

# **Somers Youth Sports Organization - Baseball**

## **(SYSO Baseball)**

### **BY-LAWS**

#### **Article 1 – SYSO**

SYSO Baseball is a “sport” referenced under Article 12, Section 1 of the by-laws of the Somers Youth Sports Organization (such organization being hereinafter referred to as “SYSO” and such by-laws being hereinafter referred to as the “SYSO by-laws”). Capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed to such terms in the SYSO by-laws.

#### **Article 2 – Purpose and Playing Policy**

The main purpose of SYSO Baseball is to organize, promote, and administer the sport of baseball for the youth of the Town of Somers, New York. Our stated goals are to encourage participation for all, regardless of skill or ability, to offer athletic instruction, and to promote enjoyment and safety of and for the children registered in the SYSO Baseball program. The said purposes are to be conducted all without pecuniary profit and shall in no way involve political or religious considerations. SYSO Baseball has adopted rules for its in-town programs (T-Ball, Rookie League, Minor League, Major League and Pony League), and travel programs (U8 through U18), the Playing Policies attached hereto as “Exhibit A”, and the Baseball Board (as hereinafter defined) shall have the power and authority to add, delete and update the Playing Policies from time to time, as deemed appropriate.

#### **Article 3 – By-Laws**

These by-laws are intended to be the “sport-specific” by-laws relating to SYSO Baseball under Article 12, Section 10 of the SYSO by-laws. These by-laws are intended to provide general guidelines for the governance, activities, operations and goals of SYSO Baseball and shall provide basic rules of conduct for the Commissioner and other members of the Baseball Board (as defined herein; each member of the Baseball Board (including the Commissioner) shall hereinafter be referred to as “Directors”), as well as all officers, representatives and volunteers assisting with SYSO Baseball. The Baseball Board shall be authorized to adopt rules, regulations and operating procedures to execute the business of SYSO Baseball, provided that no such rule, regulation or operating procedure may contravene an express provision of these by-laws. Notwithstanding the foregoing or anything else contained herein, these by-laws shall remain subject and subordinate to, and shall not be interpreted or otherwise construed as being superior to (or in conflict with), the SYSO by-laws, and no provision hereof and no rule, regulation or operating procedure promulgated by the Baseball Board may contravene a provision of the SYSO by-laws or any rule, regulation or operating procedure adopted pursuant to the SYSO by-laws.

## Article 4 – Rights to Volunteer and Mediation

### 1. Right to Volunteer

- a. Each member of SYSO who has registered his/her child in a SYSO Baseball program during the current year (a “Baseball Parent”) shall have the right to volunteer to assist with the SYSO Baseball program. Any Baseball Parent desiring to volunteer shall indicate so while registering his/her child for a SYSO Baseball program and/or shall notify the coach (or other Baseball Volunteer (defined below)) leading his/her child’s particular team (or activity) in writing via email (or otherwise).
- b. Volunteer opportunities exist on and off the field, including, without limitation, opportunities relating to coaching (both head coach and assistant coach), health and safety, equipment coordination, field preparation, facility procurement, uniform coordination, insurance, scheduling, field allocations and many other positions, and it is expected that Baseball Parents, to the extent practically possible, will become Baseball Volunteers (or Sports Specific Volunteers) and fill all such positions as and when needs arise as determined by the Baseball Board. While reasonable efforts will be made to accommodate the requests of Baseball Parents, there is no guarantee that a Baseball Parent will be given his or her choice of a volunteer position.
- c. If any Baseball Parent desires to volunteer and assist with the SYSO Baseball program and feels that his/her request has been denied, s/he should notify the Baseball Board in writing via email (or otherwise) immediately and, if the situation is not addressed by the Baseball Board to his/her satisfaction, shall have the right to pursue his/her remedies in accordance with Article 4, Section 3 of the SYSO by-laws (Rights to Volunteer and to Mediation).
- d. A “Baseball Volunteer” means a Sport-specific Volunteer who the Baseball Board has determined provides regular, consistent and substantial services to the SYSO Baseball program during the current year and whose name is listed as such as a Sport-specific Volunteer for SYSO Baseball on the SYSO web site (or on the SYSO Baseball web site). A Baseball Volunteer may also be a Baseball Parent.
- e. In the event, there are insufficient volunteers, the Baseball Board may charge members an annual fee to offset the costs of hiring paid providers and to otherwise encourage volunteers by waiving such fee if a Member does volunteer work for the Baseball program or, to the satisfaction of the Baseball Board, volunteers for another SYSO program or the Executive Board or one of its committees.

2. Mediation Process. In the event that a Baseball Parent has a dispute relating to the SYSO Baseball program, s/he shall first use diligent efforts to resolve the issue with the applicable coach (or leader of the activity). If the Baseball Parent is not satisfied with the results of such action, s/he shall contact the appropriate League Director in writing (assuming the Director is not the party with whom the dispute is directed), detailing a short summary of the issue under dispute. The Baseball Parent must identify the specific relief requested. The Baseball Parent shall discuss the issue with the Director in person or on the telephone. If necessary or appropriate, the Director will investigate/discuss the issue with the parties involved or those with direct knowledge of the issue. The Director will then respond in writing to the Baseball Parent, stating the decision reached. If the Baseball Parent is still dissatisfied, and still wishes to pursue

the issue, s/he can draft a summary of his/her complaint and submit a written request for consideration of the complaint to the Baseball Board, copying the League Director who made the decision. The Baseball Board shall address the matter and respond to the Baseball Parent in a reasonable period of time. If the Baseball Parent is still not satisfied with the result, after appealing to the Baseball Board, then the Baseball Parent shall have the right to seek a mediation of the dispute in accordance with the SYSO by-laws.

## **Article 5 - Meetings**

1. There shall be an annual meeting of the Baseball Parents and the Baseball Board in November (the "Annual Baseball Meeting") and a Spring Baseball Meeting in March ("Spring Meeting") publicized by announcement and held in Somers, New York, at a place and at a time to be determined by the Baseball Board, and notice of the meeting shall be sent to all Baseball Parents via email and posted on the SYSO Baseball web site at least 15 days before the meeting and sent to the SYSO Executive Board; provided, however, that the Annual Baseball Meeting shall be scheduled for the first (1st) Thursday in November, and, in the event of a major conflict, shall be held at the earliest possible date thereafter. The Spring Meeting will be held in the first half of March.

2. The Annual Baseball Meeting shall be organized and run by the Baseball Board, and the purposes of the meeting shall be as follows:

- a. to review the past season;
- b. consider amendments, additions, revisions and deletions to these by-laws;
- c. to answer questions raised by any Baseball Parent during a public comment session;
- d. to announce needs for various volunteer positions for the following year;
- e. to select Directors, including a Director to serve as Commissioner (if necessary), in accordance with Article 8 hereof;
- f. to answer questions and consider issues that may be raised by any Baseball Parent; and
- g. to address any other matter that the Baseball Board elects to address.

3. 2. The Spring Baseball Meeting shall be organized and run by the Baseball Board, and the purposes of the meeting shall be as follows:

- a. to preview the upcoming season;
- b. further consider amendments, additions, revisions and deletions to these by-laws;
- c. to answer questions raised by any Baseball Parent during a public comment session;
- d. to announce needs for various volunteer positions for the upcoming year;
- e. to the extent that positions remain open, to select Directors, including a Director to serve as Commissioner (if necessary), in accordance with Article 8 hereof;
- f. to answer questions and consider issues that may be raised by any Baseball Parent; and
- g. to address any other matter that the Baseball Board elects to address.

4. The Baseball Board shall hold meetings every two (2) months, at times and locations determined by the Baseball Board, provided that additional meetings may be held as

needs arise. All meetings shall be held in Somers, New York, unless a different location is unanimously agreed to by the Baseball Board. Except for the Annual Baseball Meeting, all meetings of the Baseball Board shall be closed to non-Directors except for persons invited to attend by the Baseball Board.

5. Special meetings of the Baseball Board may be called by or at the direction of the Baseball Commissioner or by a majority of the Directors, and notice of such meeting shall be sent to all Directors (and invited guest(s), if any, via email). Any requirement of furnishing a notice shall be deemed waived by any Director who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, any alleged lack of notice. Except as hereinafter provided, a majority of the Directors serving on the Baseball Board shall constitute a quorum.

Except as herein otherwise provided, the act of the Baseball Board shall be the act, at a meeting duly assembled, by vote of a majority of the Directors serving on the Baseball Board present at the time of the vote, a quorum being present at such time.

6. Any one or more Directors may participate in a meeting of the Baseball Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

7. Any action required or permitted to be taken by the Baseball Board may be taken without a meeting if a majority of Directors consent in writing to the adoption of a resolution authorizing the action.

8. Minutes of the Annual Baseball Meeting are to be made public by posting on the SYSO Baseball web site; provided, however, that the Baseball Board shall have the power and authority to denote certain matters as being the topic of executive session, and the minutes relating to such matters shall not be made public.

#### **Article 6 – SYSO Baseball Board**

1. Subject to the terms and provisions of the SYSO by-laws, the SYSO Baseball program shall be managed by the Baseball Board, which shall consist of three to seven appointed Directors, each of whom has one vote. The goal is to have at least five members. Unless otherwise provided in these by-laws, the Baseball Board (and persons designated by the Baseball Board, solely to the extent of such designation) shall have full power and authority to act on behalf of, and bind, the SYSO Baseball program in all matters. The Baseball Board shall act by majority vote of the Directors present at any SYSO Baseball Board meeting where a quorum is present, or otherwise as provided in Article 5, Section 6 of these by-laws. Directors shall serve without salary.

2. The term of the Commissioner, who shall also be a Director, shall be two (2) calendar years, subject to the annual review procedure of the SYSO by-laws. The Commissioner shall serve as the Chairman of the Baseball Board and all of its meetings, unless absent.

3. Except for the Commissioner, members of the Baseball Board shall serve for two calendar years, unless a Baseball Board member is appointed to be Commissioner, in which case, his/her term shall restart in accordance with Section 2 of this Article.

4. Notwithstanding the provisions of Sections 2 and 3 of this Article, upon the adoption of these by-laws, the Baseball Board for 2015 shall consist of the following seven (7) Directors: Rey Solano; Fred Faustini; Jason Leitner; Jay Olifiers; Scott Sikorski; Chris

Swee, and Kevin Westerman. The initial term of each Director shall expire as follows: (i) on the last day of 2015 – Faustini, Sikorski; Swee and Westerman, and (ii) on the last day of 2016 – Solano, Olifiers and Leitner.

5. In January of each calendar year (and throughout the year as and when the Baseball Board deems necessary), the Baseball Board shall appoint officers and fill any other position that the Baseball Board determines may be necessary; provided, however, that upon the adoption of these by-laws, the following individuals shall serve as officers of SYSO Baseball and hold the following titles: Rey Solano, Commissioner; Jay Olifiers, Assistant Commissioner, Jason Leitner Treasurer; and \_\_\_\_\_, Secretary; and, provided further, that the office of Commissioner shall be selected in accordance with Article 8 hereof and the positions of Assistant Commissioner, Secretary and Treasurer must be held by a Director.

6. The Baseball Board shall have full power and authority to remove any officer or other person serving the SYSO Baseball program by majority vote; provided, however, that the removal of any Director shall require the affirmative vote of four (4) Directors; and, provided further, that any Director who fails to attend three (3) or more regularly scheduled meetings of the Baseball Board shall be deemed removed from the Baseball Board unless all other Directors then serving on the Baseball Board vote in favor of reinstatement.

7. In the event of a vacancy on the Baseball Board, the Baseball Board shall be authorized to call a special meeting to which all Baseball Parents shall be invited. Such special meeting shall be held and publicized in the same manner as an Annual Baseball Meeting, except that the primary purpose of such meeting shall be to appoint a Director in accordance with Article 8 hereof.

#### **Article 7 – Duties of the Officers**

1. The **Commissioner** shall preside over all meetings of the Baseball Board and, in the absence of the Secretary, shall appoint a secretary of any such meeting. S/he has the power to sign and execute alone in the name of SYSO Baseball all contracts authorized either generally or specifically by the Baseball Board, unless the Baseball Board shall specifically require an additional signature. The Commissioner shall perform all the duties incident to the position of Commissioner under the SYSO by-laws. In addition, the Commissioner shall perform such other duties and have such other powers as the Baseball Board may from time to time prescribe. The Baseball Board shall have full power and authority to appoint the Commissioner, subject to the SYSO by-laws.

2. The **Assistant Commissioner** shall be prepared to perform all the duties of the Commissioner in the absence of the Commissioner or when called upon to do so. In the event that the Commissioner resigns or is removed from office, the Assistant Commissioner shall immediately become the Commissioner unless and until the Baseball Board shall appoint another member of the Baseball Board to serve as Commissioner.

3. The **Secretary** shall attend and keep the minutes of all Baseball Board meetings and maintain current lists of all officers and other Baseball Volunteers. The Secretary shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Baseball Board, and shall perform such other duties as shall from time to time be assigned by the Baseball Board.

4. The **Treasurer** shall have general supervision over and custody of all fees and other amounts collected by SYSO Baseball, have charge of all funds, pay bills upon approval of the Baseball Board (provided, that no Baseball Board approval shall be required in order for the Treasurer to pay any routine and customary bills of SYSO Baseball and/or any bills for amounts under \$500), and maintain receipts for same. The Treasurer shall report all receipts and expenditures and outstanding debts on a periodic basis as deemed necessary, shall keep full and accurate accounts of all receipts and disbursements of SYSO Baseball, shall deposit or cause to be deposited all funds and securities of SYSO Baseball in the name and to the credit of SYSO Baseball in accordance with the SYSO by-laws and shall present periodic financial statements to the Baseball Board at its regular meetings. The Treasurer shall also be responsible for working with the Treasurer of SYSO on all matters relating to funds and accounts allocated to SYSO Baseball. In addition, the Treasurer shall perform all duties incident to the position of Treasurer, subject to the control of the Baseball Board, and shall when required, give such security for the faithful performance of his or her duties as the Baseball Board may determine.
5. Officers shall be appointed pursuant to the provisions set forth in Article 6, Section 5 of these by-laws and may be removed in accordance with the terms set forth in Article 6, Section 6 of these by-laws.
6. The Baseball Board shall determine the number and titles of officers needed in addition to the officers listed in Sections 1 through 4 of this Article 7.
7. A Director may hold more than one title or office, except that the Commissioner shall not also serve as Treasurer.
8. No officer of SYSO shall be entitled to receive a salary for services rendered to the SYSO as an officer.
9. No person holding the office of President, Vice President, Secretary or Treasurer, or otherwise serving as a Director, shall serve as an officer or director of another SYSO sports program or be an officer or director of the SYSO Executive Board.

#### **Article 8 – Nominations and Elections**

1. In August or September, the Baseball Board shall send a notice to all Baseball Parents (those with a child registered in a SYSO program in the past year) seeking volunteers to serve on an election committee (the "Baseball Election Committee") who will assist the Baseball Board with the appointment of the positions up for appointment to the Baseball Board for the following year. Baseball Parents shall have at least one (1) week to respond to the notice. The Baseball Election Committee shall comprise five (5) Baseball Parents or someone who has previously served on the Baseball Board (a "Past Baseball Board Member") and shall include at least two (2) persons who are not members of the Baseball Board or Past Baseball Board Members; provided, however, that if there are no willing volunteers other than Baseball Board members or Past Baseball Board Members, then there shall be no non-Baseball Board members (or non-Past Baseball Board Members) on the Baseball Election Committee, and if there is only one (1) willing volunteer, there shall be only one (1) non-Baseball Board member (and non-Past Baseball Board Member) on the Baseball Election Committee.

Subject to the preceding sentence, the Baseball Board shall appoint members of the Baseball Election Committee; provided, however, that, if more than two (2) Baseball Parents (other than Baseball Board members or Past Baseball Board Members) desire to serve on the Baseball Election Committee (the "Parent Candidates"), the Baseball Board shall hold a special meeting, to which all Baseball Parents shall be invited (the "Baseball Parent Election Meeting"). At the Baseball Parent Election Meeting, the Parent Candidates shall have an opportunity to elect two (2) representatives by a plurality vote. If, by the end of the Baseball Parent Election Meeting, the Parent Candidates are unable to finally decide on two (2) candidates as provided above, then the Baseball Board shall select the two (2) Parent Candidates.

2. In September/October, the Baseball Election Committee shall send a notice to all Baseball Parents announcing the upcoming appointments to be made at the November Annual Baseball Meeting and shall solicit willing candidates for each such position. Such notice shall specify the email addresses by which to contact the Baseball Election Committee and the Baseball Board and a reasonable deadline by which to respond. A Baseball Parent who desires to run for a particular position must notify both the Baseball Election Committee and the Baseball Board of his/her desire to be considered a candidate for such position on or before the stated deadline.

3. After receipt of all responses regarding candidacy, the Baseball Election Committee and the Baseball Board shall meet to discuss the various candidates and consider whether to seek additional candidates for the open positions. Potential candidates may include current Directors, and all candidates for Commissioner must meet the Office Qualification Minimum Requirements. Once the prospective slate of candidates is established, each candidate will be invited to provide the Baseball Election Committee with a written statement as to why such candidate should be considered for the open position (limited to 300 words). The Baseball Election Committee shall cause all candidate statements to be posted on the SYSO Baseball web site at least fourteen (14) days prior to the Annual Baseball Meeting.

4. At the Annual Baseball Meeting, the candidates for each position shall be presented and each person's candidacy shall be considered. Each Baseball Volunteer in attendance shall have the right to comment on each person's candidacy and to submit a written comment, if so desired, and all such written comments shall be collected for the record.

5. After a reasonable period of comment and consideration (including a recess during which the Baseball Board may meet in executive session along with the Baseball Election Committee), but prior to the end of the Annual Baseball Meeting, the Baseball Board shall appoint the Directors and Commissioner (if applicable) for the upcoming year. If a majority of Baseball Volunteers disagree with the Baseball Board's decision regarding the appointment of Commissioner, such Baseball Volunteers shall have the right to submit notice of their disagreement to the Executive Board for consideration in accordance with Article 12, Section 1 of the SYSO by-laws.

6. The selection of Commissioner shall remain subject to the SYSO by-laws, including, without limitation, Article 12, Section 1 thereof.

## **Article 9 – Notices**

Any notice to a Baseball Parent shall be deemed duly given if sent to the email (or emails) listed on such person's profile saved in Sports Sign-up (or other registration program then in use by the SYSO Baseball program) and, in addition, such notice shall also be posted on the SYSO Baseball website.

### **Article 10 - Amendments**

These by-laws may be adopted, amended, revised or repealed by a vote of four Directors at any Annual Baseball Meeting, or a Spring Baseball Meeting open to all Baseball Parents and attended by a quorum of Baseball Board members; provided, however, that (i) notice of all such proposed changes and/or additions to these by-laws must first be sent to all Baseball Parents at least 15 days prior to an Annual Baseball Meeting or a Spring Baseball meeting (the "Amendment Notice"), (ii) the proposed changes and/or additions set forth in the Amendment Notice shall have been presented for discussion at that Annual Baseball Meeting or a Spring Baseball Meeting and (iii) no such vote of the Baseball Board shall occur until at least 30 days after such Annual Baseball Meeting (or a Spring Baseball Meeting) during which the Amendment Notice was discussed; provided, however, that if the Baseball Board unanimously decides that the adoption, amendment, revision or repeal of these by-laws is required by law or on an emergency basis, it shall have the power and authority to schedule, on not less than ten (10) days' notice, a special meeting of the Baseball Board to which all Baseball Parents shall have the right to attend, and, during such meeting, such amendment, revision or repeal and be discussed, considered and voted upon by the Baseball Board in a session open to all Baseball Parents.

Notwithstanding the foregoing, all additions, amendments, revisions, repeals and other modification to these by-laws shall be submitted to the Executive Board for approval consistent with the provisions of Article 12, Section 11 of the SYSO by-laws.

### **Article 11 – Other Matters**

1. Except as otherwise directed by SYSO Baseball, each member of the Baseball Board, each officer of SYSO Baseball and each Baseball Volunteer made a party to an action or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a member of the Baseball Board, an officer of SYSO Baseball or a Baseball Volunteer shall be indemnified by SYSO to the full extent permitted by law.
2. The Baseball Board may authorize any officer or officers, agent or agents of SYSO Baseball, in addition to the officer so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of SYSO Baseball, and such authority may be general or confined to specific instances.
3. All funds of SYSO Baseball shall be handled in accordance with the SYSO by-laws.