

COLLEYVILLE BASEBALL ASSOCIATION

BY-LAWS

ARTICLE I- MEMBERSHIP, MEETINGS, AND VOTINGS

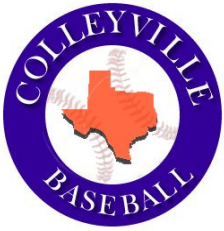
SECTION 1- Membership in Colleyville Baseball Association, referred to as C.B.A. from this point forward, is determined by paid registration of a player in the most recent twelve (12) month period, or holding a board position on the C.B.A. board for that current year, or a head coach on an official team roster.

SECTION 2 - Membership of C.B.A. shall hold an Annual Meeting at such place and time as shall be determined by the Board of Directors. Notice of the time and place of such Annual Meeting shall be made known to the membership of the C.B.A. through publication and/or individual mailings, not less than ten (10) days prior to the date of the meeting. The Annual Meeting shall take place in the calendar year between July 31 and September 30.

SECTION 3 - Special Meetings of the C.B.A. membership may be called by the President, or by the Secretary, upon receipt of a written request of not less than three (3) members of the Board of Directors, or by the Secretary, upon receipt of a written request of not less than fifteen (15) members of the C.B.A. membership. Notice of the time and place of Special Meetings of the C.B.A. membership shall be made known to the membership of the C.B.A. not less than five (5) days prior to the date of the meeting.

SECTION 4 - At each Annual Meeting or Special Meeting of the CBA, every eligible member present shall be entitled to vote. There shall be no proxy voting. A majority vote of those present and eligible to vote shall be required for election of Board Members and other items brought forth at the Annual Meeting. Notice of proposed business, or nominations for Board Positions shall have been given at the previous regular meeting, or submitted to the President or Secretary at least 20 days prior to the Annual Meeting. All nominees are subject to background checks. A two-thirds (2/3) vote is required for approval of any amendments or changes to the by-laws.

SECTION 5 - The presence of not less than ten (10) members eligible to vote shall be required to constitute a quorum for the transaction of business at any Annual Meeting or Special Meeting of the C.B.A.



ARTICLE II – ELECTION OF OFFICERS

SECTION 1 - Any changes to the At-Large membership composition of the C.B.A. Board of Directors shall be voted upon by the C.B.A. Board of Directors in the June C.B.A. Board of Directors meeting. The slate of At-Large candidates shall meet the minimum of three (3) At-Large Board members outlined in Article III below. Within twenty (20) business days after the June C.B.A. Board of Directors meeting, the C.B.A. shall post the Board of Directors positions that will be elected in the Annual Meeting on the C.B.A. website. Nominations for any C.B.A. Board of Directors position shall be made to either the President or Secretary, in writing either electronically or via U.S. Mail, no later than twenty (20) days prior to the Annual Board Meeting.

SECTION 2 – Each Board of Directors position, whether it is an At-Large Board position or a Board of Directors Officer position, shall be elected on a “position-by-position” basis. Should there be only one candidate for any position, that candidate shall hold the uncontested Board of Directors position for the upcoming year.

SECTION 3 – Ballots for contested Board of Directors positions shall be cast using a secret ballot. One (1) ballot may be cast by each C.B.A. member. Each family meeting the membership criteria listed in Article I, Section 1 may cast only one (1) ballot.

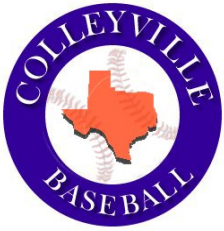
SECTION 4 - The term of office for all Board officers and At-Large Board members shall be one (1) year, beginning after the adjournment of the Annual Meeting.

SECTION 5- All Board Members shall be eligible for re-election.

SECTION 6 - In the event of the death, resignation, or inability to perform the duties of office for any reason, of any Board member, the Board of Directors by majority vote of the entire Board, shall be empowered to select a replacement for such Officer, who shall serve until the following Annual Meeting. Any Board member, who misses three or more regularly scheduled Board meetings, is subject to removal from the Board by majority vote of other Board members.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1 – The Board of Directors Officers shall include the President, Vice-President, League Commissioner, Treasurer, and Secretary. The Board of



Directors shall also be comprised of a minimum of three (3) At-Large Board members, giving the Board a minimum of eight (8) members.

SECTION 2 – The Board of Directors shall meet on a monthly basis at such time and place determined by the President. Special Meetings of the Board may be called by the President, or by the Secretary, upon receipt of a written request of not less than three (3) members of the Board of Directors.

SECTION 3 – The Board of Directors shall have the authority to suspend, discharge, or otherwise discipline any member, manager, coach, player, league official, umpire, or other person whose conduct is considered detrimental to the best interest of the C.B.A.

SECTION 4 – Any adult (persons eighteen (18) years of age or older) who is suspended, removed or otherwise disciplined by the Board of Directors, shall have the right to appeal such action before a majority of the members of the members of the Board of Directors at a regularly scheduled Board Meeting, or Special Meeting agreed upon by the Board.

SECTION 5 – The President or his/her Board Member designee shall, upon evidence of misconduct of any player, notify the head coach of the team of which the player is a member and the parents of any player who is less than eighteen (18) years of age, within twenty-four (24) hours of the act. If requested, the head coach shall appear with the player before the League Commissioner and not less than two (2) other members of the Sportsmanship Committee, for consideration of appropriate action. The player's parents or guardian shall be advised of, and invited to attend such meeting.

ARTICLE IV – FINANCIAL POLICY

SECTION 1 – The Board of Directors shall decide all matters pertaining to the finances of the C.B.A., bearing the responsibility to conduct the financial affairs of the C.B.A. in a sound, business-like manner.

SECTION 2 – To equalize the benefits of the C.B.A. for all participating teams, solicitation of funds shall be for the Treasury of the C.B.A. and contributions to individuals or teams shall be discouraged.

SECTION 3 – The Board of Directors shall institute policy related to the preparation and acceptance of an annual budget, and periodic and annual presentation of financial reports, and an annual audit of the books of the C.B.A, if so requested by a majority of the Board of Directors.



SECTION 4 – An Audit Committee shall be established at each Annual Board Meeting, and shall consist of the following three (3) members, each serving a one (1) year term:

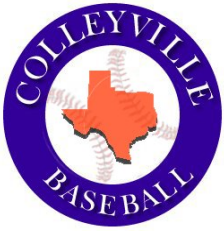
- (a) Two elected members from the C.B.A. membership who shall not be either a C.B.A. Board of Directors Officer or C.B.A. Board of Directors At-Large member (the “Non-Board Audit Committee Members”); and
- (b) One member, who shall be a C.B.A. Board of Directors Officer or C.B.A. Board of Directors At-Large member but not the President or Treasurer, and shall be appointed by the C.B.A. Board of Directors President (the “Board Audit Committee Member”).

Should a Non-Board Audit Committee Member or a Board Audit Committee Member notify the C.B.A. Board of Directors that they are unable to fulfill their duties as a member of the Audit Committee, the C.B.A. Board of Directors President shall have the obligation to select a replacement for that member. The C.B.A. Board of Directors President shall select a “like kind” replacement, meaning that the replacement Audit Committee Member shall be replaced with a person meeting the qualifications of that member who is being replaced.

The Audit Committee shall have the right and obligation to review the financial books and records of the C.B.A., and shall report on at least an annual basis to the C.B.A. Board of Directors of their findings. The Audit Committee shall have the right to call for an audit of the C.B.A. financial books and records if any evidence of a misappropriation of funds in the C.B.A. is found by the Audit Committee. Any audit of the C.B.A. books and records shall be conducted at the expense of the C.B.A. and shall be performed by a practicing Certified Public Accountant (“the Auditor”). The Auditor shall not be a member of the C.B.A. nor shall that Auditor be affiliated in any way with the C.B.A. or any member of the C.B.A.

ARTICLE V – DUTIES OF OFFICERS

SECTION 1 – The President shall preside at all meetings of the C.B.A. membership and at all meetings of the Board of the Directors; shall serve as the Chief Executive officer of the C.B.A.; shall be an ex-officio member of all standing and special committees; and shall perform such other duties as are normally associated with the Office of the President. The President will be responsible for all communications with baseball sanctioning bodies. The President will report to the Board on all matters concerning the C.B.A.

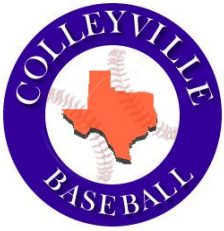


SECTION 2 – The Vice-President shall preside next in line to the President. If for any reason the President is not available and not able to perform his/her duty, the Vice President can handle business for the C.B.A. according to the President’s Role mandated by these by-laws. The Vice-President will be the assistant to the President in all matters. Duties will be including but not limited to player development and coaching instruction. The Vice-President will work with the President and report to the Board on all matters concerning the C.B.A.

SECTION 3 – The League Commissioner shall be responsible for the formation and structure of teams and leagues. This will be inclusive of the recruitment and training of age-level commissioners, the recruitment of coaches, and also the organization and implementation of coaches looks, where warranted. The League Commissioner will be responsible for “in season” issues related to the playing of baseball, as well as any other concerns that he/she feels needs to be addressed. The League Commissioner will work with the President and report to the Board on all matters concerning the C.B.A.

SECTION 4 – The Treasurer shall receive and disburse all funds with the approval of the Board of Directors; shall keep accurate account of all funds received and disbursed for the C.B.A.; shall submit a financial report at all regular meetings and as such other items as may be requested by the President; shall compile an Annual Report of C.B.A. finances; shall provide the books of the C.B.A. and other such documentation as requested for the annual audit; and shall transmit all financial records to any person elected to succeed him/her in that office. This person will also supervise all funds paid and received by the C.B.A. The Treasurer will work with the President and report to the Board on all matters concerning the C.B.A.

SECTION 5 – The Secretary shall have custody of the by-laws and all other records of the C.B.A.; shall keep order at all C.B.A. meetings by serving as Parliamentarian; shall keep an accurate record of the meetings and other activities of the C.B.A. and of the Board of Directors; shall be responsible for all correspondence on behalf of the C.B.A.; and shall transmit all records and correspondence to any person elected to succeed him/her in that office. The Secretary will work with the President and report to the Board on all matters concerning the C.B.A.



ARTICLE VI – BOARD OF DIRECTORS OFFICERS

SECTION 1 – The following officers, listed by chain of command, will be instituted and adhered to for all business and all baseball related matters, which are conducted through or by the C.B.A.:

1. President
2. Vice-President
3. League Commissioner
4. Treasurer
5. Secretary

ARTICLE VII – STANDING COMMITTEES

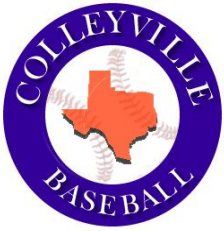
SECTION 1 – The President will designate a Sportsmanship Committee. This committee should be comprised of three (3) board members, and two (2) association members. This committee will review unsportsmanlike conduct of any player, manager, coach, parent, or umpire, and make recommendation of appropriate action to the Board.

ARTICLE VIII – SPECIAL COMMITTEES

SECTION 1 – Special Committees may be appointed by the President for such special purposes as deemed necessary. Committee duties and responsibilities are to be outlined at the time of the appointment. Such committees shall be dissolved at the annual meeting following appointment, but may be reappointed at any time following the annual meeting.

ARTICLE IX – ROBERTS RULES

SECTION 1 – The rules contained in the most current edition of the "Roberts Rules of Order" shall govern the C.B.A. meetings and meetings of the Board of Directors and League Committees in all cases in which they are applicable and not inconsistent with these by-laws and any special rules of order the C.B.A. shall adopt.



ARTICLE X – AMENDMENTS

SECTION 1 – These by-laws may be amended by a two-thirds (2/3) vote of those in attendance of the C.B.A. membership at the Annual Meeting or a Special Meeting called for that purpose, provided notification for Special Meetings for the purpose are provided to the membership at least ten (10) days in advance of the date of such meeting. There shall be no proxy voting.