

*April 2, 2007*

**BY-LAWS OF DELANO YOUTH BASEBALL / SOFTBALL ASSOCIATION,  
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE 1: ORGANIZATION**

1. The name of the organization shall be Delano Youth Baseball/Softball Association (a.k.a. DYBSA)
2. For correspondence purposes, the registered office of the corporation is P.O. Box 63, Delano, MN 55328
3. The organization may at its pleasure by a vote of the membership body change its name.

**ARTICLE II: PURPOSES**

The following are the purpose for which this organization has been organized: The purpose of this corporation is to provide an opportunity for the youth of Delano and surrounding communities to participate in an organized baseball/softball program. Accordingly, purposes of the organization are exclusive to those activities, which are charitable and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code.

**ARTICLE III: MEMBERSHIP**

Membership of this association shall be residents of the Delano School District and open enrollment to neighboring communities. Each member shall be entitled to one vote for elections of the Board of Directors who will be responsible for the management of the association.

**ARTICLE IV: MEETINGS**

The annual membership meeting of this organization shall be held on the 2<sup>nd</sup> Sunday of September each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.

The Secretary shall email to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held in the Delano Middle School.

The presence of not less than 51% percent of the Board Members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than 2 weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of

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this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meeting shall be emailed to all members at their addresses as they appear in the membership roll book at 3 days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

#### ARTICLE V: VOTING

At all meetings all votes shall be voiced. Members shall not be permitted to vote by proxy.

#### ARTICLE VI: ORDER OF BUSINESS

1. Roll call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

#### ARTICLE VII: BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of nine (9) members, consisting of four (4) officers and five (5) members-at-large.\*

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

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The Board of Directors shall select from one of their members a secretary.

*\*(the Board of Directors member number was increased to 13 members by vote on \_\_\_\_\_)*

#### ARTICLE VIII: OFFICERS

The initial officers of the organization shall be as follows:

President: Chris Arens

Vice President: Jeanne Hanson

Secretary: Mark Prok

Treasurer: Kevin Max

The President shall preside at all membership meetings.

- He shall by virtue of his office be Chairman of the Board of Directors.
- He shall present at each annual meeting of the organization an annual report of the work of the organization.
- He shall appoint all committees, temporary and permanent.
- He shall see all books, reports and certifications required by law are properly kept and filed.
- He shall be one of the officers who may sign the checks or drafts of the organization.
- He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all rights, privileges, and powers as if he had been duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books.

- It shall be his duty to file any certificate required by any statute, federal or state.
- He shall give and serve all notices to members of this organization.
- He shall be the official custodian of the records and seal of this organization.
- He may be one of the officers required to sign the checks and drafts of the organization.
- He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.
- He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization.
- He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

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The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

- He shall deposit in a regular business bank the funds of the organization.
- He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- He shall exercise all duties incident to the office of the Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be constructed to prevent an officer or director for receiving any compensation from the organization for duties other than as director or officer.

#### ARTICLE IX: SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

#### ARTICLE X: COMMITTEES

All committees of this organization shall be appointed by the Board of Directors.

The permanent committees shall be named when needed.

#### ARTICLE XI: AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 51% percent of the members.

Adopted by the directors of the DYBSA on: 4-2-2007

By:

President: Chris Arens

Vice President: Jeanne Hanson

Secretary: Mark Prok

Treasurer: Kevin Max