaws, after paying or making provision for the payment of all the liabilities of the Corporation; or such monies shall be turned over to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any property transferred by this organization shall be transferred only to organizations exempt for inheritance tax purposes under Wisconsin Statutes.

ARTICLE II

Membership

Section 1. Non- Voting Membership. Non-voting Membership shall be granted to any adult or legal guardian with a child who is registered to participate on a AYBS sponsored team and in good standing with AYBS in the calendar year membership rights shall be exercised.

Section 2. Rights of non-voting Members. The rights of non-voting Members shall be limited to:

- a) The right to address the Executive Board as a whole at Membership meetings; and
- b) The right to attend and observe all Membership meetings.

Section 3. Voting Membership. Voting Membership shall be granted to any non-voting member who meets their volunteer responsibilities – as defined by board policy – for the previous year.

Section 4. Rights of Voting Members. The rights of voting Members shall be limited to:

- a) All rights granted to non-voting members;
- b) The right to vote in elections for officers of the Executive Board; and
- c) The right to nominate other voting members, or oneself, for an officer's position on the Executive Board, subject to the limitations set forth in Article III, Section 9 (Officer Eligibility).

Section 5. Number of Votes Per Voting Member. Each household having one adult who has met the qualifications to be a voting member shall receive one vote in the election of officers to the Executive Board per household.

ARTICLE III

Executive Board

Section 1. Powers. Subject to the limitations of the Articles of the Corporation, these Bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Executive Board which shall be made up of Officers.

Section 2. Meetings. Regular meetings of the Executive Board shall occur monthly unless deemed unnecessary by affirmative vote by the Executive Board or by decision of the President. The Executive Board shall hold no less than six monthly meetings per calendar year.

- a) Special Meetings. Special meetings of the members may be called by the President, or by a written petition of three or more Officers delivered electronically to the President.
- b) Membership Meeting. Not less than four times per calendar year the Executive Board shall hold Membership Meetings, which shall offer voting and non-voting members the opportunity to address the board as a whole. The board may impose time limits on such meetings and hold such meetings at the same time and location as regular meetings and special meetings.

Section 3. Place of Meetings. Meetings of the Executive Board may be held in-person or virtually, as determined by the President.

Section 4. Notices. Notice of any meeting of the Executive Board, in each case specifying the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called, shall be given to each member by delivering notice, in writing electronically, at least 24 hours before the time set for such meeting. The place, date and hour of each meeting shall also be posted to the AYBS website at least 24 hours prior to such meeting taking place.

Section 5. Quorum: Action. A majority of the members of the Executive Board present at the meeting shall constitute a quorum at any regular meeting. Every act or decision done or made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act or decision of the Executive Board.

Section 6. Transfer: Termination: Expulsion. No member may transfer membership or any right or rights arising therefrom to any other member or non-member. Membership shall be terminated by death, voluntary withdrawal, or expulsion, and thereafter all the rights of the member in the Corporation shall cease. A member may be expelled by an affirmative vote of the Executive Board.

Section 7. Organization. The President of AYBS, or in the absence of the President, the Secretary, or in the absence of both such officers, a chairperson chosen by a majority of the members present, shall act as chair at every meeting of the Executive Board. The Secretary of AYBS, or in the absence of the Secretary any person appointed by the chair of the meeting, shall act as Secretary of the meeting.

Section 8. Number: Term:

- a) The Executive Board shall consist of eleven (11) voting officers.
- b) The Executive Board shall consist of:
 - i. the individuals elected by the voting Membership to each of the following Executive Officer positions:
 - 1. President
 - 2. Secretary
 - 3. Treasurer
 - 4. Vice President of Club Baseball
 - 5. Vice President of Club Softball
 - 6. Vice President of Select Baseball
 - 7. Vice President of Select Softball
 - 8. Vice President of Legion
 - 9. Vice President of Operations
 - 10. Vice President of Community Relations
 - 11. Vice President of Technology
- c) Each Executive Officer shall be filled by majority vote of the voting membership entitled to vote in an election for such position.
- d) Elections for following positions shall be held in odd-numbered years:
 - 1. President
 - 2. Treasurer
 - 3. Vice President of Club Baseball
 - 4. Vice President of Select Baseball
 - 5. Vice President of Operations
 - 6. Vice President of Community Relations
- e) Elections for the following positions shall be held in even-numbered years:
 - 1. Secretary
 - 2. Vice President of Club Softball
 - 3. Vice President of Select Softball
 - 4. Vice President of Legion
 - 5. Vice President of Technology
- f) No person may run for or hold more than one position on the Executive Board.

Section 9: Officer Eligibility. Any voting member having been a qualified voting member for at least two consecutive calendar years and having been nominated by another voting member or having volunteered oneself, shall be eligible to serve as an Officer of the Executive Board. A non-voting member or non-member may be qualified to be placed on the ballot having been nominated by at least two existing officers or the President.

Section 10: Elections. Elections shall be held annually before December. The manner, nomination process, and notification of elections shall be dictated by Executive Board policy and be electronically transmitted to the general membership at least 60 days prior to an election.

Section 11: Directors. The President shall nominate, and the Executive Board affirm or reject by majority vote of the quorum present, annually at the first regular meeting of the calendar year, or when a vacancy requires, or the President deems necessary, the positions of Director of Fundraising, Director of Volunteers, and any other Director position(s) as determined necessary by the Executive Board. Directors

shall not be voting members of the Executive Board, and need not be members of AYBS, and shall serve at the discretion of the Executive Board.

Section 12. Resignation. An Executive Board member may resign at any time by giving written notice to the Secretary of AYBS, who shall advise the Executive Board of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of AYBS, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 13. Removal. Each Executive officer who fails to attend three successive meetings without a reason given in writing to the Secretary may be removed from the board by a majority vote of the Executive Board present at a regular or special called meeting. Any Executive officer may be removed from office, with cause or for any reason provided in the Articles of Incorporation or Bylaws, by a 2/3 majority vote of the entire elected Executive Board. This action may take place at any regularly scheduled meeting, or a meeting called specifically for this purpose. In any case, 10 days prior written notice of proposed removal by vote of the Executive Board, by electronic means, must be provided to the Officer in question.

Section 14. Vacancy. A vacancy in an Officer position, occurring for any reason, may be filled by a majority vote of the Officers then in office by anyone qualified to be an officer under Article III, Sec 9, even though less than a quorum, and shall serve the remainder of the term vacated. Each Officer so elected shall hold office for the unexpired portion of the term such Officer's successor is elected and qualified, or until such Officer's death, resignation or removal.

Section 15. Action Without Meeting. The President may call a vote of the Executive Board by way of email. Such a vote may not alter the Bylaws of the Corporation. A vote by email shall be recorded in the minutes of the next Board meeting. The minutes shall include the item voted on, how each Board member voted, and the date the item passed or failed. A Board vote by email must meet all of the following conditions:

- a) The President must email all members of the Executive Board with the item(s) to be voted on at least 48 hours prior to the beginning of the vote.
- b) At least 48 hours after the President presents the item to be voted on, the Secretary shall email all members of the Executive Board, asking them to respond with their vote by email.
- c) An item shall be considered passed after receiving a vote in the affirmative by a majority of all Executive Board members currently holding office. If a majority of all Executive Board members currently holding office vote against the item(s), the proposal shall be considered failed.

Section 16. Committees.

- a) Standing or Temporary Advisory Committees Without Board Authority. The Executive Board and/or President may authorize at any time deemed necessary and appoint or remove members (whether or not members of the Executive Board), of standing and/or temporary committees to consider appropriate matters, make reports to the President and/or Executive Board, and fulfill such other advisory functions as may be designated. The designation of such standing and/or temporary committees, and members thereof, shall be recorded in the minutes of the Executive Board.

Section 17. Conflicts of Interest. No contract or other transaction between AYBS and one or more of its Officers or any other corporation, firm, association, or entity in which one or more of its Officers are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if (1) the fact of such relationship or interest is disclosed in writing to the Executive Board which authorizes, approves or ratifies the contract of transaction by a vote; or (2) the fact of such relationship or interest is disclosed in writing to the members

entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Corporation.

ARTICLE IV

Executive Officers

Section 1. Powers of the Executive Board. In addition to other powers stated herein and provided by law, the Executive Board of AYBS shall have the power to:

- a) Formulate, prescribe, alter and amend these Bylaws, the Policies and Procedures, and any other Regulations of the Corporation for the government of the Corporation.
- b) Impose and enforce penalties for any violation of these Bylaws
- c) Remove or remit any suspension or penalty that has been imposed by its officers, its registrars, or a committee.
- d) Appoint sub-committees from its membership, or otherwise employ individuals for the handling of special or specified business.
- e) Establish and collect fees and funds of the Corporation and direct the expenditure of monies.
- f) Interpret, define, and explain all of the provisions of these Bylaws and the Rules and Regulations of the Corporation.
- g) Call any necessary Special Meetings of the Corporation and fix the time and place of such meetings, subject to Article III.
- h) Have immediate access through a qualified auditor on demand, or on the demand of the President, to all books, vouchers, receipts, and records generally pertaining to the finances and operation of the Corporation.
- i) Receive a copy of the financial statements (Balance Sheet and Operating Statement) of the Corporation and a copy of the Corporation's proposed operating budget.
- j) Make qualified contributions of its funds to qualified organizations, but only after express, specific authority is granted by the Executive Board through a duly noticed, adopted vote and resolution.

Section 2. President.

- a) The President is the Chief Executive Officer of AYBS and shall preside at meetings of the Corporation and the Executive Board. He/She shall generally perform the duties usual to the office of President and may, at his/her discretion, order the calling of meetings of the Executive Board or of the Committees of the Corporation. It shall also be the duty of the President to convoke any Special Meeting of the Executive Board.
- b) The President may exercise all duties and powers of the Executive Board only in the case of an emergency when a vote of the Executive Board cannot be obtained, and he/she shall in a reasonable amount of time report in writing any actions taken in the exercise of this emergency power to the members of the Executive Board. The President shall ensure that minutes be taken at all meetings of the Councils, Committees and Sections of the Corporation and that the minutes be kept of record and a copy thereof be disseminated to each member of the Executive Board.

- c) Add voting, non-voting, or non-members to the agenda to address the executive board at any special meeting or regular meeting.
- d) Attending and representing AYBS at meetings outside the Corporation or to appoint a voting member of the Executive Board to attend in their place.

Section 3. Absence of President. In the absence or disability of the President, the Treasurer shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Treasurer shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Executive Board, or these By-Laws. In the absence of the President and Treasurer, a majority of the Executive Board shall choose an acting President from the membership of the Executive Board – who shall hold such powers until the return of the President, Treasurer, or removal by a majority vote of the Executive Board.

Section 4. Secretary. The Secretary shall:

- a) Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and By-Laws, as amended or otherwise altered to date.
- b) Keep at the principal office of the Corporation or such other place as the Executive Board may direct, a book of minutes of all meetings of the members of the Corporation, the Executive Board and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.
- c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- d) Be custodian of the records.
- e) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.
- f) Exhibit for inspection upon request the relevant books and records of the Corporation to any member for any proper purpose at any reasonable time.
- g) Verify that a quorum is present at any AYBS meetings.
- h) Verify the eligibility of voting members for any AYBS election.
- i) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Executive Board.

Section 5. Treasurer. The Treasurer shall perform or have performed under the Treasurer's direction the following functions:

- a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected by the Executive Board.
- b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.
- c) Exhibit for inspection upon request the relevant books and records of the Corporation to any member for any proper purpose at any reasonable time.

- d) Render interim and annual financial statements of the condition of the finances of the Corporation to the Board of Directors upon request.
- e) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.
- f) Assist the Secretary as requested to ensure all books, reports, statements and all other documents and records required by law are properly kept and filed.
- g) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Executive Board.

ARTICLE V

Instruments: Bank Accounts: Checks and Drafts: Loans: Securities

Section 1. Execution of Instruments. Except as in these By-Laws otherwise provided, the Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these By-Laws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts. The Executive Board from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Executive Board. The Executive Board may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these By-Laws as the Board may deem expedient.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of its Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Executive Board. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature, by the President or the Treasurer, or by any other officer or agent of the Corporation to whom the Executive Board, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Executive Board. Such authority may be general or confined to specific instances.

ARTICLE VII

Indemnification

Section 1. Mandatory Indemnification. Subject to the exceptions stated below, the Corporation shall, to the fullest extent permitted or required by the Statute, indemnify each Director, Officer or agent against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he or she is a Director or Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board

resolution, vote of members, the statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section 1 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 1. The term "Statute," as used in this Article, shall mean Sections 181.041 through 181.053 of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.041 or the Statute.

Section 2. Private Foundation Limitations. Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 181.77 of the Wisconsin Statutes or any similar successor provision thereto.

Section 3. Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation ("Volunteer") shall be immune from liability to any person for damages, settlements fees fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.297 of the Wisconsin Nonstock Corporation Law or any similar successor Provision hereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration unless otherwise expressly indicated to the Corporation in writing.

Section 4. Exceptions. Notwithstanding the foregoing, the Corporation will not be responsible for indemnifying Directors, Officers, or agents against Liabilities (or related defense costs) arising from or related to that Director's, Officer's, or agent's dishonest, criminal or fraudulent acts, or willful failure to comply with any law or governmental or administrative order or regulation. Willful means acting with intentional or reckless disregard for such laws, orders or regulations.

ARTICLE VII

Amendment

Section 1. Consideration. A motion for a change in Bylaws, in writing, may be sent to the Secretary of AYBS by any member or Officer by January 1 of each year. Motion(s) will be referred to the Executive Board which will consider the motion submitted to it, and take such action as may be appropriate.

Section 2. Amendment. These bylaws may be amended, altered, repealed, and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the members of the Executive Board serving at that time.