

INDIAN WELLS VALLEY YOUTH BASEBALL, INC. CONSTITUTION AND BY-LAWS

League approved (Ratified - 11/18/2024)

ARTICLE I PRINCIPLE OFFICE

A. This organization shall be known as the INDIAN WELLS VALLEY YOUTH BASEBALL, INC. The principle office for the transaction of business of this corporation shall be at such locations within the county of Kern, California, as may be provided by the Board of Directors.

ARTICLE II OBJECTIVES

A. The objectives of Indian Wells Valley Youth Baseball shall be to implant in the youth of this community the ideals of good sportsmanship, courage, discipline, loyalty, truth, and reverence so that they may grow to be fine, strong, productive citizens.

B. The objectives will be reached by providing the facilities, equipment, and supervision necessary for the youth of Indian Wells Valley to play organized baseball. The supervisors shall continually bear in mind that the attainment of exceptional athletic skills or the winning of games is secondary to the attainment of the primary objective.

C. Higher level play may be attained by playing IWVYB affiliated Advanced Baseball (ABT, Travel, Select, etc.), however league objectives and ideals shall be maintained regardless of location or timing of play.

ARTICLE III MEMBERSHIP

A. Any youth who has registered, paid the required fees, and meets the age and residency requirements as established by INDIAN WELLS YOUTH BASEBALL, INC. shall be known as a player and shall remain a player until January 1st of the year following the season said player was enrolled.

B. All parents or legal guardians of players of INDIAN WELLS VALLEY YOUTH BASEBALL, INC. shall be known as members.

C. Any person serving on the Indian Wells Valley Youth Baseball Inc. Board of Directors (excluding Legacy Board Members).

D. Any other person, who with the knowledge and approval of the Board of Directors, in any manner either by way of being a manager, umpire, coach, scorekeeper, sponsor by means of monetary donations in excess of \$100, or other volunteer assists in the conduct of INDIAN WELLS VALLEY YOUTH BASEBALL, INC. shall be known as a member. There shall be no discrimination in this corporation as to race, sex, color, creed, or economic status.

ARTICLE IV MEETINGS OF THE MEMBERS

A. There shall be at least one general membership meeting per year. The date and place of this meeting are to be designated by the President of the League with the approval of the Board of Directors.

B. No general membership meeting shall conduct business unless certified by the Board of Directors.

C. Every member in good standing of this corporation shall be entitled to one vote at any general membership meeting on decisions not pertaining to finances. No proxy voting shall be permitted at any time by the corporation; members must be present to cast a vote for the general membership meeting.

ARTICLE V BOARD OF DIRECTORS

A. The Board of Directors shall consist of seventeen (17) members until the number of Directors is changed by amendment to this Constitution. The Board shall consist of the following officers:

- President
- Executive Vice President
- Secretary
- Treasurer
- Player Agent
- Sponsorship Director
- Facilities Director
- Equipment Director
- Concessions Director
 - Assistant Concessions Director
- Social Media/Webmaster Director
- Chief Umpire
- Shetland Division Director
- Pinto Division Director
- Mustang Division Director
- Bronco Division Director
- Pony Division Director
- Baseball Development Director

B. The Board of Directors may also include Legacy Board Members consisting of the Assistant Concessions Director and baseball related entities/personnel in the Indian Wells Valley area (Cerro Coso Community College Baseball Coaching Staff, Burrough's High School Baseball Coaching Staff, etc.). Legacy Board Members shall be invited by the Board of Directors or may request to the Board of Directors that they attend meeting/s. The purpose of Legacy Board Members is to maintain a healthy relationship between IWV Youth Baseball and the surrounding baseball entities, and to allow these entities to make suggestions to IWV Youth Baseball in order to improve baseball in the IWV community. Legacy Board Members are non-voting (input only) members.

C. The control and management of policy and rules governing the conduct of the corporation, business affairs, finances, and property of the corporation shall be vested in the Board of Directors.

D. A majority of members of the Board of Directors shall constitute a quorum for the transaction of business. Matters of policy, rules governing the conduct of the corporation, finances, property, and official business shall be decided by a majority vote of a quorum of the Board of Directors. Votes by proxy will only be allowed if a quorum is not present. Board members voting by proxy must be present via telephone or video chat for the entire meeting and shall not be contacted at the time of a vote taking place specifically for the purpose of voting.

E. The Board of Directors shall hold office per the following terms: Two (2) year term for the President, Executive Vice President, Treasurer, Baseball Development Director, Facilities Director, and Equipment Director. The offices of President, Treasurer, and Facilities Director shall be elected during the even year cycle (2024, 2026, etc.) The offices of Executive Vice President, Baseball Development Director, and Equipment Director shall be elected during the odd year cycle (2025, 2027, etc.).

F. There shall be a one (1) year term for the remainder of the Board of Directors. A successor for Directors whose term of office is expiring shall be elected at the annual meeting of the members in the year such term expires; a Board Member may succeed him/herself.

G. In the case of a vacancy on the Board of Directors, a majority of the remaining Board Members shall elect a member of the corporation in good standing to fill the vacancy for the remainder of the term. A vacancy shall be deemed to exist on the Board of Directors in the event of death, removal, or resignation of a Director. If, during the general election, a position is not filled, the newly elected board will be responsible for filling that position.

H. A Board Member may be removed from office, for cause, by an affirmative vote of 2/3 of the total number of the Board of Directors or the vote of the majority of the members present at any duly called general membership meeting.

I. Regular meetings of the Board of Directors shall be held at any place within League boundaries that has been designated by resolution of the Board. Regular, general, and/or special meetings may be called by the President or upon receiving a written request from three (3) or more Board members.

J. Notice of meetings will be given two (2) days in advance thereof to all Board of Directors and participating members.

K. An Emergency Board Meeting may be scheduled at the discretion of the President or Executive Vice President, without two days' notice, provided a quorum of board members are available. In the event of a quorum being unavailable, an emergency virtual meeting is allowed. Members attending virtually must be present for the entirety of the meeting and shall not be contacted or attend only for the purpose of voting.

ARTICLE VI OFFICERS

A. The general membership of this corporation, at the annual organizational meeting to be held between 1 July and 31 August, shall elect seventeen (17) officers who shall be on the Board of Directors for the ensuing corporate year.

B. No later than 1 June, a Nominating Committee consisting of four (4) Board Members shall be appointed by the President with the sole purpose of obtaining nominations for Board positions available at the upcoming annual organizational meeting.

C. The duties of the corporation's officers shall be as follows:

➤ **President** - Subject to the control of the Board of Directors, the President shall provide general supervision, direction concerning the business affairs of the corporation, and implement policy of the League's Board of Directors. The President shall preside over, schedule, and prepare agendas for all meetings of the general members and Board of Directors. The President shall have the power to sign League checks, and sign all legal documents and contracts, including annual tax filings, on behalf of

the corporation. The President or a designated representative shall represent the corporation in dealings with PONY BASEBALL, INC and the City of Ridgecrest. The position of President holds one vote in the quorum of officers of the Board of Directors.

- **Executive Vice President** - In the absence of the President, the Executive Vice President shall perform all duties of the President, and when so acting, shall have all the powers of, and be subject to all restrictions placed upon the President. The Executive Vice President shall have the power to sign League checks and preside as the Chairman of the League Rules Committee, Scheduling Committee, and Infraction Review Board. The position of Executive Vice President holds one vote in the quorum of officers of the Board of Directors.
- **Secretary** – The Secretary shall keep a full and complete record of the proceedings of the Board of Directors by authoring the minutes of the Board. The minutes are the legal record of the corporation and shall be maintained for review indefinitely. The Secretary shall be responsible for emailing the upcoming Board agenda and minutes from the previous meeting to all Board members five (5) days prior to the next scheduled regular meeting and administratively maintaining recreational league scorebooks as well as the IWVYB Constitution and By-Laws. The position of Secretary holds one vote in the quorum of officers of the Board of Directors.
- **Treasurer** – The Treasurer shall maintain adequate and correct accounts of the properties and business transactions of the corporation, including the accounts of its assets, memberships, liabilities, receipts, disbursements, gains, losses, capital, and all income of any sort derived by the Corporation from any of its activities. The Treasurer shall submit a written income and expense statement at all regular Board of Directors meetings and upon request by any Board member, allow such member to inspect any and all of the books of accounts within five working days of such demand. Two (2) signatures shall be required on all Corporation checks with three (3) officers authorized to sign, the President, Executive Vice President, and the Treasurer. The Treasurer shall preside as the Chairman of the Budget Committee. The position of Treasurer holds one vote in the quorum of officers of the Board of Directors.
- **Player Agent** – The Player Agent shall be responsible for coordinating the registration of all players, verification of birth certificates and player eligibility, organization and coordination of player assessments, and the player selection process (draft). The Player Agent shall support and record each division's draft selections and provide digital copies to the Division Directors. He/she shall serve on various committees of the Board of Directors. The position of Player Agent holds one vote in the quorum of officers of the Board of Directors.
- **Sponsorship Director** – The Sponsorship Director shall be responsible for soliciting sponsors for this corporation, the sale of advertisements, the organization and implementation of fundraiser events, and the procurement of all sponsor and player trophies/plaques. The Sponsorship Director shall collect and account for all funds received via sponsorship/fundraising activities and subsequently deposit said funds in the Corporation's accounts. The Sponsorship Director shall provide accounting data to the Treasurer in order to maintain accurate financial records. The Sponsorship Director shall serve on various committees of the Board of Directors. The position of Sponsorship Director holds one vote in the quorum of officers of the Board of Directors.
- **Equipment Director** – The Equipment Director will be responsible for the distribution, inventory, and return of all baseball equipment owned by this corporation. These responsibilities include but are not limited to the following:

1. Complete an inventory of all equipment no later than the end of each spring and fall season.
2. Distribute equipment before each season with the assistance of the Division Directors
3. Coordinate and supervise the return of all equipment at the season's end with the assistance of the Division Directors
4. Maintain "in" and "out" records of all equipment, including All-Star Programs
5. Maintain all equipment in a safe and presentable manner
6. Prepare, with the assistance of the Division Vice Presidents, a written list of equipment required to support the League for the following year.

The Equipment Director shall prepare a bid list on all equipment, uniforms, accessories, supplies, and items and assist with the solicitation of bids from a minimum of three (3) different vendors for all items on the bid list. The Equipment Director shall serve on various committees of the Board of Directors. The position of Equipment Director holds one vote in the quorum of officers of the Board of Directors.

➤ **Facilities Director** – The Facilities Director will be responsible for the overall maintenance of the Baseball Facility leased by this corporation. These responsibilities include, but are not limited to the following:

1. Complete an inventory of all equipment no later than the end of each fiscal year (30 September)
2. Coordinate all field maintenance days (Fall and Spring)
3. Facility POC for contact by the City Parks and Rec Department.
4. Attend Quality of Life meeting each month with regards to IWVYB facility inputs.
5. Coordinate required maintenance for all field equipment to include tractors, pitching machines, tees, rakes, chalk machines, hoses, bases, etc.
6. Maintain and distribute keys and locks used at the baseball complex.

The Facilities Director shall prepare a bid list on all equipment, uniforms, accessories, supplies, and items and assist with the solicitation of bids from a minimum of three (3) different vendors for all items on the bid list. He/she shall serve on various committees of the Board of Directors. The position of Equipment Director holds one vote in the quorum of officers of the Board of Directors

➤ **Concessions Director** – The Concessions Director shall be responsible for the operation of the League snack bar by purchasing all food and drink items, coordinating with vendors and suppliers, and budgeting and paying for all necessary operating supplies and expenses. He/she shall submit a written income and expense statement at all regular Board of Directors meetings and upon request by any Board member. The Concessions Director shall be responsible for paying the umpires and serving on various committees of the Board of Directors. The position of Concessions Director holds one vote in the quorum of officers of the Board of Directors.

- **Assistant Concessions Director** – The assistant Concessions Director shall be chosen by the elected Concessions Director and approved by the Board of Directors. The assistant Concessions Director will assist in the running of the snack bar and management of snack bar personnel. This position is a non-voting, Legacy Board Member position.

➤ **Social Media/ Webmaster** – Social Media / Webmaster shall publicize and promote the activities of the League, be responsible for all news releases for the entire news media with the approval of the Board of Directors and maintain and disseminate League information via the corporation’s website and social media pages/accounts. The Social Media /Webmaster shall serve on various committees of the Board of Directors. The position of Information Director / Webmaster holds one vote in the quorum of officers of the Board of Directors.

➤ **Chief Umpire** – The Chief Umpire shall be responsible for the general supervision and administration of all umpires including securing sufficient, qualified, and trained umpires, scheduling of all umpires, and coordinating and conducting an umpiring clinic prior to the start of the season. The Chief Umpire shall serve on various committees of the Board of Directors. The position of Chief Umpire holds one vote in the quorum of officers of the Board of Directors.

➤ **Division Directors** – The Division Directors shall be responsible for the successful operation of their Division. As such, he/she will generally organize, supervise, represent, and implement League policy. Additional responsibilities include, but are not limited to the following:

1. Make recommendations to the Board of Directors concerning the assignment of Managers/Coaches within the Division and ensure they adhere to all the rules of this corporation.
2. Assist the Equipment Director with the disbursement and collection of equipment within the Division.
3. Assist with player registration and validate eligibility.
4. Provide organization and coordination of player assessments, and the player selection process (draft).
5. Be responsible for the upkeep and maintenance of their Division Field, establishing regular field maintenance programs.
6. Allocate Players to teams once Player Draft is complete.
7. Review the player list to verify if there are any players with specific medical needs or accommodations that were captured during the signup process.

They shall serve on various committees of the Board of Directors. The position of Division Director holds one vote in the quorum of officers of the Board of Directors.

➤ **Baseball Development Director** – The Baseball Development Director shall be responsible for creating programs that teach players/coaches how to play and coach better. Those responsibilities include:

1. Developing coaching methods that improve players’ performance on the field.
2. Coordinating off-season training programs for players to develop as their career progresses.
3. Coordinating summer camps for young athletes interested in learning the fundamentals of baseball or improving their skills in a particular area.
4. Conducting research on various topics related to baseball or physical fitness and wellness.
5. Coordinating practice schedules and working with team managers to gain feedback on what is needed to help improve the players as well as coaches.
6. Maintaining relationships with local college programs, alumni associations, and high school coaches.
7. Develop and implement programs that are designed to improve player performance both on and off the field.

8. Work with the coaching staff to create an environment that is conducive to player development and success.

They shall serve on various committees of the Board of Directors. The position of Baseball Development Director holds one vote in the quorum of officers of the Board of Directors.

- D. All outgoing board members shall provide newly appointed board members all information pertaining to the position that they are vacating, to include passwords, inventory, financial information, spreadsheets, etc.

ARTICLE VII COMMITTEES / BOARDS

- A. This corporation will observe several standing Committees / Boards including:

- **The League Rules Committee** – The League Rules Committee shall consist of the President, Executive Vice President (Chairman), Division Directors, Baseball Development Director, and Chief Umpire. The committee is responsible for the annual maintenance/upkeep/revision of the League Rule Book. An updated rule book for the upcoming season is due for distribution no later than the last week of February.
- **Infraction Review Board** – The Infraction Review Board shall consist of the President (will be the deciding vote in the event of a tie during IRB voting), Executive Vice President (Chairman), Secretary, Director of the Division involved, Player Agent, and Chief Umpire. In the event of an IRB member being involved in the infraction, the board chairman will select another board member to participate during that IRB. If the board chairman is involved, the league president shall select another board member instead. The committee is responsible for all matters associated with policy/rules violations by managers, coaches, and players. They will also be responsible for addressing any protests filed by league members.
- **Scheduling Committee** – The Scheduling Committee shall consist of the Player Agent (Chairman), Concessions Director, Equipment Director, Secretary, Webmaster/Social Media Director, and Division Directors. The committee is responsible for the development of a recreation league schedule, including the playoffs, for the upcoming season, and all League events.

The President, with the approval of the Board of Directors, may appoint other Committees / Boards as deemed necessary to effectively conduct the business of the corporation.

- **All-Star weekend committee** – Responsible for scheduling vendors, jerseys, game times, events, events times, event prizes, etc. for the spring season's All-star weekend.
- **Champions League Committee** – The Champions League Committee shall consist of approved parents and volunteers. The committee is responsible for the creation, implementation, and development of a Champions League season schedule. Champions League is to provide every child, regardless of special needs, the opportunity to participate in baseball.
- **Budget Committee** – The Budget Committee shall consist of the President, Treasurer, Equipment Director, Facilities Director, and any other board member with knowledge of league expenditures. The committee is responsible for the tracking, projecting, and recording of league finances, as well as reporting to the board on the financial standing of the organization when needed.

ARTICLE VIII FINANCIAL POLICY

- A.** The Board of Directors shall decide via majority vote, all matters pertaining to the finances of the League and shall place all income in a common League account(s), directing the expenditure of same in such a manner as will give no individual or team an advantage over the other.
- B.** In financial matters concerning the expenditure of petty cash (equal to or less than \$150.00), the President, Executive Vice President, and/or Treasurer may approve the petty cash expenditure in cases where the Board of Directors cannot meet and provide written notice of the expenditure at the next regularly scheduled meeting of the Board of Directors.
- C.** All proposed purchases of \$1000.00 or more must include a minimum of three (3) competitive bids unless waived by the Board of Directors. All bids shall be in writing and reviewed by the Board of Directors who will then award the purchase contract.
- D.** The Board of Directors, under the supervision of the Treasurer, will prepare the operational budget for the upcoming season and have it available for review by the general membership upon request.

ARTICLE IX GENERAL BASEBALL RULES

- A.** The IWVYB General Rule Book, except as it is inconsistent with the provisions of this Constitution shall govern and control all recreation and All-Star teams under the jurisdiction of this corporation. All League rules will be reviewed and approved annually by the League Rules Committee. Rule books will be made available and distributed to all League Managers, Umpires, Coaches, and the Board of Directors.
- B.** IWVYB Travel Baseball Programs will operate under the rules of the tournaments they participate in (Little League, USSSA, Just want to Play Ball, Babe Ruth, Tournament sponsor unique rules, etc.) and will not be required to adhere to PONY Baseball rules unless the tournament is a PONY Baseball sanctioned event.

ARTICLE X AMENDMENTS

- A.** This Constitution may be amended at any meeting of the general membership upon a two-thirds (2/3) vote of the members present and voting, providing that the proposed amendments were passed and recommended for approval by a two-thirds (2/3) vote of a quorum of the Board of Directors at a previous Board of Directors meeting.
- B.** Written notice of proposed amendments must be provided to the Board of Directors at least ten (10) days prior to the meeting at which the proposed amendment will be submitted for approval. The general membership must be notified of proposed amendments fourteen (14) days prior to the next scheduled meeting at which the proposed amendment will be submitted for approval.

ARTICLE XI RULES OF PROCEDURE NOT PROVIDED HEREIN

A. Rules of procedure not otherwise provided by this Constitution shall be governed by the most current version of, "Roberts' Rules of Order, Revised".

ARTICLE XI I NON-PROFIT ORGANIZATION

A. This corporation is not organized, nor shall it be operated for gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members, and is organized solely for non-profit purposes.

B. The profits and net income of this corporation are irrevocably dedicated to charitable purposes, and no part of the profits or net income of this corporation shall benefit a Director, Officer, or Member, or benefit any private shareholder or individual.

On the dissolution of INDIAN WELLS VALLEY YOUTH BASEBALL,

INC., and after all outstanding debts and claims have been satisfied, the members shall distribute the property and remaining assets to such other organizations maintaining an objective similar to that set forth herein, that has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code, and Section 2370 (d) of the Revenue and Taxation Code of the State of California.