

**CONSTITUTION & BYLAWS OF  
HIGHLAND VILLAGE AREA BASEBALL/SOFTBALL  
ASSOCIATION, Inc.  
Amended June 2025**

**A NONPROFIT CORPORATION**

These Bylaws (referred to as the “Bylaws”) govern the affairs of the HIGHLAND VILLAGE AREA BASEBALL SOFTBALL ASSOCIATION, INC. (referred to as “Corporation”) organized under the Texas Non-Profit Corporation Act (referred to as the “Act”).

**ARTICLE I – OFFICES Principal Office**

- 1.01 The principal office of the Corporation in the State of Texas shall be located at 2221 FM 407, Suite 119-334, Flower Mound, TX 75028. The Corporation may have other offices in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

**Registered Office and Registered Agent**

- 1.02 The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not be, identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

## **ARTICLE II – OBJECTIVE**

- 2.01 The objective of the Corporation shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage, and respect for authority so that they may be well-adjusted, stronger, and happier children and will grow to be good, decent, healthy, and trustworthy citizens.
- 2.02 To achieve this objective, the Corporation will provide a supervised program under the Rules and Regulations of the Corporation. All Directors, Officers, and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is the prime importance. The Corporation shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball and softball games. No part of the net earnings shall inure to the benefit of any private individual or other entity.

## **ARTICLE III – MEMBERS**

- 3.01 The Corporation shall have one class of members; such members shall be collectively called the “General Membership”.
- 3.02 General Membership includes:
- a) Parents or guardians of registered children upon registration and payment.
  - b) Coaches in good standing within the Corporation.
  - c) Elected officers and Board of Directors members.
  - d) Others approved by a positive vote.

### **Membership Fees and Dues**

- 3.03 The Board of Directors may set and change the amount of an initiation fee, if any, and the annual dues, if any, payable to the Corporation by members.

## **Voting Rights**

- 3.04 Voting members are entitled to one (1) vote at the annual meeting, irrespective of the number of children they have registered. At any regular or duly convened meeting, a majority vote of attending members with voting rights shall resolve any matters presented. Should statutes or these Bylaws explicitly require a different type of vote, that specific provision shall govern and dictate the resolution of such matters.

## **Resolution of Disputes**

- 3.05 In any dispute between members relating to the activities of the Corporation, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in the Texas Arbitration Act, only if the parties have previously met with a mediator. This paragraph shall apply to a dispute involving the Corporation as a party relating to the sanctioning, suspension, or expulsion of a member from the Corporation. The Board of Directors shall have the discretion to authorize the use of the Corporation's funds for their portion of the mediation or arbitration expenses of a dispute described in this paragraph. The Corporation is not required to pay for the disputing member's portions of the said expenses.

## **Sanction, Suspension, or Termination of Members**

- 3.06 The Board of Directors may impose reasonable sanctions on a member, or suspend or expel a member from the Corporation, for good cause after a hearing. Good cause includes the default of an obligation to the Corporation to pay fees, dues, or other sums owed to the Corporation For a period of (30) days following delivery of notice of default, or a material and serious violation of the Corporation's articles of incorporation, bylaws, rules, or policies and procedures, or any provision of applicable law. The Board of Directors may not take any action against a member without giving the member adequate notice and an opportunity to be heard. The Board of Directors may impose sanctions, suspend a member, or expel a member by vote of a majority of directors who are present and voting.
- 3.07 The Board of Directors may vote to temporarily suspend members held in violation of local, state, or federal laws until the court system can properly adjudicate the matter. Adequate notice in these situations is not required.

## **ARTICLE IV – BOARD OF DIRECTORS**

- 4.01 The Board of Directors shall manage the affairs of the Corporation.

### **Board of Director Regular Meetings**

- 4.02 The Board of Directors will hold twelve monthly meetings, specifying the time and place. These meetings will be open to all Corporation members, and the minutes will be recorded and maintained for a minimum of four (4) years which is according to state law, IRS requirements and organizational policy. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any meeting or for any special meeting called by the Board of Directors. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of meeting. All meetings will be governed by Robert's Rules of Order. Meetings by phone or video conference are permitted for Board members, or the partner City officials who are unable to attend the meeting in person. Notice of the Board of Directors meeting can be given by (A) publication in a newspaper of general circulation in Lewisville and Flower Mound, Texas, or (B) publication on the Corporation's primary website and social media accounts, at least seven days before the meeting date. The notice must include the place, day, time, and purpose of the meeting.
- 4.03 Board members are expected to attend all board meetings in person or via teleconference whenever possible. If a member is unable to attend, they must notify the league secretary or president before the meeting.

### **Special Meetings**

- 4.04 Special meetings of the Board of Directors may be convened upon the request of any two Directors or the President, with at least seven (7) days' notice provided to the Board of Directors. The authorized individuals may select any location within Texas for the meeting and must offer teleconference or videoconference options for those unable to attend in person. The convening individuals shall provide the Secretary with the necessary details to be included in the meeting notice. The Secretary shall then issue the notice to the Directors as specified in the Bylaws.

## **Method of Voting**

- 4.05 The Board of Directors shall vote in person at Board meetings if possible or through email or text messaging as determined by the Executive Board or the Board of Directors. Meetings by phone or video conference are allowed for Board members who cannot attend in person. Board members are not permitted to vote by postal mail or electronic communication, including email and text messaging, on the election of Directors and Officers or on changes to the Bylaws. The Executive Board is authorized to conduct video calls for its meetings, provided that records of each meeting are completed and available for review by the Board of Directors.

## **Leagues**

- 4.06 The Board of Directors will establish a league for each sport the Corporation sponsors, as determined by the Board of Directors. Each League will be headed by a Vice President with such duties assigned to them by the Board of Directors and as herein described. Each League may be comprised of multiple divisions, based upon the age of the participants in each sponsored sport. Each division will be headed by a commissioner, who will have such duties as may be assigned to them by the respective Vice President or the Board of Directors.
- 4.07 Each commissioner does have voting rights. One person may serve as a commissioner to more than one division. In such a case, each commissioner is entitled to one (1) vote during Board Meetings, regardless of how many divisions they oversee. Age Group Commissioners may not serve in the same Division for which they are also coaching.

## **Number, Qualifications, and Tenure of Directors**

- 4.08 The number of directors shall be determined by the Board of Directors, provided, however, that there shall be a minimum of three directors. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions.
- 4.09 The Corporation's Executive Board will consist of:
- a) President
  - b) Vice President of Recreational Baseball
  - c) Vice President of Storm Baseball
  - d) Vice President of Softball & Storm Softball
    - i. Treasurer – This role votes on financial matters as part of the Executive Board and does not vote on non-financial matters. No prior service on the board is required.
    - ii. Secretary - This is a non-voting position on the Executive Board which requires no prior service on the board of directors.
- 4.10 The Corporation's Officers will consist of:
- a) Director of Registration & Web Services
  - b) Director of Equipment
  - c) Director of Sponsorship and Fundraising
  - d) Director of Interlock Baseball and Premier
  - e) Director of Media
  - f) Age Level Commissioners
- 4.11 The Corporation's Ex – Officio Non-Voting Members will consist of:
- a) Financial Development Advisor - Varsity Sports Foundation (VSF)
  - b) General Manager
- 4.12 Each member of the Board of Directors shall serve one (1) one-year term. A Director may be elected to succeed themselves as a Director. There is no limitation on the number of terms a Director may serve.
- 4.13 No person may concurrently hold more than one (1) position on the Board of Directors. However, a person may concurrently hold a position on the Board of Directors and serve as an Age Group Commissioner. This person would count as one (1) vote during meetings.

- 4.14 By majority vote and dependent upon the contractual status of a third party and the corporation, a Financial Development Advisor shall have a Ex Officio non-voting Board position, and shall only serve in an advisory capacity, working to assist the Board in enhancing the organization's ability to improve infrastructure and the long-term sustainability of the corporation. The Board of Directors will have approval of who the advisor is by majority vote of the Board, and have the authority to opt out of the contractual agreement via the term of the contract agreed upon by the corporation and the third party.

### **Allocated Positions**

- 4.15 By majority vote, the Board of Directors may allocate funds to hire salaried employees who are nominated and hired by the Executive Board to support the Corporation. Any salaried employee will not have voting rights on the Board of Directors nor make up a quorum for the Board. No person may concurrently hold a position on the Board of Directors and as a salaried position within the Corporation. All salaried positions will be required to attend an Annual Performance Review conducted by the Executive Board in July and no later than August 1<sup>st</sup> of the same calendar year. The Executive Board will decide whether to renew or terminate a salaried employee based on a majority vote.

Allocated positions include:

- a) General Manager (Ex officio non-voting member)
- b) Umpire In Chief (Ex officio non-voting member)
- c) Concession supervisor (2)
- d) Scheduling Coordinator (Effective August 1st, 2026)

### **Nomination of Directors**

- 4.16 A nominating committee, which shall consist of at least three people appointed by a majority vote of the Board of Directors, shall consider possible nominees for open Board of Directors positions and make nominations for each election of Directors for the following year. The Nominating Committee shall be formed no later than 30 days before the Annual Meeting and shall accept applications until 30 days before the Annual Meeting. While the Board of Directors may vote to approve late applicants within 30 days of the Annual Meeting, no applicant shall be accepted less than 15 days before the Annual Meeting.

The Nominating Committee is responsible for receiving Board of Directors applications and interviewing each applicant. The Nominating Committee must ensure that applicants are qualified for the position they are seeking and that they understand the scope and importance of that role. Based on that discussion, the Nominating Committee will nominate applicants for any open Board position. Those nominations will be available no fewer than 7 days before the Annual Meeting.

Applicants must have two years of service on the Board of Directors before being eligible for positions on the Executive Board. It is not required that these two years be consecutive or immediately preceding the nomination. The Treasurer and Secretary do not have to serve two years on the Board of Directors.

### **Election of Directors**

- 4.17 A person who meets any qualification requirements to be a member of the Board of Directors and who has been duly nominated by the nominating committee may be elected as a Director. The Directors shall be elected as follows: Directors shall be elected pursuant to a majority vote of the General Membership at the Annual Meeting of the General Membership.

### **Vacancies**

- 4.18 Any filling of a mid-term vacancy occurring in the Board of Directors, and any Director position to be filled due to an increase in the number of Directors, shall be filled by the President of the Corporation with assistance from the Executive Board, subject to ratification by majority vote by the Board of Directors. A Director filling a vacancy shall serve for the unexpired term of the predecessor in office.

### **Quorum**

- 4.19 A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the



meeting one time without further notice. In the event of a deadlocked vote by the Directors, the vote of the President shall control.

### **Duties of Directors**

- 4.20 Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that an ordinarily prudent person in similar circumstances would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of person, including officers and employees of the Corporation, professional advisors, or experts such as accountants or legal counsel. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

### **Interested Directors**

- 4.21 Contracts or transactions between Directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, the material facts must be disclosed to or known by the Board or other group authorizing the transaction, and adequate approval from disinterested parties must be obtained.

### **Actions of the Board of Directors**

- 4.22 The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting to determine the decision of the Board of Directors.

## **Proxies**

- 4.23 A Director may not vote by proxy.

## **Removal of Directors**

- 4.24 The Board of Directors may vote to remove a director at any time, only for good cause. A meeting to consider the removal of a director may be called and noticed following the procedures provided in the Bylaws. The notice of the meeting shall state that the issue of the possible removal of the Director will be on the agenda. The Director shall have the right to present evidence at the meeting as to why he or she should not be removed, and the Director shall have the right to be represented by an attorney at and before the meeting, at their own expense. At the meeting, the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Director. A Director may be removed by an affirmative vote of a majority of the Board of Directors.

## **Resignation of Directors**

- 4.25 Any member of the Board of Directors may resign by giving written notice to the President, Vice President of Baseball/ Softball, or Secretary. Such resignation shall take effect at the time specified therein, or immediately if no time is specified therein. The acceptance of such resignation shall not be necessary to make it effective.

## **Board of Directors Conduct**

- 4.26 All Board of Directors members will conduct themselves in adherence with the Code of Conduct specified for league members. \*HVABSA only has a player/coach code of conduct for on-field issues. The proposed Code of Conduct is attached separately.

## **Article V - Board of Directors Duties**

### **Duties of the President**

- 5.01 Act as the League Administrator for the Corporation's Board of Directors. The President will facilitate meetings of the Board of Directors. When the President is absent, is unable to act, or refuses to act, the Executive Board shall perform the duties of the President. When the Executive Board acts in place of the President, it shall have all the powers of and be subject to all the restrictions upon the President. The president will work with and assist the General Manager to ensure effective operation of the organization is maintained. If the General Manager is absent, is unable to act, or refuses to act then the President shall perform the duties of the General Manager. When the President assumes the role of the General Manager, they shall possess all the authority and be bound by all the limitations applicable to the General Manager. However, the President will retain their single vote on the Board of Directors and will contribute to establishing a quorum. The President will not receive financial compensation owed to the General Manager while temporarily filling in the position. In addition to these duties, the President shall:
- a) Supervise the business and affairs of the Corporation.
  - b) Attend all meetings of the members and the Board of Directors.
  - c) Propose committee formation and appoint members to such committees.
  - d) Suggest to the Board of Directors duties for various officers of the Corporation, as appropriate.
  - e) Execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed.
  - f) Develop and implement a one and five-year plan for the Corporation's health and growth.
  - g) Perform other duties assigned by the Board of Directors.

## **Duties of the Vice President of Softball & Storm Softball**

5.02 The Vice President of Recreational Baseball will oversee the operation of recreational baseball and shall perform tasks as may be assigned from time to time by the President. Such duties include, but are not limited to:

- a) The recruiting and selection of an age-level softball commissioner.
- b) Assisting the age-level softball commissioners in the recruiting and selection of recreational baseball coaches.
- c) Coordinate with age-level commissioners' dates, times, and places for age-level tryouts.
- d) Assist the age-level commissioners in establishing teams, including conducting a player draft if necessary.
- e) Assist Storm softball coaches in tournament selection and the organizational strategy for the Storm organization.
- f) Ensure the teams within recreational softball & Storm softball have sufficient equipment.
- g) In coordination with the league president and treasurer, select uniform vendors for the recreational baseball fall and spring seasons.
- h) Represent the Corporation in any area association for recreational softball and/or Storm softball.
- i) As a member of the Executive Board, assist in the financial and organizational health of the Corporation.

## **Duties of the Vice President of Recreational Baseball**

5.03 The Vice President of Recreational Baseball will oversee the operation of recreational baseball and shall perform tasks as may be assigned from time to time by the President. Such duties include, but are not limited to:

- a) The recruiting and selecting of age-level baseball commissioners.
- b) Manage the selection of coaches and formation of Storm teams.
- c) Assisting the age-level baseball commissioners in the recruiting and selection of recreational baseball coaches.
- d) Coordinate with age-level commissioners' dates, times, and places for age-level tryouts
- e) Assist the age-level commissioners in establishing teams, including conducting a player draft if necessary.
- f) Ensure the teams within recreational baseball have sufficient equipment.
- g) In coordination with the league president and treasurer, select uniform vendors for the recreational baseball fall and spring seasons.

- h) In coordination with the league scheduler or General Manager, arrange umpires for recreational softball games and Storm softball games.
- i) Represent the Corporation in any area association for recreational baseball.
- j) As a member of the Executive Board, assist in the financial and organizational health of the Corporation.

### **Duties of the Vice President – Storm Baseball**

5.04 The Vice President of Storm Baseball will oversee the operation of Storm Baseball and shall perform tasks as may be assigned from time to time by the President. Such duties include, but are not limited to:

- a) The recruiting and selection of coaches and the formation of Storm teams.
- b) Coordinate with Storm Coaches dates, times, and places for team tryouts.
- c) In coordination with the league scheduler or General Manager, arrange umpires for recreational softball games and Storm softball games.
- d) Assist Storm baseball coaches in tournament selection and the organizational strategy for the Storm organization.
- e) Ensure the teams within Storm baseball have sufficient equipment.
- f) In coordination with the league president and treasurer, select uniform vendors for Storm Baseball.
- g) Develop and implement a one and five-year plan for the Storm baseball program's health and growth.
- h) Represent the Corporation in any area association for Storm Baseball.
- i) As a member of the Executive Board, assist in the financial and organizational health of the Corporation.

### **Duties of the Secretary**

5.05 The Secretary shall oversee meeting administration, record keeping, communication, compliance support, and shall perform tasks as may be assigned from time to time by the President. Such duties include, but are not limited to:

- a) Ensure that the Corporation abides by meeting notices per the Bylaws.
- b) Notify the Corporation Membership of scheduled Board of Directors meetings.
- c) Be responsible for all Corporation-wide communications.
- d) Ensure that the minutes of the meetings of the members and the Board of Directors are maintained as part of the corporate records.
- e) Maintain the record books in which the bylaws, standing rules, and minutes are entered.

- f) Keep accurate rosters of Board of Directors members.
- g) Coordinate with the Director of Web Services and Registration to manage grievances, compliments, and suggestions submitted to the Board of Directors.

### **Duties of the Treasurer**

5.06 The Treasurer shall be responsible for the financial management of the organization and shall perform tasks as may be assigned from time to time by the President. Such duties include, but are not limited to:

- a) Maintain accurate and complete financial records.
- b) Receiving and depositing all funds of the organization in approved accounts.
- c) Distribute funds as authorized by the Board of Directors.
- d) Preparing and presenting regular financial reports to the board.
- e) Assisting in the preparation of the annual budget.
- f) Ensuring compliance with all financial reporting and tax filing requirements.
- g) Safeguarding the assets of the organization and recommending sound financial practices.

### **Duties of the Director of Registration & Web Services**

5.07 The Director of Registration and Web Services shall be responsible overseeing player registration processes and managing the organizations online presence and shall perform tasks as may be assigned by the President. Such duties include, but are not limited to:

- a) Coordinating and maintaining the registration system for players, coaches, and volunteers.
- b) Ensuring accurate collection and organization of participant information, waivers, and payments.
- c) Managing registration deadlines, waitlists, and team assignments in coordination with league officials.
- d) Maintaining and updating the associations website with schedules, announcements, standings, and relevant league information.
- e) Assisting with digital communications, including registration notices and league wide updates.
- f) Ensuring the security and privacy of all online data and user information.
- g) Supporting other board members by providing online tools and forms as needed.

## **Duties of the Director of Equipment**

5.08 The Director of Equipment shall be responsible for managing all league-owned baseball equipment and related resources. Perform such other duties as assigned by the president. Duties include:

- a) Inventorying, organizing, and maintaining all baseball equipment, including uniforms, balls, bats, helmets, catcher's gear, and field supplies.
- b) Distributing and collecting equipment from teams at the beginning and end of the season.
- c) Recommending equipment purchases and replacements to the Board and managing the procurement process upon approval.
- d) Ensuring that all equipment is safe, functional, and compliant with league standards.
- e) Coordinating with coaches and commissioners to meet equipment needs throughout the season.
- f) Storing equipment in a secure and organized manner during the offseason.

## **Duties of the Director of Sponsorship and Fundraising**

5.09 The Director of Sponsorship and Fundraising shall be responsible for securing financial and in-kind support for the organization and managing fundraising efforts. Perform other such duties as assigned by the president. Duties include:

- a) Soliciting and procuring sponsors for the Corporation in alignment with goals and values of the organization.
- b) Ensure all sponsors receive proper recognition and benefits as outlined in sponsorship agreements (e.g., signage, website presence, social media, uniforms).
- c) Arranging, overseeing, and coordinate all fundraising programs, events, and special projects approved by the Board of Directors.
- d) Maintaining accurate records of sponsorship and fundraising proceeds and reporting regularly to the Board of Directors.
- e) Collaborating with the Treasurer to ensure proper handling and tracking of all funds raised.
- f) Developing and proposing new fundraising opportunities to the Board for consideration.
- g) Building and maintaining relationships with community partners, donors, and businesses.
- h) The Director may form committees or appoint assistants, with Board approval, to support the execution of sponsorships and fundraising efforts.

## **Duties of the Director of Interlock & Premier Baseball**

- 5.10 The Director of Interlock and Premier Baseball shall be responsible for overseeing the Corporation's participation in interlock and premier level baseball activities. Perform other such duties as assigned by the President. Duties include:
- a) Coordinating the coach selection process for all premier baseball teams, including soliciting applications, reviewing qualifications, and making recommendations to the Board of Directors.
  - b) Facilitating player tryouts and the selection process for Premier teams, ensuring transparency, fairness, and adherence to league guidelines.
  - c) Representing the Corporation in any area association or governing bodies of Premier teams in which the corporation participates.
  - d) Representing the Corporation in interactions and agreements with other recreational baseball associations where interlock competition occurs.
  - e) Coordinating interlock schedules, rules compliance, and communication with other associations.
  - f) Assisting the Board of Directors in reviewing and resolving complaints, appeals, or conduct issues involving Premier team coaches or operations.
  - g) Serving as a liaison between the Board, coaches, and parents for matters involving Premier baseball programs.

## **Duties of Director of Media**

- 5.11 The Director of Media shall be responsible for managing the Corporation's digital presence and public communication through social media and related platforms. Perform other duties as assigned by the President. Duties include:
- a) Acting administrator of the Corporation's official social media accounts and ensuring all platforms are regularly updated with accurate, relevant and timely content.
  - b) Coordinating with appropriate Board members to gather and publish content related to games, events, registration, fundraising, and other league activities.
  - c) Maintaining proper administrative access levels for all media accounts and ensuring the President and any other board members designated by the President have appropriate access.
  - d) Ensuring that all content posted on media accounts reflects the values and policies of the Corporation and adheres to proper conduct guidelines.
  - e) Working collaboratively with area partners – including the City of Highland Village, local high school baseball and softball programs – to communicate joint activities, promote events, and support community engagement.



- f) Monitoring messages and community interaction on social media platforms and responding or referring inquiries to the appropriate Board members.
- g) In coordination with the President, revoke or restrict access to the Corporation's social media accounts for any individual who display offensive, threatening, or harmful communication made towards the Corporation, its members, Board of Directors, players, or the league as a whole.

### **Duties of Age Level Commissioners**

- 5.12 The Age Level Commissioners shall be responsible for the overall coordination and management of their assigned age division within the recreational baseball or softball programs. Perform such other duties as assigned by the president. Duties include:
- a) Coordinating the coach selection process for recreational and All-Star teams within their division including reviewing applications and recommending coaches for approval.
  - b) Facilitating player tryouts and team selection for recreational and All-Star teams, if necessary, and ensuring fair and balanced team formation.
  - c) Assigning players to team rosters and approving final team rosters for their designated age divisions.
  - d) Ensuring all coaches and parent volunteers complete required league training, certifications, and background checks prior to team activities.
  - e) Communicating relevant league – including game schedules, rule exceptions, and All-Star selection procedures – to team managers and coaches within their division.
  - f) Bringing to the Board of Directors' attention any issues concerning their division, including rule clarifications, field conditions, umpiring performance, coaching concerns, or inappropriate conduct by adult participants.
  - g) Ensuring all game scores are accurately reported and maintained in the leagues online scheduling system.
  - h) While present at Unity Park, helping ensure that league rules and policies are upheld and that games are conducted in a safe, respectful, and sportsmanlike manner.

## **ARTICLE VI – EX OFFICIO MEMBERS**

### **Duties of the Financial Development Advisor - Varsity Sports Foundation (VSF)**

- 6.01 The Financial Development Advisor shall serve in an advisory capacity only and shall not have any voting rights. The mutually agreed upon individual in this role shall assist the Board by:
- a) Identifying financial needs related to field and facility improvements at Unity Park in Highland Village.
  - b) Advising on opportunities for fundraising, sponsorship, grants, and capital development.
  - c) Coordinating with the Board to align improvement projects with available external resources.
  - d) The Advisor shall attend board meetings as needed to provide updates, guidance, and recommendations, but shall not be counted toward quorum or have decision-making authority.
  - e) The Advisor nor the third party shall initiate communication with the City of Highland Village regarding any business related to the corporation or in violation of the standing contractual agreement between the City and the corporation without obtaining consent from the corporation.
  - f) This role exists to enhance the organization's ability to improve infrastructure and support the long-term sustainability of the corporation.

### **Ex-Officio Salaried Member(s)**

### **Duties of the General Manager**

- 6.02 The General Manager shall be responsible for managing day-to-day operations at Unity Park and shall report directly to the Executive Board. The general Manager shall be nominated by the executive Board and then presented to the Board of Directors for approval. The General Manager shall serve as an ex-officio, non-voting member of the Board of Directors, As such, the General Manager shall attend board meetings and provide operational updates and reports but will not hold voting rights or count toward quorum. When the General Manager is absent, is unable to act, or refuses to act, the President shall perform the duties of the General Manager. When the President assumes the role of the General Manager, they shall possess all the authority and be bound by all the limitations applicable to the General Manager. However, the President will retain their

single vote on the Board of Directors and will contribute to establishing a quorum. The President will not receive financial compensation owed to the General Manager while temporarily filling the role of the General Manager. The General Manager Shall be subject to an annual performance evaluation conducted by the Executive Board. Continuation of employment shall be determined by a majority vote of the Executive Board following evaluation. The General Manager shall be compensated financially as agreed by majority vote of the Executive Board, then a majority vote of the Board of Directors. Payment will be made to the General Manager biannually at the beginning of the fall season no later than September 1<sup>st</sup> and the spring season no later than March 1<sup>st</sup>. Pay raises or financial bonuses require approval by a majority vote of both the Executive Board and the Board of Directors. The General Manager is required to attend an Annual Performance Review conducted by the Executive Board no later than 14 days before the corporation's annual meeting in July. The duties of the General Manager include, but are not limited to:

- a) Facility oversight
  - i. Oversee all league-related activities and facilities use at Unity Park.
  - ii. Act as the primary point of contact with the City of Highland Village Parks & Recreation Department.
  - iii. Ensure that fields, equipment, and facilities are properly maintained and in safe working condition.
- b) Scheduling Oversight
  - i. Provide oversight and coordination support to the league's scheduling coordinator for practices and games.
- c) Concessions Operations
  - i. Provide oversight of concession stand operations, including staffing, inventory management, and sales tracking.
- d) Financial Reporting
  - i. Submit a statement of operating expenses and revenue to the Board of Directors at the conclusion of each season.
  - ii. Communicate with the Board of Directors when concession stand equipment requires repair or replacement.
  - iii. Purchase, stock, and price for resale of all concession merchandise.
- e) Tournament Management
  - i. Serve as the Tournament Director for the league's All-Star and End-of-Season (EOS) tournaments.

## **Duties of the Umpire in Chief**

- 6.03 The Umpire in Chief shall be responsible for reviewing and maintain baseball game rules for the corporation, be responsible for the recruitment, training, scheduling, and oversight of umpires for all league-sanctioned baseball games. The Umpire-in-Chief Shall be subject to an annual performance evaluation conducted by the Executive Board. Continuation of employment shall be determined by a majority vote of the Executive Board following evaluation. The Umpire-in-Chief shall be compensated financially as agreed by the majority vote of the Executive Board, then a majority vote of the Board of Directors. Payment will be made to the Umpire-in-Chief biannually at the beginning of the fall season no later than September 1st and the spring season no later than March 1st. Pay raises or financial bonuses require approval by a majority vote of both the Executive Board and the Board of Directors. The Umpire-in-Chief is required to attend an Annual Performance Review conducted by the Executive Board no later than 14 days before the corporation's annual meeting in July. Perform other such duties as assigned by the President. Duties include:
- a) Recruiting, instructing, and evaluating the performance of umpires for recreational and premier baseball games.
  - b) Scheduling umpires for games held at Unity Park and ensuring appropriate coverage for all divisions and levels of play.
  - c) Submitting umpire payroll records to the Treasurer for payment no less often than every two weeks.
  - d) Maintaining the Corporation's umpire scheduling and providing oversight of scheduling accuracy.
  - e) Reviewing and maintaining the Corporation's official baseball game rules and ensuring all umpires are trained accordingly.
  - f) Assisting with rule interpretation and enforcement as needed, and serving as a resource for resolving in-game disputes involving umpire decisions.
  - g) Coordinating with league commissioners and the Board to ensure consistent application of rules.

## **ARTICLE VII – SALARIED CORPORATION EMPLOYEES**

- 7.01 The Corporation shall employ salaried individuals to support the Corporation as requested by the Board of Directors. As these positions are salaried, they will not have a position on the board of Directors. Individuals may not simultaneously hold a position on the Board of Directors and a salaried position within the Corporation. All salaried employees are required to attend an Annual Performance Review conducted by the Executive Board no later than 14 days before the corporation's annual meeting in July. Continuation of employment shall be determined by a majority vote of the Executive Board following evaluation. Salaried employees shall be compensated financially as agreed by the majority vote of the Executive Board, then a majority vote of the Board of Directors. Payment will be made to the league scheduler biannually at the beginning of the fall season no later than September 1st and the spring season no later than March 1st. Payment will be made to the concession stand supervisors on a monthly basis during league-scheduled games and tournaments. This includes the months of March, April, May, June, August, September, October, and November. Pay raises or financial bonuses for salaried employees require approval by a majority vote of both the Executive Board and the Board of Directors.

Salaried Corporation Employees include:

- a) Scheduling coordinator
- b) Concession Stand Supervisor (2)

### **Duties of the Scheduling Coordinator**

- 7.02 The scheduling coordinator shall be responsible for the development and management of all game and practice schedules for the Corporation's baseball and softball programs. Perform other duties as assigned by the President. Duties include:
- a) Preparing the season recreational league schedule, allowing each team the proper number of games.
  - b) Pairing games with field slot availability.
  - c) Rescheduling game times and field locations as needed.
  - d) Assigning times and field slots to interlock games, as coordinated with the Director of Interlock and other association representatives.
  - e) Coordinate Storm Baseball game schedules with the Vice President – Storm Baseball.
  - f) Notifying all required parties of game schedules: Age Group Commissioners (and/or coaches), Umpires, Field Security, Concessions, and the Highland Village City Parks Department.

- g) Provide access to the master schedule (by field) to all Board members.
- h) Provide summaries of field usage to the Corporation Treasurer to pay appropriate authorities for field usage. Summaries should show usage by individual fields for practice and game slots, as well as special tournament usage.
- i) Perform such other duties as assigned by the President.
- j) Conduct oneself in adherence with the Code of Conduct specified for league members.

### **Duties of the Concession Stand Supervisor(s)**

7.03 The Concession Stand Supervisor(s) shall be a salaried employee responsible for the staffing and day-to-day operations of the Corporation's concession stand. The concession stand supervisor(s) shall perform all duties in alignment with the league policies and will be subject to oversight and performance review by the Executive Board. Perform other duties as assigned by the General Manager. Duties include:

- a) Recruiting, instructing, and scheduling concession stand employees to ensure proper staffing for league events as directed by the General Manager.
- b) Supervising all concession operations, including food handling, cleanliness, assist the General Manager with inventory management, and compliance with local health and safety regulations.
- c) Submitting employee payroll records to the Treasurer for payment no less than every two weeks.
- d) Assisting the General Manager with the monitoring and managing inventory levels, communicating what supplies are needed to the General Manager, and assisting in maintaining accurate inventory records.
- e) Ensuring safe and proper cash handling procedures, including reconciliation and reporting.
- f) Providing regular updates to the General Manager regarding concession operations, staffing and equipment needs.
- g) Reporting maintenance issues or safety concerns to the General Manager.

## **ARTICLE VIII – ANNUAL MEETING**

8.01 The Corporation shall hold its Annual Meeting of the Board of Directors between July 1<sup>st</sup> and July 31<sup>st</sup> of each calendar year. During this meeting the following actions shall take place:

a) Bylaw Amendments:

- i. Proposed modifications to the Corporation's bylaws may be submitted for consideration and a vote. Approval of bylaw amendments requires a majority vote from the Board of Directors. Once approved, the amendments will become effective 30 days after receiving the majority approval from the board members.

b) Board Elections:

- i. Nominees for any vacant Board of Directors positions shall be presented and voted upon. Returning Board members must declare their intent to return for the upcoming term no later than April 15<sup>th</sup>. Their return must be approved by a majority vote of the current Board of Directors by May 31<sup>st</sup>. All new nominees for Board positions must be publicly posted on the Corporation's website and social media outlets at least one (1) week prior to the Annual Meeting.

c) Reports and Presentations:

- i. The Director of Web Services and Registration shall report registration data for the previous fall and spring, detailing baseball and softball registrations, including breakdowns by recreational leagues, premier, and Storm baseball/softball.
- ii. The Treasurer shall present the most recent financial statements available for the current fiscal year. Additionally, if required, they shall provide financial proposals for the upcoming fiscal year, with assistance from the President and the Director of Sponsorships and Fundraising.
- iii. The President and Vice Presidents and General Manager shall provide a comprehensive update to the Board of Directors, detailing the current state of their respective leagues, identifying organizational needs, and presenting their one-year and five-year plans for league development.

d) Board Transitions:

- i. The Annual Meeting will serve as the final official meeting for any outgoing members of the board of Directors.

## **Open Door Meeting**

- 8.02 The Annual Meeting will be open to all members of the Corporation, and the minutes from the meeting will be recorded and maintained in compliance with state law and organizational policy.

## **Place of Annual Meeting**

- 8.03 The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. Meetings by phone or video conference are permitted for Board members, or the partner City officials who are unable to attend the meeting in person.

## **Notice of Meeting**

- 8.04 Notice of the Board of Directors meeting can be given by (A) publication in a newspaper of general circulation in Lewisville and Flower Mound, Texas, or (B) publication on the Corporation's primary website and social media accounts, at least seven days before the meeting date. The notice must include the place, day, time, and purpose of the meeting.

## **Eligible Member List**

- 8.05 A complete list of members entitled to vote shall be available at the annual meeting. This list shall be produced and kept open at the time and place of the meeting, during the whole time thereof, and shall be subject to inspection by any member who may be present.

## **Annual Meeting Voting**

- 8.06 The Board of Directors shall not permit members to vote by mail or electronic communication, including but not limited to email and text messaging, on the election of Directors and Officers or on alterations or additions to the Bylaws regarding the Annual Meeting. Voting through email or text messaging is permissible for all other motions as determined by the Board of Directors, in such a case, the secretary will be required to maintain the result of the vote.



### **Notice by Electronic Mail**

- 8.07 Any notice required or permitted by the bylaws to be given to a member, Director, or committee member of the Corporation may be given via electronic mail. If provided by electronic mail, the notice shall be considered delivered when sent to the individual's electronic mail address as listed in the Corporation's records. An individual may update their address by submitting written notice to the Secretary of the Corporation.

### **Proxy Vote**

- 8.08 Proxy voting by Members or the Board of Directors is prohibited during the Annual Meeting.

## **ARTICLE IX – TRANSACTIONS OF THE CORPORATION CONTRACTS**

- 9.01 The Board of Directors may authorize any Officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments. Corporation Officers may not negotiate on behalf of the Corporation without prior authorization from the Board of any contract or agreement involving financial commitment by the Corporation.

### **Deposits**

- 9.02 All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

### **Gifts**

- 9.03 The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may vote to authorize gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

## **Checks and Drafts**

- 9.04 The Corporation uses electronic payments. All checks or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be authorized by at least two (2) officers of the corporation in the following order;
- a) President
  - b) Treasure
  - c) Vice President of Baseball
  - d) Vice President of Softball & Storm Softball
  - e) Vice President of Storm

## **Purchases**

- 9.05 A fiscal year budget must be presented to, and approved by, the Board of Directors no later than January 31<sup>st</sup> of each year. All purchases, donations, and other expenditures over \$750 must be approved by a majority vote of the Board of Directors. This spending limit applies to any non-budgeted expense or to any expense exceeding previously approved monies.

## **Potential Conflicts of Interest**

- 9.06 The Corporation shall not make any loan to a Director of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member or Director of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member or Director of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

## **ARTICLE X – BOOKS AND RECORDS FISCAL YEAR**

- 10.01 The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each calendar year.

## **Required Books and Records**

10.02 The Corporation shall keep correct and complete books and records of accounts. The Corporation's books and records shall include:

- a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the articles of incorporation, and any articles of amendment, restates article, articles or merger, articles of consolidation, and statement of change of registered office or registered agent.
- b) A copy of the bylaws, and any amended versions or amendments to the bylaws.
- c) Minutes of the proceedings meetings of the Board of Directors.
- d) A list of the names and addresses of the members and Directors of the Corporation.
- e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the most recent fiscal year.
- f) A financial statement showing the income and expenses of the Corporation for the most recent fiscal year.
- g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's four (4) most recent tax years.
- i) A physical copy of Robert's Rules of Order.
- j) All of the Corporation's documents must be kept for a minimum of four (4) years.

## **ARTICLE XI – AMENDMENTS TO BYLAWS**

11.01 The bylaws may be altered, amended, or repealed annually after the corporation's fiscal year in July at which time the Board of Directors may adopt changes. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaws provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. Proposed amendments must be posted for 30 days before a ratification vote may be taken. If the bylaws amendments affect the Corporation's structure or operation (e.g., adding a new officer position, changing the number of directors), the IRS will be notified regarding the change via form 990.