

BYLAWS
of the
TRI-VALLEY MSBL, INC.
REVISED February 15, 2023

ARTICLE I - NAME AND PURPOSES

Section 1.01. Name. TRI-VALLEY MSBL, INC.

Section 1.02. Purpose.

Tri-Valley MSBL, Inc. (shall be referred to as the “League”, hereafter) is organized for the charitable and athletic health and wellness purposes of providing the opportunity for adults of all ages to play competitive baseball (aka “hardball”) on a seasonal basis. The League has age-appropriate divisions for players 18 years old on through to 68 years of age and older.

Article II - Membership

Section 2.01. Classes of membership, teams, age divisions

There shall be four classes of members:

1. Board of Directors (shall be referred to as the “**BOD**”, hereafter)
2. Executive-Financial Committee
3. Operating-Voting Committee
4. League Members

The **BOD** shall have a minimum of three (3) members.

The Executive-Financial Committee shall be comprised of three officers: a President (CEO), Vice President, and Treasurer & Secretary (CFO). The Executive-Financial Committee shall be appointed by the **BOD**.

The Operating-Voting Committee shall be comprised of the members of the Executive-Financial Committee (3), Age Division Commissioners (currently five [5]), a Quality Control Officer, and zero or more At-Large Officers to bring the total to at least 9. Each member of the Operating-Voting Committee shall hold office for a term of one (1) year.

League Members shall include directors, officers, managers, coaches, and players on teams in the League. Membership may also be granted by the Operating-Voting Committee to any individual who supports the mission and purposes of the League.

League Members shall be organized into teams. Teams shall be organized into age divisions.

A team is in good standing if it has satisfied each of the following criteria:

- The team was a member of the League in the previous year, or has been accepted into the league by a vote of the current Operating-Voting Committee.
Note: In 2020, a team that was a member of the former TVMSBL league satisfies this requirement.
- The team is current in its financial obligations to the League.
- The team has appointed a Manager, and that Manager has been approved by the Operating-Voting Committee.

Section 2.02. Elections.

Each team shall designate a person to represent the team in each election, usually the Manager.

The **BOD** shall be elected by a vote of the representatives of teams in good standing. Each team shall have one vote for each open position on the **BOD**. The nominated individuals with the most votes will fill the membership of the **BOD**. Note:

One director shall be elected Chairman by the current members of the **BOD**.

In 2020, we had 7 initial members of the **BOD**. The tenure of each initial **BOD** member was determined by the initial **BOD**. One director shall have a tenure of 3 years, 3 members will have a tenure of 2 years, and 3 members will have a tenure of 1 year. After each initial board position term ends, the length of the positions will be three years.

The Executive-Financial Committee shall be appointed by the **BOD**. Members of the **BOD** may serve on the Operating-Voting Committee.

The Age Division Commissioners shall be candidates appointed by **BOD** and elected by a vote of the representatives of teams in good standing for that age division. Each team shall have one vote.

The Quality Control Officer and any At-Large members of the Operating-Voting Committee shall be appointed by the **BOD**.

Section 2.03. Qualifications.

The **BOD**, Executive-Financial Committee, and Operating-Voting Committee must be Members of the League.

Section 2.04. Termination of Membership

The Operating-Voting Committee, by affirmative vote of two-thirds of all of the members of the Operating-Voting Committee, may suspend or expel a member who shall be in violation of League Code of Conduct Rules or who is no longer a member in good standing with the League or with their teams.

Article III - Authority and Duties of Directors

Section 3.01 Authority of Directors

The **BOD** shall be the governing body for the League and may exercise all the powers and authority granted to the League by law, these Bylaws, and current League rules.

The **BOD** shall approve and enact any changes to these Bylaws. See Article VIII.

The **BOD** shall appoint three (3) officers to the Executive-Financial Committee: The President (CEO), Vice President, and Treasurer & Secretary (CFO).

The **BOD** shall appoint candidates and supervise the election of an Age Division Commissioner in each age division of the League.

The **BOD** shall appoint a Quality Control Officer and as many At-large Officers as is required to reach at least nine (9) members of the Operating-Voting Committee.

The **BOD** shall replace any Officer who resigns or is otherwise unable to serve.

The **BOD** may remove any Officer if, in its judgment, the best interests of the League will be served thereby.

Should any **BOD** member resign or necessitate replacement, the remaining **BOD** shall call for a vote of the team representatives to nominate and replace the departing member.

Section 3.02. Board Meetings

The **BOD** shall meet at least twice per year, usually in November and February. The purpose of these meetings includes but is not limited to: review of financials and tax filings, establishing elections, appointment or replacement of Officers to the Operating-Voting Committee, and review and approval of amendments to the Bylaws. Quorum for a **BOD** meeting shall be three (3) members or 50% of the current **BOD** membership, whichever is greater.

Section 3.03. Participation in meeting by remote conference.

Board Meetings may include participation by directors using conference telephone, cell phone, web conference, or similar communications, so long as directors participating in such meeting can hear one another.

Section 3.04. Reimbursement.

The **BOD** shall serve without compensation with the exception that expenses incurred in the furtherance of its duties are allowed to be reimbursed.

Section 3.05. Resignation.

Any **BOD** member may resign by filing a written (email or text) resignation with the **BOD**, however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges accrued or past due. Resignations are effective upon receipt by the **BOD**.

Article IV - Authority and Duties of Officers

Section 4.01. Executive-Financial Committee number and tenure.

The Executive-Financial Committee shall consist of three (3) officers: The President (CEO), Vice President, and Treasurer & Secretary (CFO). Each member of the Executive-Financial Committee shall hold office for a term of one (1) year.

Section 4.02. Operating-Voting Committee number and tenure.

The Operating-Voting Committee shall be comprised of the members of the Executive-Financial Committee (3), Age Division Commissioners (currently five [5]), a Quality Control Officer, and zero or more At-Large Officers to bring the total to at least 9. Each member of the Operating-Voting Committee shall hold office for a term of one (1) year.

Section 4.03. Standing Committee Meetings

The Executive-Financial Committee shall meet as necessary to carry out its duties as defined in these Bylaws.

The Operating-Voting Committee shall meet as necessary to carry out its duties as defined in these Bylaws. Operating-Voting Committee meetings may be requested by any three (3) members of the Operating-Voting Committee by notice via email, telephone, or text message. Quorum for an Operating-Voting Committee meeting shall be two-thirds of its members.

The Operating-Voting Committee shall schedule at least two (2) meetings each year (referred to as Managers Meetings) that include representatives of each team in good standing with the League. The purposes of the meetings include but are not limited to: reviewing financial reports, exchanging information, elections, voting on matters requested by the Operating-Voting Committee, planning, scheduling, paying of League fees, and conducting other typical League business.

Section 4.04. Action without a meeting

Any action required or permitted to be taken at a meeting of the Operating-Voting Committee may be taken without a meeting if at least two-thirds of the members of the Operating-Voting Committee consent to approve the specific action via email, or other form of written communication. Such consents shall have the same force and effect as a quorum vote of the Operating-Voting Committee.

Section 4.05. Participation in meetings by remote conference.

Meetings may include participation by members using conference telephone, cell phone, web conference, or similar communications, so long as members participating in such meetings can hear one another.

Section 4.06. Reimbursement.

The Operating-Voting Committee shall serve without compensation with the exception that expenses incurred in the furtherance of its duties are allowed to be reimbursed.

Section 4.07. Ad hoc committees.

In addition to the standing Executive-Financial Committee and Operating-Voting Committee, the Operating-Voting Committee may, by resolution adopted by a majority, establish ad hoc committees comprised of at least two (2) League Members, one of whom is an Officer. The Operating-Voting Committee may make such provisions for appointment of the chair of such ad hoc committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the League.

Section 4.08. Resignation.

Any Operating-Voting Committee member may resign by filing a written (email or text) resignation with the **BOD**, however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges accrued or past due. Resignations are effective upon receipt by the **BOD**.

Section 4.09. Duties of the Executive-Financial Committee.

The Executive-Financial Committee shall manage the provisions in Articles IV and VI. In addition, the Executive-Financial Committee will manage the duties of each of its Officers.

The Executive-Financial Committee will be responsible for establishing a fee structure sufficient to at least cover planned-for League liabilities and expenses. This fee may differ per age division based upon the number of games teams are scheduled to play within each division or due to other division-specific cost factors.

Section 4.09.1. President (CEO)

The duties of the President (CEO) shall be:

1. To represent the League to MSBL National and to other MSBL/MABL member Leagues.
2. To be the primary signatory on all contracts entered on behalf of the League.
3. To act as chairman of the Executive-Financial Committee.
4. To preside at all meetings of the Operating-Voting Committee, including Managers Meetings.
5. To break any tie vote at all League meetings or vote solicitations.
6. To act as liaison and arbitrator with and between the Age Division Commissioners.
7. To be one (1) of the three (3) signatories on the League Account(s), and co-signatory on all financial documents.
8. Participate in budget approval, vendor list approval, and receive for review financial reports from Treasurer & Secretary (CFO) at Executive-Financial Committee meetings.
9. To act as a backup to the Treasurer & Secretary (CFO) for Disbursements as defined in Section VI.
10. To be the sole contact and final arbiter on decisions regarding League Rules during the postseason, including disputes, ejections, protests, and eligibility.
11. To manage the provisions in Articles V and VI.

Section 4.09.2. Vice President

The duties of the Vice President shall be:

1. To assume the duties of the President in their absence or when otherwise unable to discharge their duties.
2. To attend all meetings of the Operating-Voting Committee and to produce minutes of all official meetings.
3. To assume the responsibility for organizing ad hoc committees, including recruiting and appointing members, and supervising their activities.
4. To be one (1) of the three (3) signatories on the League Account(s).
5. Participate in budget approval, vendor list approval, and approval of new teams, and receive for review financial reports from the Treasurer & Secretary.
6. To act as a backup to the Treasurer & Secretary for Disbursements as defined in Section VI.
7. To assume other operational duties as necessary.

Section 4.09.3. Treasurer & Secretary (CFO)

The duties of the Treasurer & Secretary (CFO) shall be:

1. To manage the provisions of Article VI.
2. To be one (1) of the three (3) signatories on the League Account(s).
3. To be co-signatory on all financial documents for the League.
4. To pay, or cause to be paid, all League expenses/bills within the approved budget.
5. To maintain all financial records and the budget, as well as to have them ready for audit and review upon request by the **BOD**, the Executive-Financial Committee, and the Operating-Voting Committee.

6. To collect and deposit Team Fees from Managers and Fund-Raising proceeds and other income from pertinent sources and/or sweep funds into the primary operating account from the online team/player fee collection system (e.g., PayPal, Venmo, Zelle).
7. To ensure that team/player fees via check or online fee payment system(s) were properly recorded in League's bank account.
8. To ensure that League expenses and reimbursements were approved in the budget.
9. To ensure that proper approval was obtained for expenses incurred that were not approved in the budget per exceptions: 6.06A and 6.06B.
10. To maintain/provide a written proposed budget and vendor list to be approved by the Operating-Voting Committee.
11. To provide/review financial reports with the Executive-Financial Committee, which shall include an income statement, balance sheet, and budget variance reports with explanations of significant budget variances, after collection of the team fees, mid-season, at the end of the season, and at the end of the year. Once reviewed by the Executive-Financial Committee, the Treasurer & Secretary (CFO) will provide/review financial reports with the Operating-Voting Committee. A member of the Operating-Voting Committee may request additional reports as deemed necessary.
12. To prepare all documents and forms for annual IRS and State of CA filings, (e.g., Franchise Tax Board, Secretary of State).
13. To attend all meetings of the Operating-Voting Committee.
14. To lead the Audit Committee.

Section 4.09.4. Age Division Commissioners

The duties of the Age Division Commissioners shall be:

1. To coordinate with team managers in their age division regarding payment of fees, getting all members to sign liability waivers, entry of game stats, and proposed rule changes.
2. To communicate any voted-on special age division specific playing rules to the Quality Control Officer for publishing in the League Rules. Some rules may require approval or modification by the Operating-Voting Committee.
3. Be the first responder to handle member disputes within their age division in accordance with League Rules. Unresolved age division disputes are to be escalated to the Operating-Voting Committee.
4. To nominate any new or replacement team managers in their age division as necessary.
5. To distribute baseballs, scorebooks, and other team items from the league to each of the teams in the age division.
6. To attend all meetings of the Operating-Voting Committee.

Section 4.09.5. Quality Control Officer

The duties of the Quality Control Officer shall be:

1. Preside over, maintain, update, communicate, and enforce the League Rules.
2. Preside over issues or disputes regarding umpires, regular season game protests, and regular season game ejections or suspensions as per the League Rules.

3. Be the authority to call for an Operating-Voting Committee vote on any of the above topics, while providing the committee with the information necessary (e.g., reports from umpires, managers, and others), to facilitate an informed voting process.
4. To attend all meetings of the Operating-Voting Committee.

Section 4.09.6. At-Large Officers

The duties of an At-Large Officer, if any, shall be:

1. To provide advice and assistance to others on the Operating-Voting Committee.
2. To assist with supervision of ad hoc committees.
3. To attend all meetings of the Operating-Voting Committee.

ARTICLE V - INDEMNIFICATION

Section 5.01. Indemnification.

Every director, officer, or employee of the League shall be indemnified by the League and/or any of its insurers against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such person in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a director, officer, or employee of the League, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Executive-Financial Committee approves such settlement and reimbursement as being in the best interest of the League. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such director, officer, or employee is entitled.

Section 5.02. Insurance Requirements.

The League shall maintain liability insurance for appropriate vendors to the League. (e.g., fields and facilities.)

All League Members shall annually sign the liability waiver provided by the League.

The League shall maintain a Directors and Officers Insurance Policy of at least \$1 million per occurrence.

ARTICLE VI - FINANCIAL ADMINISTRATION & CONTROLS

Section 6.01. Fiscal Year.

The fiscal year of the League shall be January 1st – December 31st.

Section 6.02. Executive-Financial Committee Controls.

The Executive-Financial Committee:

- Shall be the only signatories on the League bank account(s).
- Shall ensure that all expenses are for League-related activities.
- Shall control access to any accounts so as to restrict the ability to disburse funds except by Executive-Financial Committee officers only.

Section 6.03. Operating-Voting Committee Controls.

The Operating-Voting Committee shall:

- Approve budget for upcoming season.
- Approve list of vendors that are allowed to be paid.
- Receive and review financial reports from Treasurer & Secretary (CFO).

Section 6.05. Deposits and Accounts.

All funds of the League, not otherwise employed, shall be deposited (or transferred/swept from the online team/player fee collection system [e.g., PayPal]) to the League bank account(s) at a FDIC-insured and USA-based bank. The League bank account(s) shall be independent of any person's personal, corporate, or any other accounts, shall be clearly named for this League, shall not be commingled funds of any kind, and shall have the League's three (3) official Executive-Financial Board member signatories established, and there shall be a secure process for when those signatories need to be replaced.

Personal or certified bank checks made payable to "Tri-Valley MSBL, Inc." will be accepted. The remitter of the check will be charged a \$50 fee (in addition to charges from their bank) for any check returned for insufficient funds. Cash payments will NOT be accepted.

Section 6.06. Checks, Payments, Drafts, Disbursements, Etc.

The Treasurer & Secretary (CFO) is responsible for paying League expenses within the approved budget either electronically or by paper check. The President and/or Vice President have the authority to pay League expenses within the approved budget if the Treasurer & Secretary (CFO) is not available. Any unauthorized use of funds is not allowed, with the exclusive exceptions (6.06A and 6.06B) below:

6.06A For expenses NOT accounted for in the approved budget, any of the Executive-Financial Board members may singularly authorize a check issuance or fund transfer of less than \$100 (the threshold amount) as long as another Executive-Financial Committee member is notified and approves the expenditure.

6.06B For expenses NOT accounted for in the approved budget, any two of the Executive-Financial Board members may authorize a check issuance or fund transfer over \$100 (the threshold amount) as long as the other Executive-Financial Committee member is notified and approves the expenditure.

Paying expenses using cash is NOT permitted, and no petty cash account will be maintained by the League. Payments made for any League expenditure directly from members' personal accounts or other accounts that are not pre-approved by the Executive-Financial Committee are not allowed.

Insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the League and in such manner as shall from time to time be determined by resolution of the **BOD** or of any committee to which such authority has been delegated by the **BOD**. (e.g., The Executive-Financial Committee).

All financial contracts or other financial undertakings, including but not limited to the incurrence of indebtedness or contingent obligations, shall be reviewed and approved by the Executive-Financial Committee.

ARTICLE VII - BOOKS AND RECORDS

Correct books of account of the activities and transactions of the League shall be kept by the Treasurer & Secretary (CFO) of the League. These shall include a minute book which shall contain a copy of the Certificate of 501(c)(7) (if/when attained), a copy of these Bylaws, and all minutes of meetings of the Operating-Voting Committee and the **BOD**.

ARTICLE VIII - AMENDMENT OF BYLAWS

The Operating-Voting Committee may propose changes to these Bylaws, to be approved and enacted by the **BOD**.

The **BOD** may initiate changes to these Bylaws provided prior notice of the proposed amendment is given to the Operating-Voting Committee.

These Bylaws may be approved and enacted by a two-thirds vote of the **BOD**.