

Bylaws
of
JUNIOR SOCKEYES BASEBALL

ARTICLE 1: CONTACT INFORMATION

Section 1 – Name. The organization is named Junior Sockeyes Baseball.

Section 2 – Address. The mailing address is P.O. Box 232022, Anchorage, Alaska, 99523

Section 3 – Electronic Communication. The email address is juniorsockeyes@gmail.com, and the website address is www.sockeyesbaseball.com.

ARTICLE 2: MISSION AND VISION

Section 1 – Mission Statement. Junior Sockeyes Baseball (JSB) is a youth baseball development academy.

Section 2 – Purpose. JSB provides excellent instruction to players in how to play the game the right way. Instruction will instill love of the game, provide consistent instruction and routine, and foster inclusion. Junior Sockeyes Baseball shall not be run for anyone's personal benefit, financial or otherwise.

ARTICLE 3 - MEMBERSHIP

Section 1 – Voting Members. Voting members of JSB shall consist of the members of the Board of Directors and Legacy Trustees. The Board of Directors shall consist of nine members and two Legacy Trustees.

Section 2 – Legacy Trustees. Legacy Trustees are voting members of JSB who provide guidance to the Board on implementing the JSB mission and vision as created by founder Tony Wylie. Legacy Trustees may, but are not required to, participate in regular governance of JSB.

Section 3 – Non-Voting Members. Non-voting membership is open to any adult who is the parent or guardian of a registered player on a JSB team.

ARTICLE 4 – ANNUAL SCHEDULE

Section 1 – Organizational Year. The JSB organizational year will start at the end of the third week in August annually, or when teams for the coming season are selected.

Section 2 – Schedule Preparation. The Board of Directors shall prepare the annual schedule prior to the start of each organizational year. The schedule shall include proposed dates for Board Meetings and the Legacy Trustees Meeting, off-season training, and tryouts/team selection.

ARTICLE 5 - MEETINGS

Section 1 – Regular Board Meetings. The Board of Directors shall meet on the schedule set in Article 3, Section 2. The Board must meet at least six times per organizational year. Meetings of the Board of Directors may be called by the president, the chair of the Board, or 50% of the Board Members. Meetings may be held by videoconference or telephone, as long as all participating Board members may simultaneously hear and speak with each other.

Section 2 – Legacy Trustees Meeting. A Board meeting specifically to brief Legacy Trustees on the past organizational year and plans for the upcoming organizational year shall be held annually in August prior to the start of the new organizational year. The Legacy Trustees shall be informed and invited, and may choose whether to attend.

Section 3 – Quorum. At all meetings of the Board of Directors, the presence or participation by phone of a quorum, which is at least a fifty percent (50%) of the number of Board members in office (not including Legacy Trustees) immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 4 – Voting. Issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Issues that emerge between meetings and require Board action may be voted on by email. If by email, clearly stated motion must be sent or presented to all the Board members, along with clear instructions that this process requires a vote of "yes, no, or abstain" from each Board Member in response.

Section 5 – Notice of Meetings. Written electronic notice of each meeting shall be given to each voting member not less than one week prior to the meeting.

ARTICLE 6 – BOARD MEMBERS

Section 1 – Term of Service. Board members shall serve at least one term, and each term is a full organizational year. If a Board member is nominated mid-year to fill a vacancy, they shall serve the remainder of that full year term, and the following full year term.

Section 2 – Authority of Board Members. No Board Member may officially represent the positions of the organization or speak or act on behalf of the corporation without specific authorization by the Board to do so.

Section 3 – Compensation. Board members shall serve without compensation. Board Members shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Board members shall be approved in advance by the conflict of interest policy of these bylaws.

Section 4 – President. The President shall preside at all meetings of the membership. The President shall have the following duties:

a. Preside at all Board meetings.
b. Have general and active management of the business of the Board.
c. Have general superintendence and direction of all other Board members and see that their duties are properly performed.

d. Ensure that state and federal requirements for operations and reporting for non-profit organizations are met.
e. Lead planning and execution of the annual Tony and Fraunzie Wylie Memorial Tournament.

Section 5 – Vice President. The Vice President shall serve as the Player Development Lead, and shall have the following duties:

a. Promote the development academy model among coaches.
b. Communicate the organization's mission and vision to players and families.
c. Manage the scholarship program.

Section 6 – Secretary. The Secretary shall attend all meetings of the Board act as a clerk thereof. The Secretary's shall have the following duties:

a. Make arrangements for all board meetings, in coordination with the President.
b. Prepare and distribute meeting agendas.
c. Record all votes and minutes of all proceedings and distribute them to the Board members following each meeting.
d. Maintain a current list of players and members.
e. Maintain corporate documents such as agendas, notes, and other files in a secure location accessible by the Board.

Section 7 – Treasurer. The Treasurer shall manage JSB's finances, and shall have the following duties:

a. Present a complete and accurate report of JSB finances at each Board meeting, or at any other time upon request by the Board.
b. Prepare any financial information needed to meet state and federal requirements for non-profit organizations.
c. Assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

Section 8 – Check Signer

a. Release funds when authorized by the Treasurer
b. Maintain QuickBooks accounting

Section 9 – Director of Coaching Development. This Board member role shall have the following duties:

a. Identify, develop, and support JSB coaches.
b. Communicate the organization's mission and vision to coaches.
c. Serve as the point of contact between coaches and the Board.

Section 10 – Director of External Brand and Communications. This Board member role shall have the following duties:

a. Maintain the JSB website, including creating and managing public information and registrations.
b. Assist the Secretary in electronically filing corporate documents.
c. Set up program registrations.

Section 11 – Director of Fundraising. This Board member role shall have the following duties:

a. Develop fundraising goals and strategy.
b. Coordinate with teams on fundraising methods.
c. Acquire and manage a State of Alaska Gaming Permit, if the Board approves of holding such a permit.

Section 12 – Director of Operations. This Board member role shall have the following duties:

a. Coordinate with JSB's partner organization, the Alaska Baseball Academy.
b. Manage the ordering and distribution of equipment and supplies.
c. Assist coaches in securing training and game play spaces.

Section 13 – Director of Internal Brand and Communications. This Board member role shall have the following duties:

a. Design apparel, including jerseys and spirit wear.
b. Coordinate with coaches, players, and families on cross-team/organization-wide issues such as player wear, tournament availability, and player mobility between teams.

Section 14 – Directors at Large. One or more board members may be added to perform specific tasks as needed in any given operational year.

Section 14 – Election of Officers. Board members shall be elected by the Board of Directors. Elections will generally be held at the Legacy Trustees meeting. Board Members and non-voting members may apply to run for any of the Board positions.

Section 15 – Removal of Board Member. A Board member may be removed for the causes stated in these bylaws by a majority of the Board members in office not counting the Board member to be removed. A Board member may be removed without cause by a two-thirds vote of the Board members in office, excluding the Board member to be removed. The person being considered for removal has no vote in the process of removal. Notice of the meeting must be given that states that the removal of a Board member is to be considered at that meeting. A Board member may be removed for the following causes: repeated failures to attend Board meetings, failing to fulfill the duties required of Board members, or intentional acts or omissions, which a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the corporation.

Section 16 – Vacancies. The Board of Directors may elect new Board members to fill any vacancies on the Board, including vacancies created by the passage of a resolution increasing the total number of Board member positions.

Section 17 - Resignation of Board Members. A Board member may resign at any time. The resignation of a Board member must be in writing and be delivered to the Board, the president, or the secretary. Once delivered, a notice of resignation is irrevocable.

ARTICLE 7 – FINANCE

Section 1 – Accounts. A Business Checking and Savings account has been established and will be maintained. It's the main depository of the organization funds. The president, vice president, and

treasurer shall serve as executors of the JSB checking and savings account. The JSB Board of Directors shall oversee the dissemination or usage of funds.

Section 2 – Checks. The Check Signer must sign each check. Funds of the Organization in the amount of $500 or less, for the approved expenses, may be withdrawn from the bank by the President, Vice President, or Treasurer.

Section 3 – Reserve Funds. Savings accounts may be established to prepare to replace or purchase known and unknown sports equipment and supplies as needed. These funds may be obtained by creating a line item in the budget to be known as Reserve funds.

Section 4 – Team Budgets. Each team must prepare a budget to facilitate taking in funds (such as registration and fundraising) and spending the funds for baseball instruction (such as equipment, facilities rental, travel, tournament fees, team apparel and gear, and team events). To establish a budget, a team must nominate a Team Manager who will be responsible for preparing monthly financial statements for the Board Treasurer, and an annual financial statement at the end of the fiscal year.

Section 3 – Fiscal Year. The Fiscal year of JSB shall be the same as the organizational year: the third week in August through the following second week in August.

Section 4 – Review of Financial Reports. The Treasurer shall present at each Board Meeting a current set of financial reports to be reviewed and approved. The Treasurer will also present at each Legacy Trustees meeting an annual financial report for the previous year and, the pre-approved budget for the upcoming year.

Section 5 – Major Expenditures. Any proposed expenditure over $1,000.00, not including renting of facilities for baseball activities, shall require more than one bid presented to the Board of Directors (e-mail is acceptable) prior to expense approval.

Section 6 – Tax Filing. Upon the close of each fiscal year the Treasurer and Check Signer will prepare all financial documents for tax filing purposes. A qualified certified public accountant shall be utilized for tax filing purposes. Tax documents will be reviewed by all Board members.

ARTICLE 8 – CONFLICT OF INTEREST

Section 1 – Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 – Definitions.

a. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

b. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
c. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 – Procedures.

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
c. Procedures for Addressing the Conflict of Interest
    i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
    ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
    iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
    iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
d. Violations of the Conflicts of Interest Policy
    i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of

the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 – Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 – Compensation.

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6 – Annual Statements. Each Board member shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,
b. Has read and understands the policy,
c. Has agreed to comply with the policy, and
d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7 – Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8 – Use of Outside Experts. When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 9 – AMENDMENTS AND DISSOLUTION

Section 1 – Amendments. The affirmative vote of at least two thirds of all the Board members in office, at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend, or repeal the bylaws of JSB except as otherwise provided by law. Proper written notice must be given in advance, including either a written copy of the proposed amendments or a written summary of those amendments.

Section 2 – Dissolution. The organization can be dissolved by a vote of at least two thirds of all the Board members in office, at a properly called meeting, at which a quorum is present. The organization's funds shall be dispersed to other non-profit entities, decided by a vote of at least two thirds of all the Board members in office, at a properly called meeting, at which a quorum is present.

We, the undersigned, are all of the Board members of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the eight preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

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Brian Partch, President – Junior Sockeyes Baseball

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ATTEST: Barbara Bundy, Secretary – Junior Sockeyes Baseball