

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

### **ARTICLE 1: CORPORATE IDENTITY**

#### **Section 1.1 — Name of Corporation**

This Corporation shall be known as the PLEASANT HILL BASEBALL ASSOCIATION (PHBA), hereinafter referred to as the “Association”.

#### **Section 1.2 — History of Corporation**

The Association was established in 1958 as an organization formed to provide a sports program for the youth of the Pleasant Hill area in cooperation with the Pleasant Hill Recreation and Park District and the Mount Diablo Unified School District. The Association was officially incorporated in 1995 for charitable non-profitable purposes under the Nonprofit Public Benefit Corporation Law of the State of California.

### **ARTICLE 2: OFFICES**

The principle office for the transaction of the business of the Association shall be located in the city of Pleasant Hill, California. The address of the principle office shall be 2 Santa Barbara Road, Pleasant Hill, CA, 94523.

### **ARTICLE 3: OBJECTIVES AND PURPOSES**

#### **Section 3.1 — Purpose**

The purpose of the Association shall be to promote, govern, supervise, equip, and sponsor all baseball and softball as played by youth 4 years of age and over using the doctrine of positive coaching.

#### **Section 3.2 — Goals and Objectives**

Enjoyment of the game shall be the basic goal of all participants. The Association shall strive to provide positive coaching through training and putting athletes first, then teaching character, good sportsmanship, teamwork, honesty, loyalty, courage, and fostering self-motivation. The Association shall also coach for mastery of the game without fear or intimidation while developing a working relationship with each player. Honor and respect of the game shall be paramount while an emphasis on winning shall be minimized.

#### **Section 3.3 — Prohibited Activities**

The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers not in the furtherance of the charitable purposes described in the Articles of Incorporation and these Bylaws.

### **ARTICLE 4: DEDICATION OF ASSETS**

The properties and assets of this nonprofit Association are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Association, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Association. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all the debts and liabilities of the Association shall be distributed to a

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any successor status or which is described in Section 170 (c) (2) (B) of that Code or the corresponding provision of the successor statute.

### **ARTICLE 5: OFFICERS OF THE ASSOCIATION**

The Officers of the Association shall consist of the Executive Committee of five (5) and a Board of Directors of no less than ten (10) and up to sixteen (16). The Officers of the Association will hereinafter be referred to as the “Board”.

The Board is responsible for the administration, management, and supervision of the Association in accordance with the Association’s Bylaws and Articles of Incorporation. The Board shall have fiscal responsibility for all revenue, expenses and costs generated for the governance of the Association in accordance with the bylaws and the non-profit laws of California. The Board is also responsible for establishing those committees or positions deemed necessary to support the goals of the Association and its responsibility to the youth of the Association.

#### **Section 5.1 — Executive Committee**

The Executive Committee shall consist of a President, Vice-President, Secretary, Treasurer, and Head Commissioner.

#### **Section 5.2 – Board of Directors**

The Board of Directors shall consist of no less than ten (10) and up to sixteen (16) members of the Association. Members of the Board shall be those persons who, being Association members of good standing and being duly elected in accordance with these bylaws have agreed to serve. The immediate past President may be an “Ex Officio” member of the Board of Directors.

#### **Section 5.3 — Number of Officers of the Association**

The authorized number of people making up the Board shall be a maximum of twenty-two (22), including the Ex-Officio Member.

#### **Section 5.4 — Qualification of Officers of the Association**

Any bondable person eighteen (18) years of age or older and being a general member in good standing of the Association may be elected to serve as a Board member.

Additional qualification for Board consideration is a general member, who, as an active member of the Association has attended at least two (2) general membership meetings during the course of a season (August – July). This requirement can be waived by a majority vote of the Board.

#### **Section 5.5 — Term of Office and Elections**

A) All members of the Board shall be elected for a term of two (2) years. In order to enhance the stability of the Board, the President, Secretary, and five (5) minimum or up to eight (8) Directors shall be elected on even years while the Vice President, Treasurer, Head Commissioner and five (5) minimum and up to eight (8) Directors shall be elected on odd years. The Past

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

President will serve as an Ex-Officio member of the Board serving a two year term in concurrence with the current President.

- B) The President shall appoint a nominating committee to recommend members for election to the Board.
- C) Elections for membership to the Board will take place in June at the last General Membership meeting for the season.
- D) Nominations for election to the Board shall be presented at the General Membership meeting in the month preceding the election (May) or at the General Membership meeting held to elect members of the Board (June). On the night of the elections, the Executive Committee members shall be elected prior to electing Directors.
- E) Each General Member in good standing, present at the time of election, will have one vote and all voting will be by secret ballot.
- F) No member will be permitted to campaign for any member nominated for office by distributing material of any kind intended to influence the membership voting or by demonstrations to the membership within that place designated as the meeting hall. Any violation of this prohibition by any member or group shall be held to be a waiver of membership by a majority vote of the Board present, and said violators shall not be allowed to remain or vote.
- G) The President shall appoint three (3) eligible members not nominated for office to count all ballots and the results of the balloting in numbers shall remain secret.
- H) Any nominated member receiving a majority of the ballots counted will be considered as being successfully elected to the Board.
- I) The past President "Ex Officio" will be the only person allowed to sit on the Board without completing the nomination and election process before the General Membership.
- J) All Executive Committee and Directors so elected will take office at the first Board meeting held in August following the election.

### **Section 5.6 — Powers**

- A) General Board Powers. The business and affairs of the Association shall be managed and all corporate powers shall be exercised by or under the direction of the Board.
- B) Specific Powers. Without prejudice to their general powers, the Board shall have the power to:
  - (1) Remove Board members and General members of the Association; prescribe any powers and duties for each officer consistent with the law, the Articles of Incorporation, and these Bylaws.
  - (2) Change the principle executive office or the principle business office from one location to another.

### **Section 5.7 — Vacancies**

- A) Events Causing Vacancies. A vacancy on the Board shall be deemed to exist at the occurrence of any of the following:
  - (1) The death, resignation or removal of any member of the Board.
  - (2) Resignation. Except as provided in this paragraph, any Board member may resign, which resignation shall be effective on giving written notice to the President of the Board or to the Secretary of the Board, unless the resignation specifies a later time for the resignation to become effective. No Officer of the Association may resign when the Board would then

# Pleasant Hill Baseball Association Bylaws

## A California Nonprofit Public Benefit Corporation

(Revised: 25AUG2020)

be left without a duly elected Director or Executive Committee member in charge of their affairs.

- (3) Removal. Removal of any member of the Board can only be done by a two thirds (2/3) majority vote by the Board, and said voting shall be made at a Special Meeting as described in Section 7.1. In no event shall any special meeting for the purpose of removal of any Director take place until a quorum is in attendance as described in Section 7.3. The following reasons are grounds for dismissal of an Officer of the Association:

- i. Lack of attendance. If any Board member is absent for three consecutive Regular Board Meetings (as described in Section 7.1) without being excused in advance by the President or Vice-President, said Board member is subject to removal or other disciplinary action by a two thirds (2/3) majority vote of the Board at a Special Meeting. Advance notification to the President or Vice-President shall be verbal or written, but shall in no case be received later than two hours prior to a meeting. After the third missed Regular Board Meeting, a Special Meeting may be requested by any Board member for a removal or disciplinary vote.
- ii. Action unbecoming a Board member. If any Board member performs an act which is considered by the Board as an act which is not consistent with the purposes and objectives of the Pleasant Hill Baseball Association as stated in the Articles of Incorporation and these Bylaws, said Board member is subject to removal or other disciplinary action by a two thirds (2/3) majority vote of the Board at a Special Meeting.

- B) Filling of Vacancies. Vacancies of the Board shall be filled by the following means:

- (1) Annual ballot in accordance with Section 5.5 of these Bylaws.
- (2) Emergency vacancy ballot. If a vacancy exists after the June General Membership meeting, the President may nominate a candidate to the Board for approval by majority vote at a Regular Board Meeting. Such candidate, after acceptance of the Board, shall be confirmed by a majority vote at the next scheduled General Membership meeting.

## ARTICLE 6: GENERAL MEMBERSHIP

### Section 6.1 — Definition

Any active participant of good character in PHBA activities who is eighteen (18) years of age or older and being a member in good standing shall be considered a General Member of the Association. This includes parents, managers, coaches, umpires and other contributing volunteers.

Members shall be considered to be in good standing who have paid the required Association dues, fees or assessments and completed their volunteer duties in accordance with these bylaws and are not suspended.

### Section 6.2 — Rights of Members

- A) All members in good standing have the right to one vote in PHBA elections and one vote in all other matters brought before the General Membership.
- B) All members in good standing have the right to actively participate in the Association.

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

- C) Members in good standing are subject to removal or other disciplinary action in accordance with the same procedures applicable to the Officers of the Association as specified in Sections 5.6 and 5.7.

### **ARTICLE 7: MEETINGS**

#### **Section 7.1 — Meetings of the Board**

- A) There shall be two (2) meetings of the Board each month between August and July (excluding Holidays). The first will be on the second Tuesday of the month and will be held at a time and place to be determined by the Board. The second meeting will be on the fourth Tuesday of the month and will be a General Membership meeting at a time and place to be designated by the Board. Disciplinary, Emergency and Special meetings shall not be open to the General Membership.
- B) Emergency and Disciplinary meetings may be called by the President whenever it is deemed necessary or a minimum of ten (10) or up to (16) members of the Board may demand in writing to the President an emergency meeting be held.
- C) Special Meetings may be called by the President when necessary with the concurrence of a majority of the Executive Committee.
- D) Each Executive Committee member and each Director shall have one vote on all issues brought before the Board in all meetings. Balloting shall be secret if requested by any Board Member. The immediate past President, as an “Ex-Officio” Member of the Board of Directors, is entitled to one vote in all matters coming before the Board provided the immediate past President has been present for at least two (2) of the last three (3) previous Regular meetings of the Board.

#### **Section 7.2 — Meetings of the General Membership**

- A) General Membership meetings shall be held at the PHBA Sports Complex, 2 Santa Barbara Road, Pleasant Hill, CA 94523 or appropriate location as approved by the Board, on the fourth Thursday of the month at 8:00 PM.
- B) In no event shall less than nine (9) General Membership Meetings be called by the Board of Directors.
- C) All members in good standing have one vote on all issues brought before the General Membership.

#### **Section 7.3 — Meeting Rules of Order**

Unless otherwise specified in the Articles of Incorporation or in these Bylaws, all Board meetings shall be governed by Robert’s Rules of Order. This includes the agenda sequence, quorum definitions, rules of conduct, adjournment, etc.

### **ARTICLE 8: RESPONSIBILITIES OF ELECTED OFFICERS**

#### **Section 8.1 — President**

No person shall be elected to the office of President until such time as they have served at least one (1) year as a member of the Board. It shall be the duty of the President, duly elected by the General Membership, to be charged with the authority to act in all matters relative to the Association

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

and to act as Chairman at all meetings, including meetings of the Board and General Membership Meetings. The President shall be responsible to the Board and General Membership; shall see the Board is advised of all significant matters of the Association's business; shall see all orders and resolutions of the Board are carried into effect; and review and approve all Association expenditures. As President, he/she shall be empowered to act, speak for, and otherwise represent the Association between meetings of the Board, within the boundaries of the policies and purposes established by the Board as set forth in the Articles of Incorporation and these Bylaws, subject to the term of office as prescribed or said President is removed under the procedures governing the removal of elected officers.

Additionally, every two years, the President shall be responsible for ensuring the Association's Bylaws are reviewed at the start of the new season. The purpose of the Bylaws review will be to ensure they are current, relevant, and accurately reflect how the Association works.

### **Section 8.2 — Vice-President**

The Vice-President shall report directly to the President. It shall be the duties of the Vice-President, duly elected by the General Membership, to assist the President in all manners possible and to assume all powers granted to the President whenever the President is unable to perform the duties of his/her office for any reason whatsoever, including removal of the President from office as prescribed, until the Vice-President has served the full term of office as prescribed or is removed under the rules governing the removal of elected officers.

### **Section 8.3 — Treasurer**

- A) The Treasurer shall report directly to the President and shall be the chief financial officer of the Association. The Treasurer, duly elected by the General Membership, shall have the following powers and duties:
- (1) Books of accounts. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Association. Such books and records of accounts shall include accounts of the Association's assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements.
  - (2) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board, shall disburse funds of the Association as may be ordered by the Board; and shall render to the President and Board, whenever requested, an account of all financial transactions and the financial condition of the Association. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.
- B) If required by the Board, the Treasurer shall be bonded in the amount and with the surety specified by the Board for the faithful performance of the duties of Treasurer and for restoration to the Association of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control on his/her death, resignation, retirement, or removal from office.

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

### **Section 8.4 — Secretary**

The Secretary shall report directly to the President. It shall be the duty of the Secretary, duly elected by the General Membership, to cause to be recorded all actions taken by the General Membership at regularly scheduled meetings, Board meetings, and all other meetings called by the President, and to cause to be preserved all such records as may be placed in the Secretary's charge, at the Association's principal office or such other location as the Board may direct, until such time as he/she may be authorized to destroy same or is removed from office under the procedures governing removal of officers.

Under the provisions defined in Section 8.6B), the Secretary will also be responsible to perform the role of Parliamentarian at all Board meetings. As Parliamentarian, the Secretary will ensure proper governance is maintained at all Board meetings and that Roberts Rules of Order are followed by all in attendance.

### **Section 8.5 Head Commissioner**

- A) No person may be elected to the position of Head Commissioner until such time as they have served at least two (2) years as a member of the Board of Commissioners. The Head Commissioner, duly elected by the General Membership, shall have the authority to act as they deems necessary in situations arising during the term of office; take actions as may be required to enforce the Association's rules, bylaws, and/or protocols regulating managers, coaches, players, parents, volunteers, and the playing of the game; and act on behalf of the Association in all such actions. The Association agrees to defend actions brought against the Head Commissioner as a result of action taken on behalf of the Association, assuming the action taken was in proper accordance with Association Rules and these Bylaws.
- B) Responsible for the recruitment and retention of managers and coaches for the respective teams in the baseball and softball Divisions established by the Board
- C) Establish the appropriate training programs and clinics for managers and coaches' necessary to ensure positive coaching, good sportsmanship, and the proper teaching of baseball and softball mechanics.
- D) Ensure compliance by managers and coaches' with Board-established protocols for background investigations, child safety and medical awareness.
- E) The Head Commissioner shall be responsible for establishing and maintaining a Board of Commissioners to assist the Head Commissioner with the administration, management, supervision, and rulemaking of the baseball and softball Divisions established by the Board.
  - (1) Incorporated within the Board of Commissioners will be those Commissioners responsible for administration, management, supervision, and fiscal accountability of the Association's Boys and Girls Travel Ball program.
- F) Only the Board shall have the authority to overrule a decision of the Head Commissioner, provided the issue is brought to the Board by the President at the next meeting of the Board and approved by a two thirds (2/3) majority vote of the Board.
- G) The Head Commissioner shall not hold any other title/position within the Association that would be or could be construed to: (i) be in direct conflict with the role of Head Commissioner; (ii) hold undue influence over; and/or (iii) cause a biased opinion in his/her decision making process as Head Commissioner.

# Pleasant Hill Baseball Association Bylaws

## A California Nonprofit Public Benefit Corporation

(Revised: 25AUG2020)

- (1) Other titles/positions within the Association the Head Commissioner shall not hold include, but are not limited to, Division Commissioner, Team Umpire, Manager, Coach, Assistant Coach and/or Team Sponsor.
- H) The Head Commissioner may hold a restricted title/position as defined in Section 8.5G) when a majority vote of the Board waives such restriction.
  - (1) Should the Head Commissioner hold any other title/position pursuant to Section G) and a conflict of interest arises associated to that title/position, the President of the Board will assume responsibility for addressing the situation in accordance with the Head Commissioner responsibilities defined in Section 8.5A).

### Section 8.6 — Board Of Directors

The Board of Directors, duly elected by the General Membership, shall report directly to the President. It shall be the duty of all members elected to the Board of Directors to attend all Board meetings; to attend the General Membership meetings; to be entrusted with budget accountability as appropriate; to investigate, as required, all matters brought to their attention by the President; to assist the President in all matters possible to effect the direction of the General Membership; to participate in all Special Meetings regarding removal of officers or members from office or the Association; to attend all emergency meetings called by the President; to accept committee (Director) assignments as assigned by the President to support the goals of the Association in accordance with the Association's bylaws and its commitment to the Association's youth; and to consider, recommend and participate in all decisions regarding any such act or action properly considered as reflecting on the purposes of the Association, until their term of office shall expire or they are removed from office under the rules governing the removal of elected officers.

The Board of Directors shall be comprised of the following essential Director positions:

#### A) Chief Umpire

The Chief Umpire shall serve as a Director on the Board of Directors. No person may be elected to the position of Chief Umpire until such time as they have served at least two (2) years as a member of the Umpire Leadership Team (ULT). The Chief Umpire, nominated by the ULT, will be charged with direct responsibility for all matters concerning umpires and the officiating of baseball and softball within the Association including the following:

- (1) The Chief Umpire shall have the authority to act as they deem necessary in all situations involving umpires; take actions as may be required to enforce the Rules of the Game, Association rules and Bylaws regulating umpires and the officiating of the game; act on behalf of the Association in all such actions.
  - i. Includes investigating umpire behavior and conduct during games and throughout the season
    - a. Initiate appropriate disciplinary action as necessary
    - b. Report any such action taken to the Board
  - ii. Includes investigating the conditions and circumstances leading up to an ejection
    - a. Make recommendations to the Head Commissioner on possible courses of action regarding individuals (i.e., manager, coach, player, or parent) impacted by an ejection.
- (2) Shall report to the Head Commissioner on all officiating matters within the Chief Umpire's



# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

authority affecting the Association.

- (3) Recruitment, training, equipping, game coverage, performance, and retention of Association umpires
- (4) Responsible for establishing, maintaining, and leading an Umpire Leadership Team to assist the Chief Umpire with management, administration, and supervision of Association umpires
- (5) Term Limits for the position of Chief Umpire will be a minimum of two (2) years.
- (6) The Chief Umpire shall not hold any other title/position within the Association that would be or could be construed to: (i) be in direct conflict with the role of Chief Umpire; (ii) hold undue influence over: and or (iii) cause a biased opinion in his/her decision making process as Chief Umpire
  - i. Other titles/positions within the PHBA organization the Chief Umpire shall not hold include, but are not limited to, Head Commissioner, Division Commissioner, Manager, Coach, Assistant Coach and/or Team Sponsor.
- (7) The Chief Umpire may hold a restricted title/position as defined in Section 8.6A)(6) when a majority vote of the Board waives such restriction.
  - i. Should the Chief Umpire hold any other title/position pursuant to Subsection 6 and a conflict of interest arises associated to that title/position, the Head Commissioner will assume responsibility for addressing the situation in accordance with the Chief Umpire responsibilities defined in Section 8.6A)(1).

### STANDING COMMITTEE RESPONSIBILITIES OF THE BOARD OF DIRECTORS:

#### **B) GOVERNANCE**

Governance responsibility ensures the rules, norms, and activities of the Board are structured, sustained, regulated, and accountable in accordance with the Association's Bylaws and Articles of Incorporation. Within governance, the role of Parliamentarian is responsible for understanding and enforcing rules of order and the proper procedures for the conduct of Board meetings in accordance with Roberts Rules of Order. Assists the Board in the drafting and interpretation of bylaws as well as member conduct during Board meetings.

Despite appearing as one of the Board of Directors committee responsibilities, Governance is the responsibility of the Executive Committee.

#### **C) DATABASE MANAGEMENT**

Database management has responsibility for the Association's database program handling registration and the capturing of personal information and fees for families registering their children in the Association's baseball and softball programs. Requires monitoring the Association's database for data accuracy and currency plus other financial information necessary for managing the Association's activities.

#### **D) WEBSITE AND COMMUNICATION**

Website responsibility covers all communications generated by the Board for the purposes of notifying the Association's General Membership of all preseason, in season, and post-season Association activities. This includes website updates and announcements, mass emails, social media, and any other type of communication used to provide information to the Association's

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

General Membership of upcoming Association events.

### **E) UNIFORMS (House, All-Stars, Travel)**

Responsible for ensuring all baseball and softball teams (House, All-Stars, Travel) supported by the Association are properly uniformed for the season and tournaments. For the All-Stars and Travel programs, this responsibility includes coordinating and overseeing the persons in those organizations responsible for meeting the uniform needs of their respective programs.

### **F) EQUIPMENT (Regular Season/Tournaments)**

Responsible for ensuring all teams supported by the Association during the regular season are properly equipped with the equipment (balls, helmets, bats, catchers gear, etc.) necessary to play the game of baseball and softball. For tournaments, ensuring there are enough baseballs and softballs to support the number of games to be played during the tournament.

### **G) FUND RAISING**

Fund raising responsibilities encompass the management, oversight, and financial accountability of any Association activity generating revenue to support and finance the Association. Fund raising activities may include but not limited to:

- (1) Sponsorships
- (2) Poker Night
- (3) PHBA Parent Banquet
- (4) Spirit Wear
- (5) Team Baskets
- (6) Others as identified by the Board

### **H) YEAR BOOK**

This Standing Committee responsibility requires coordinating with and supervising the printing company responsible for the development and publication of the Association's annual Year Book.

### **I) LEAGUE ASSISTANCE FUND FEE (LAFF)**

Responsible for monitoring the completion of volunteer requirements at the team and Association level by the General Membership in accordance with the Association's rules and Bylaws. This position also ensures the financial commitment pledged by the volunteers at registration is assessed appropriately should any volunteer fail to meet their volunteer commitment.

### **J) VOLUNTEER PARTICIPATION**

Responsible for communicating, coordinating, and monitoring the online volunteer opportunities of the Association requiring General Membership support during the course of the season. These volunteer positions are Association responsibilities, cover non-team related volunteer support requirements, and can include but not limited to:

- (1) Snack Shack
- (2) Opening Day
- (3) Photo Day
- (4) PHBA Parent Banquet
- (5) Tournaments
- (6) Other non-team support requirements

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

### **K) RECOGNITION PROGRAMS (Awards, Trophies, Picnics, etc.)**

This Standing Committee is responsible for the Association's Awards and Recognition program. Works closely with the Head Commissioner on candidate identification, awards schedule, and coordination of awards/recognition events. Maintains the relationship with appropriate vendors for the acquisition of awards for Board-nominated volunteers, Commissioners-selected managers, team trophies, as well as any other form of volunteer recognition.

To complete the makeup and requirements of the Board, as defined by Sections 5.2 and 8.2, the remaining Directors shall assume other coordinating responsibilities identified by the Board to support the Association's activities. Some of those responsibilities, as follows, may include but not limited to:

### **COORDINATOR RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

#### **L) OPENING DAY COORDINATOR**

Responsible for coordinating all events and activities associated with the Association's Opening Day, its ceremonies, and associated Parade

#### **M) PHOTO DAY COORDINATOR**

Responsible for coordinating all events and activities associated with the Association's Photo Day. Involves liaison with the photographers, coordinating team photo schedules, and subsequent delivery of photos to Association parents and players.

#### **N) SCHOLARSHIPS COORDINATOR**

This responsibility involves the handling of and responding to General membership requests at the time of registration for financial assistance to cover registration fees allowing a family's child or children to play baseball or softball in the Association. Board approval is required of all scholarship requests.

#### **O) RISK MANAGEMENT COORDINATOR**

Responsible for overseeing the insurance needs and requirements of the Association. Monitors the Association's exposure to risk and advises the Board on measures to take to minimize exposure.

#### **P) TOURNAMENT ADMINISTRATION COORDINATOR**

Tournament Administration involves the management and supervision of the Boys June tournament and the Girls July tournament. Includes team registrations, schedule development, team communication, umpire coverage, and other duties necessary to coordinate the tournament.

#### **Q) OTHER BOARD IDENTIFIED RESPONSIBILITIES**

## **ARTICLE 9: BOARD OF COMMISSIONERS / UMPIRE LEADERSHIP TEAM**

### **Section 9.1 — Composition of the Board of Commissioners**

A) The Head Commissioner shall appoint Division Commissioners to supervise each Division. All such appointments must specifically identify which Division these appointments are to supervise and must be approved by a majority vote of the Board. The Division Commissioner

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

will report directly to the Head Commissioner and together shall comprise the Board of Commissioners. Division Commissioners are not members of the Board; however, a Board member may also serve as a Division Commissioner if appointed in accordance with Section 9.1A).

- B) The Division Commissioner shall not hold any other title/position within the respective Division in which he/she is acting as the Division Commissioner that would be or could be construed to:
  - (1) Be in direct conflict with his/her role as Division Commissioner;
  - (2) Hold undue influence over; and/or
  - (3) Cause a biased opinion in their decision-making process as the Association's Division Commissioner.
  - (4) Other titles/positions the Division Commissioner shall not hold within their respective Division in which he/she is acting as the Division Commissioner include, but are not limited to, Manager, Coach, Assistant Coach, Team Umpire, and/or Team Sponsor.
- C) A Division Commissioner may hold a restricted title/position as defined in Section 9.1B) when a majority vote of the Board waives such restriction.
  - (1) Should a Division Commissioner hold any other title/position pursuant to Section 9.1B) and a conflict of interest arises associated to that title/position, the Head Commissioner will assume responsibility for addressing the situation in accordance with the Division Commissioner responsibilities defined in Sections 9.2A) and B).
- D) To ensure all youth sports programs sponsored and supported by the Association are represented and governed in accordance with the Association's Bylaws and Articles of Incorporation, the Board of Commissioners shall include the Commissioners responsible for the Association's Boys and Girls Travel Ball programs. Responsibilities and duties of the Travel Ball program commissioners include, but are not limited to, the following:
  - (1) The commissioners, duly approved by the Board, shall report directly to the Head Commissioner.
  - (2) It shall be the duty of the commissioners to attend at least one (1) non-General Membership Board meeting a quarter.
  - (3) Entrusted with budget accountability for their respective Travel Ball programs
  - (4) Establish and maintain a governing commission comprised of parent volunteers from the Boys and Girls Travel sports programs to assist the Commissioners with the administration, management, and supervision of their respective Travel sports programs.
  - (5) Recruitment and retention of managers, coaches, and volunteers to support the Boys and Girls Travel sports programs.

### **Section 9.2 — Responsibilities of the Board of Commissioners**

- A) The Board of Commissioners will be charged with the direct responsibility for all matters concerning the playing of baseball and softball within said Association including players, coaches, managers, fields, equipment, and the scheduling of games.
- B) The Division Commissioners shall be the direct authority over all activities, including rulemaking, of their respective Divisions and their decision shall be final on all matters unless appealed to the Head Commissioner.

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

### **Section 9.3 — Composition of the Umpire Leadership Team (ULT)**

- A) The Chief Umpire shall select umpires from within PHBA's umpire corps to assist with the administration, management, and supervision of all PHBA umpires. Members of the Umpire Leadership Team, assigned as Crew Chiefs, shall assume duties and responsibilities of those positions identified by the Chief Umpire and Umpire Leadership Team as essential for the administration of PHBA umpires. All such selections must be approved by a majority vote of the Board.
- B) The Umpire Leadership Team shall be made up of active PHBA umpires with at least three (3) or more years umpiring experience and a minimum of sixteen (16) games worked within each season umpiring at PHBA. The Chief Umpire shall have the discretion to select umpires not meeting the above requirements to fill Associate Crew Chief positions to support the ULT ascendancy program.
- C) All umpires selected for the ULT will report directly to the Chief Umpire and together shall comprise the Umpire Leadership Team. ULT members are not members of the Board; however, a Board member may also serve as a ULT member if selected in accordance with Sections 9.3A).
- D) The ULT member shall not hold any other title/position within the respective division in which he/she is acting as the Crew Chief that would be or could be construed to:
  - (1) Be in direct conflict with his/her role as a ULT member;
  - (2) Hold undue influence over; and/or
  - (3) Cause a biased opinion in his/her decision making process as a Crew Chief investigating an umpire's conduct, behavior, or the circumstances surrounding an ejection in that division.
  - (4) Other titles/positions/situations the ULT member shall not hold within the respective Division in which he/she is acting as Crew Chief include, but are not limited to Commissioner, Manager, Coach, Assistant Coach, and/or Team Sponsor.
- E) A Division Crew Chief may hold a restricted title/position as defined in Section 9.3D) when a majority vote of the Board waives such restriction.
  - (1) Should a Division Crew Chief hold any other title/position pursuant to Section 9.3D) and a conflict of interest arises, the Chief Umpire will assume responsibility for addressing the situation in accordance with the Division Crew Chief responsibilities defined in Sections 9.4A) and B).

### **Section 9.4 — Responsibilities of the Umpire Leadership Team (ULT)**

- A) The Umpire Leadership Team will be charged with direct responsibility for all matters concerning the officiating of baseball and softball within said Association including umpires, umpire training, recruiting, retention, conduct, behavior, evaluation, fields, equipment, umpire scheduling and game coverage.
- B) Division Crew Chiefs, as assigned by the ULT, shall be the direct authority over all officiating activities of their respective divisions and their decision shall be final on all matters unless appealed to the Chief Umpire.
  - (1) Crew Chiefs for assigned divisions will liaison with the Commissioners of their respective divisions on all issues involving umpires and the officiating of games in their division.

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

- (2) A Division Crew Chief will be responsible, in coordination with the respective Division Commissioner, for the initial investigation of any issues surrounding the conduct, behavior, or performance of an umpire in that division as well as the conditions and circumstances leading up to any ejection in that division.

### **ARTICLE 10: CONDUCT**

The Association expects every Board member, manager, coach, umpire, parent, player, and any other volunteer coming into contact with the children in the Association to conduct themselves in a manner promoting positive behavior, good sportsmanship, character-building, teamwork, honesty, loyalty, courage, and self-motivation.

Additionally, it is the expectation of the Association that every Board member, manager, coach, umpire, parent, player, and any other volunteer in the Association will ensure the environment and atmosphere each child practices and plays in will be safe. Every person in the Association is expected to adhere to the personal conduct policies established and posted by the Association.

#### **Section 10.1 – Positive Coaching**

The Association's goal is to create a culture where kids love to play the game. To accomplish this, the Association adheres to the philosophies and principles of positive coaching. It is the expectation of the Association that Board members, managers, coaches, umpires, players, parents, and other Association volunteers will learn and apply these principles in their ongoing contact with the youth of the Association. Through training, conduct, contracts, flyers, and enforcement, the Association promotes and encourages positive coaching as a means to achieve the Association's goal and objective of providing a positive, nonthreatening environment where kids learn to love playing the game of baseball and softball.

#### **Section 10.2 – Bullying/Harassment/Intimidation**

The Association will not tolerate bullying or harassment of any form, including any social media forums, or at any location, or activity under the jurisdiction of the Association. Any Association Board member, Manager/Coach, Umpire, Player, and/or Parent who engages in bullying will be subject to disciplinary action up to and including removal from the Association in accordance with those policies established by the Association.

#### **Section 10.3 – Sexual Abuse and Misconduct**

In accordance with legislation passed by the state of California, the Association has instituted a policy all Board members, managers, coaches, parents, and volunteers within the Association are expected to follow.

The Association prohibits and does not tolerate sexual abuse or misconduct in the workplace or practice and playing fields during any Association-related activity. Policy established by the Association provides procedures for employees, volunteers, board members or any other victims of sexual abuse or misconduct to report such acts. Those reasonably suspected or believed to have committed sexual abuse or misconduct will be appropriately disciplined, up to and including termination of employment or membership, as well as referral for possible criminal

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

prosecution. No employee, volunteer, board member or any other person affiliated with the Association, regardless of his or her title or position, has the authority to commit or allow sexual abuse or misconduct.

### **ARTICLE 11: RECORDS AND REPORTS**

#### **Section 11.1 — Maintenance of Articles and Bylaws**

The Association shall keep at its principle executive office the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

#### **Section 11.2 — Maintenance of Other Association Records**

The accounting books, records, and minutes of the proceedings of the Board shall be kept in accordance with Section 11.5, or at the principle executive offices of the Association at Pleasant Hill Baseball Association, 2 Santa Barbara Road, Pleasant Hill, CA 94523. The minutes, as well as the accounting books, shall be kept in either written, typed, electronic, or in any other form capable of being converted into written, typed, or printed form.

#### **Section 11.3 — Inspection by Directors**

Every Board member shall have the absolute right at any reasonable time to, upon written request to the President, inspect all books, records, including books of accounts, and documents of every kind and the physical properties of the Association. This inspection by a Board member may be made in person or by an agent or attorney of that Board member. The right of inspection includes the right to copy extracts of documents. A Board member shall be appointed by the President to oversee the inspection. No original documents shall be removed from the property.

#### **Section 11.4 — Inspection by Members**

Every general member of the Association has the right to upon written request review Corporation minutes, financial statements and other records, excluding disciplinary and other confidential records.

#### **Section 11.5 — Retention of Records**

The Board shall retain corporate records for a minimum of 7 years in accordance with applicable IRS rules and regulations. It shall be the responsibility of the Secretary to retain all current and historical records, and to ensure transition of appropriate records to the succeeding Secretary when a new Board is elected.

#### **Section 11.6 – Custodian of Criminal Records**

- A) A Custodian of Criminal Records will be appointed by the President for the purpose of managing and overseeing the Association's background investigation program and the BI documentation and records created from it.
- B) The Custodian of Criminal Records shall be responsible for the fingerprinting of new managers, coaches and umpires. They shall submit the fingerprints of the new Managers/Coaches to the Department of Justice (D.O.J.) and shall follow all of the State laws regarding receipt of any criminal offender records (C.O.R.I.) received from the Department of

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

Justice.

- C) The Custodian of Criminal Records shall follow The Department of Justice "Custodian of Records Duties."

### **Section 11.7 – Fingerprint Backgrounds**

To comply with State law in regards to receiving information about fingerprinted volunteers, the President, Head Commissioner, and the Custodian of Criminal Records shall have a fingerprint background clearance record check completed on them through the Department of Justice (D.O.J.). The President, Head Commissioner, and the Custodian of Criminal Records shall be responsible for deciding if a volunteer who has been convicted of any of the crimes or attempted crimes listed under 11105.3 (c)(l) of the Penal Code shall be allowed to volunteer for Pleasant Hill Baseball Association. All information received from the Department of Justice shall be kept confidential per State law (sections 11142 and 11143 of the Penal Code).

## **ARTICLE 12: EXPENDITURE & DEPOSITING OF FUNDS**

### **Section 12.1 — Deposits**

All moneys received by, and in the name of, the Association shall be deposited by the Treasurer in a Federally insured bank account as authorized by the Board and shall remain in said account until a change of depository is authorized by the Board. All moneys received shall be the direct responsibility of the Treasurer. A certain sum designated by a majority of the Board may be deposited in an insured savings account as designated by the Board.

### **Section 12.2 — Budgets**

The Board shall approve an annual budget for all Association revenues and expenditures and shall authorize appropriate persons responsible to incur debts up to the approved budgeted amount on behalf of the Association. Any expense above the budgeted amount must be approved in advance by a majority vote of the Board. Under no circumstance shall more than \$500.00 be spent without prior board approval.

### **Section 12.3 — Payments**

In order to satisfy outstanding debts incurred by said Association, key members of the Executive Committee and/or the Association (e.g., President, Vice-President, Treasurer, Grounds Crew Supervisor, Snack Shack Supervisor, etc.), upon Board approval, shall be issued credit/debit cards and shall be authorized to use those assigned cards to pay debts incurred on behalf of the Association. All expenditures made by those persons authorized to use such cards shall be reported to the Board of Directors by the Treasurer.

Any checks issued to pay credit/debit card debts or any other non-credit/debit card debts incurred on behalf of the Association, the Treasurer shall be authorized to issue such checks. Said checks shall require two Executive Committee authorizations for any check to be valid. One, the President of the Board, either electronically or by 'wet' signature, and two, the Treasurer's signature on the check after the President's authorization has been received by the Association's accounting application. As with credit/debit card expenditures, all checks authorized to cover debts incurred



# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

by the Association shall be reported to the Board of Directors.

### **Section 12.4 — Financial Reports**

All funds expended on behalf of said Association shall be reported to the General Membership in a monthly financial statement at the regularly scheduled General Membership Meetings.

### **Section 12.5 — Possible Disappearance of Funds**

In the event any disappearance of funds becomes known to the President for which a satisfactory disposition cannot be furnished by the person suspected to be responsible, the President is authorized to take such steps as the President deems necessary to investigate said disappearance and the Association shall defend the President against any action brought against the President because of such investigation.

### **Section 12.6 — Contingency Fund**

Under no circumstance shall the Association incur debts beyond current assets. A minimum of 10% of the annual budgeted gross receipts shall be maintained as an emergency Contingency Fund. Expenditures from this fund will not be budgeted and, if necessary, withdrawals from this fund can only be approved by a two-thirds (2/3) vote of the Board of Directors.

### **Section 12.7 — Fiscal Year**

The fiscal year of the Association shall end on July 31st of each year.

### **Section 12.8 — Review of Financial Records**

At the current Board's discretion, records concerning funds of the Association shall be reviewed on an annual basis. Such review shall be performed by an independent bank, certified public accountant or the internal audit team, and shall be initiated within two months of a newly elected Board taking office.

## **ARTICLE 13: CONFLICT OF INTEREST POLICY**

### **Section 13.1 – Establishment**

The Association shall establish a Conflict of Interest Policy in accordance with the laws of the State of California and in compliance with rules established by the Internal Revenue Service for non-profit organizations. The Association's Conflict of Interest Policy shall be developed and adhered to as a document separate from the Association's Bylaws.

## **ARTICLE 14: BYLAWS AMENDMENTS**

### **Section 14.1 — Proposed Amendments**

All proposed amendments to the Bylaws must be moved for adoption and carry a second by the Board at either a regular Board or General Membership Board meeting. The adopted proposal may then move to the next General Membership Board meeting for a vote.

### **Section 14.2 — Adoption of Amendments**

# **Pleasant Hill Baseball Association Bylaws**

## **A California Nonprofit Public Benefit Corporation**

(Revised: 25AUG2020)

No vote on any amendment can be taken until the next General Membership Board meeting following the proposed amendments adoption by the Board. Voting on Bylaw changes at a General Membership Board meeting requires a quorum of the Officers of the Association. If a quorum is not present, voting on the proposed amendment will be postponed until the next General Membership Board meeting when a quorum of the Board is present.

### **PHBA BYLAWS AMENDED AND APPROVED**

**BY UNANIMOUS VOTE OF THE BOARD AND GENERAL MEMBERSHIP**

**25AUG2020**