



## *Third Restate Bylaws of Greenville Youth Sports*

### *Article I*

#### *Name, Purpose and Nature of organization*

The organization is known as “**Greenville Youth Sports, Inc.**” (known for the purposes of this document as “the organization” or as “**GYS**”) and is a nonprofit organization.

The organization exists exclusively for the charitable and educational purposes within the meaning of Section 501(c)3 of the United States Internal Revenue Code.

GYS shall remain nonprofit, noncommercial, nonpartisan and secular in nature.

### *Article II*

#### *Mission Statement and Objectives*

GYS’s mission is to promote the growth of baseball and softball at all levels of competition for the Greenville community. The development of sportsmanship, teamwork, honesty, courage, respect for authority, and physical fitness are the organization’s priorities. In order to accomplish this mission, we seek to attain the following objectives:

- (a) To govern the league a manner that puts the development of our players, as both athletes and persons, above other considerations.
- (b) To teach them, while they are learning and playing, the principles of fair play and good sportsmanship.
- (c) To teach players the proper attitude in both winning and losing.
- (d) To advance the spirit of teamwork and team play.

**Article III**  
**Board of Directors**

Board of Directors: The Board of Directors shall govern the league. The Board of Directors shall consist of up to thirty (30) members, which shall be comprised of the following positions with each position receiving one (1) vote:

**Executive Committee**

President	Vice President
Treasurer	Secretary

**Commissioners**

PeeWee	T-ball
Coach Pitch	Machine Pitch
Junior League	Minor League
Senior League	Major League
Girls Travel Team League	Boys Travel Team 13U-15U
Polar Bear Fastpitch	

**Coordinators**

Sponsorship	Fundraising
Registration	Volunteer
Equipment	Umpire
Boys Tournament	Girls Tournament
Boys Tournament team	Girls Tournament Team
Diamond Scheduler	Website
IT	

**Executive Board positions:** A board member must serve on the board for one (1) full year prior to being eligible for the Executive Committee. The Executive Committee open positions are to be filled using a nomination and voting process at the annual meeting. Only GYS Board members will vote on nominees for open Executive Board positions.

**Non-Executive Board position nominations:** GYS shall make public notice of all open Board positions no less than 30 days prior to the annual meeting in November. Any person may be nominated for an open board position (either self-nominated or by a third party).

**Board elections:** The Board of Directors' annual elections shall occur at the annual meeting in November. Elections to fill open Board positions that occur at any other time during the year may be held at any scheduled or special Board meeting upon proper notice of such meeting. A quorum of two thirds (2/3) of all voting Board members is required for any board election. An election involving two or more nominees shall be conducted by secret ballot.

**Terms of office:** Terms of office for each position shall begin at the conclusion of the election for that position. Terms of office for all Board members are for two-year terms, including members of the Executive Committee, which are elected at the board meeting in November. Terms are rotated as follows:

President	odd-numbered years
Vice-President	even-numbered years
Treasurer	even-numbered years
Secretary	odd-numbered years
All other Board members	even-numbered years

If a Board position becomes vacant during the two-year term, a new board member shall be elected by the Board pursuant to the procedures above to complete that two-year term. Board members may be re-elected to as many consecutive terms as the Board allows by re-electing such member at the end of his or her term.

**Board votes:** All board members shall have one (1) vote. In order for any vote, other than elections of Board members, to be binding a quorum of a simple majority of eligible voting members is required. The organization shall have no other voting members.

The President of GYS shall only vote in a case of a tie.

Any Board member holding more than one Board position shall be entitled to one vote. Board members must be present at the meeting to vote.

**Board member attendance:** Attendance by GYS Board of Directors members is required at all scheduled meetings. Members unable to attend a meeting for any reason should contact the Secretary before the meeting. Beginning with the fourth (4<sup>th</sup>) meeting of the term, if a Board member has missed more than 50% of the regular meetings, his/her voting privileges will be suspended until he/she has attended more than half of the meetings for the term. Beginning with the sixth (6<sup>th</sup>) month of the term, the other eligible voting members may dismiss any member of the Board of Directors who has missed more than 50% of the regular meetings since the beginning of the term.

**Board disciplinary actions:** Any member of the Board of Directors may be removed by the Executive Committee by a vote of two thirds (2/3) members of the Executive Committee whenever, in their judgment, the best interest of GYS would serve by such action. Such removal must be with cause and without prejudice. The Board may remove, by a vote of two-thirds (2/3) of non-Executive board members, any Executive Committee member at any time if, in its judgment, the best interest of the organization would be served thereby.

**Committees:** The board of Directors may establish any standing or special committees as it deems appropriate. Each such committee must have at least one board member on such committee, but additional committee members may be selected from the public. All such committees are advisory to the Board and may not exercise the powers of the Board.

**Compensation:** Members of the Board shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the Board of Directors.

#### **Article IV Board Meetings**

**Annual Meeting.** There shall be an annual meeting of directors held in November of each calendar year. The President shall give at least ten (10) days' notice of the annual meeting.

**Regular meetings.** At its annual meeting, the Board shall set a schedule of regular meetings for the period until the next annual meeting of directors. A written notice of future board meetings shall also be provided to Directors within ten (10) days prior to such meeting. No further notice of regular Directors' meetings shall be required.

**Special meetings.** Special meetings may be called by the President or by any Director. Special meetings shall be on five (5) days written notice, which shall describe generally the business to be transacted at the meeting.

**Place of Meetings.** All meetings of Directors shall be held within the State of Wisconsin in Outagamie County.

#### **Article V Board Members' Duties**

##### **President**

- ~Presides at all meetings of GYS Board of Directors
- ~Oversees all committees
- ~Meets with new board members to review their responsibilities
- ~Oversees the general conduct of all officers, commissioners and coordinators

##### **Vice-President**

- ~In the absence of the President, presides over the meeting
- ~Chairs the rules committee
- ~Oversees the general conduct of all officers, commissioners and coordinators

##### **Treasurer**

- ~Receives and disburses all monies of GYS
- ~Maintains an accurate record of all GYS financial transactions
- ~Presides over board meetings in the absence of the President and Vice-President
- ~Sends out monthly financials
- ~Prepares a financial statement for annual meeting

##### **Secretary**

- ~Presides over meetings in the absence of the President, Vice-President, Treasurer ~Keeps the minutes of all GYS meetings
- ~Sees that all notices of meetings are duly given in accordance with the by-laws
- ~Records the results of each roll call vote and maintain a record of all Board members attendance.
- ~Ensures that copies of GYS's by-laws and policy & procedures are available at all GYS meetings.

**Article VI**  
**Accepting of Funds**

The members of the board shall have the discretion to accept contributions to the organization from individuals, corporations, and/or organizations, who, by making such a contribution, demonstrate their support for the organization's purpose and mission set forth above.

**Article VII**  
**Conflict of Interest Policy**

- A. Each member of the board shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.
- B. If any member of the Board has duality of interest or conflict of interest on any matter, then that member shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter unless such duality of interest or conflict of interest is excused by a majority of the members of the board as not material. If a majority of the other members of the board excuse a board members' duality of interest or conflict of interest on a matter as not material after full disclosure of such conflict, that Board member may vote on the matter and, if such member decides to vote on the matter, then that member shall be counted in determining the quorum for the vote on the matter. However, if that member should abstain from voting on the matter, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other Board members since his or her knowledge may be of assistance.
- C. The minutes of the meeting involving any such situation shall reflect that a disclosure was made, whether abstention from voting occurred, and the quorum situation.
- D. If a Board member is uncertain as to whether he or she has a duality or conflict of interest which may require abstention, or if a Board member asserts that another member has such a duality or conflict, the Board, by majority vote of those present other than the board member having the possible conflict, shall decide whether abstention is required; i.e., whether the duality of interest or conflict of interest is material. If it is determined that such conflict is material, the board member will be deemed to have abstained.

**Article V**  
**Amendments**

These by-laws may be amended in part or in whole by two thirds vote of the GYS Board of Directors, provided that written notice of such proposed changes is delivered to each Board member at least seven days prior to the vote.

**Article VI**  
**Dissolution**

Disposing of Assets: in the event of dissolution of GYS, GYS will give the Town of Greenville all assets.

**Article VII**  
**Abolition of All Prior Bylaws, Rules and Regulations; Effective Date**

All bylaws, rules and regulations enacted or adopted by GYS prior to the effective date hereof are hereby abolished and repealed. These Third RESTATED BYLAWS of GYS shall be effective immediately upon their adoption by the members at a meeting of said members called for that purpose. The effective date is Nov. 7, 2018.