

**SECOND AMENDED BYLAWS
OF
COPPELL BASEBALL ASSOCIATION**
Amended 09/27/2009

ARTICLE I- NAME AND PURPOSE

1.01 - Name. The name of the Corporation shall be COPPELL BASEBALL ASSOCIATION (“CBA”).

1.02 - Purpose. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, (1) exclusively to foster national or international amateur sports competition, and primarily to conduct national or international competition in sports or to support and develop amateur athletes for that competition, and (2) the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Further, the purpose for which this Corporation is formed is to instill in the youth of this community ideals of good sportsmanship, honesty, loyalty, courage, and reverence, so that they may be finer, stronger, and happier youth. This purpose shall be reached by providing supervised, competitive baseball games. Coaches and parents shall bear in mind that attainment of exceptional athletic skill or winning of games will be secondary to the enjoyment of and participation in the sport of baseball.

1.03 - Inclusion Statement. CBA is committed to inclusion in all of its programs and services. CBA is consciously and proactively inclusive of all areas of diversity including, but not limited to, race, ethnicity, color, national origin, ancestry, gender, sexual orientation, religion, age, socioeconomic status, marital status, language, disability, or immigration status.

ARTICLE II – OFFICES

2.01 - Principal Office. The principal office of the corporation shall be located at 509 W. Bethel Road, Suite 2, Coppell, Texas 75019.

2.02 - Other Offices. The corporation may have offices at such other places, either within or without the State of Texas, as the board of directors may from time to time determine or as the affairs of the corporation may require.

2.03 - Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III - MEMBERS

3.01 Membership in this Corporation shall be open to all persons who sincerely desire to further its purpose as expressed by these bylaws and its Articles of Incorporation.

3.02 Members of this Corporation may be either voting or non-voting.

3.03 A voting member is the parent or guardian of a youth duly registered in the baseball program from the day of registration to the first day of registration the following year.

3.04 Any voting member shall have one (1) vote at the annual meeting of the members regardless of the number of children they may have registered.

ARTICLE IV - MEETINGS OF MEMBERS

4.01 The time, place and date of scheduled meetings are to be so decided by the Board of Directors. All meetings of the members for the election of the officers and directors shall be held in the confines of the CBA area. Meetings of members for any other purpose may be held at such time and place as shall be stated in the notice of the meeting, or in a duly executed waiver of notice thereof. The "Robert's Rules of Order, Revised" shall be the Parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

4.02 The annual meeting shall be held in the month of July for the purpose of (i) the nomination and election of officers and directors to serve for the term of one year, and (ii) the presentation of reports. The Treasurer will submit a financial review and a closing financial statement for the previous year. This presentation will be the final act of the outgoing Treasurer before the new Treasurer is elected. Two weeks prior to the annual July meeting, a list of nominees will be sent to the voting members by posting same on the Corporation's web site.

4.03 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.

4.04 Special meetings of members, for any purpose or purposes unless otherwise prescribed by statutes or these Bylaws, may be called by the President, the Board of Directors, or not less than one-third of all members of the Corporation entitled to vote at any meeting. The business to be transacted and the purpose of any special meeting must be specified in the notice or waiver, except where expressly provided for in these Bylaws.

4.05 Notice shall be provided to each member entitled to vote at the annual

meeting (or special meeting) stating the date, time and place of the annual meeting (or of a special meeting), either published in local newspapers, published on the Corporation web site or by mail at the direction of the President, or the officer, director or person calling the meeting. This notice shall be given no less than two (2) weeks prior to the annual meeting date and one (1) week prior to any Special meeting.

4.06 At any regular or properly called meeting, the vote of the majority of the members present having voting power shall decide any questions brought before such meetings unless the question is one upon which, by express provision of the statutes or these Bylaws, a different vote is required; in which case such express provision shall govern and control the decision of such question. The voting members present at a duly organized meeting may continue to transact business until adjournment.

ARTICLE V - OFFICERS

5.01 - Term. The officers of the Corporation shall be elected by the voting members for a term of one (1) year. No person may hold more than one (1) elected office.

5.02 - Election of New Officers. The voting members at each annual July meeting of the members shall elect the officers from those nominated. The newly elected officers shall begin their term of office on August 1. No person may serve as President who has not served as an officer or some other position on the Board of Directors for a minimum of one (1) year prior to his/her election to the office of President.

5.03 - Resignation. Any officer of the Corporation may resign his/her position by submitting a written resignation to the President.

5.04 - Removal. All officers shall be subject to removal, with or without cause, at any time by a vote of a majority of the whole Board of Directors. Notification of any such action will be accomplished by the use of a registered letter, effective with the date of the letter.

5.05 - Vacancies. A vacancy in the office of any officer shall be filled by a vote of a majority of the directors, and the officer so elected shall hold office until the next annual July meeting.

5.06 - Committees. At the regular April monthly meeting, the Board of Directors shall appoint a Nomination Committee of at least three (3) officers to nominate officers for the following year, and a bylaw Committee consisting of at least three (3) officers to gather requested changes (including changes to rules of play) from members to be presented at the general meeting scheduled in October.

5.07 - Titles. The officers of the Corporation shall be elected by the voting membership to fill the following offices:

President
Vice President
Secretary
Treasurer
Director of Coaches
Director of Instruction
Director of Field Operations
Director of Equipment
Director of Uniforms/Trophies/Pictures
Director of Concessions
Director of Information Systems, Communications and Publicity
Director of Fund Raising
Director of Risk Management
Director of Umpires
Director of Select Team League Coordination and Scheduling
Director of Select Team Program
Director of Premier League Program
Director of Tournament Teams
Director of Tournament Play
League Commissioners
Administrative Assistant

5.08 - Duties. The duties of the officers are to perform such duties as the Board of Directors may prescribe as well as the following duties:

PRESIDENT

To preside over all meetings.
To appoint committees and act as ex-officio officer presiding at all committee meetings.
To break any tie votes.
To counter-sign orders and checks as needed.
To call meetings as needed.
To be Chief Executive Officer of the Corporation.
To perform such other duties as the Board of Directors shall prescribe.

VICE PRESIDENT

To preside over all meetings in the absence of the President.
To set up, organize, and coordinate registration.
To counter-sign orders and checks as needed.
To serve as Chairman of the Protest committee.
Oversee and coordinate game scheduling/rescheduling with Admin Assistant and Commissioners at all parks
To perform such other duties as assigned by the President.

SECRETARY

To record and keep on file minutes of each meeting of the Board of

Directors, and distribute to Board members no later than the next scheduled meeting.

To provide timely communication between the Corporation, the Members, and the general public.

To provide timely notification to the public concerning all registrations.

To schedule, coordinate, and oversee all literature and collateral material provided to the public.

To provide to local publications information regarding any other pertinent information on a timely basis.

To perform such other duties as assigned by the President or Vice President.

TREASURER

To receive and collect all funds.

To dispense all bills and charges under the direction of the Board of Directors.

To maintain an accurate and current ledger as to all Corporation funds.

To provide a full report of receipts and expenditures, deposit balances, and overall financial condition at each meeting of the Board of Directors and each meeting of the membership (with the exception of special meetings).

To perform such other duties as assigned by the President or Vice President.

DIRECTOR OF COACHES

To serve as arbitrator between the Board of Directors and the team coaches.

To implement rules, policies, and procedures as established by the Board of Directors, to include drafting and gaining Board approval for rule exceptions.

Coordinate with commissioners and the Risk Manager to develop a list of proposed Head and Assistant coaches.

To preside over all meetings of team coaches.

To maintain complete rosters, as provided by the Admin Assistant.

To make assignments of late registrants to teams with balanced rosters being the primary objective.

To set up and coordinate the team selection process, including Coaches' Look (player tryouts) as necessary.

To coordinate with Vice President and Admin Assistant for re-scheduling of all games not played on their assigned dates, including notification to the Umpires' Corporation.

Coordinate Director of Select Teams to allocate practice fields and maintain a master practice schedule.

Coordinate any coach/player clinic planning and scheduling with the Director of Instruction.

Coordinate creation, distribution, collection and review of annual evaluations for the League.

To perform such other duties as assigned by the President or Vice President.

DIRECTOR OF INSTRUCTION

Coordinate planning and scheduling of any/all coaches or players clinics. Provide any information/guidance to CBA coaches regarding techniques, suggestions, practice tips, etc.

Develop appropriate guidance for all ages of CBA player development.

DIRECTOR OF PARK FACILITIES

Provide liaison between CBA and City Park Staff for any issues regarding Wagon Wheel improvements, repairs or any such issues pertaining to Wagon Wheel upkeep and maintenance.

To coordinate, with the League Commissioners, scheduled Wagon Wheel "work days" as needed to maintain and improve the playing and practice facilities.

To monitor playing conditions and coordinate the updating of the Hot-Line with information about potential Wagon Wheel rainouts and re-schedules.

To perform such other duties as assigned by the President or Vice President.

DIRECTOR OF EQUIPMENT

To select, purchase, and maintain all equipment necessary to sustain league play and support its operations.

To organize and supervise the distribution and collection of all equipment.

To organize the storage of all league equipment.

To keep proper records of all equipment.

To submit an annual budget for equipment purchases prior to the beginning of the Spring season.

To perform such other duties as assigned by the President or Vice President.

DIRECTOR OF UNIFORMS/TROPHIES/PICTURES

To solicit bids for team uniforms from sporting goods dealers.

To coordinate, with Board approval, the selection of uniforms with regard to team names and colors.

To provide a means for uniform sizing during player registration.

To coordinate distribution of all team uniforms.

To select and purchase trophies, with Board approval, and insure distribution of said trophies.

To assist All-Star coaches in selection, pricing, and timely delivery of uniforms.

To assist coaches of Select Teams in ordering and delivery of uniforms.

To solicit bids for team pictures from professional photographers and to

coordinate the entire Team Picture effort
To perform such other duties as assigned by the President or Vice President.

DIRECTOR OF CONCESSIONS

To organize and supervise the operation of all Corporation-run concession stands.

To select and purchase all concession stand equipment subject to Board approval.

To purchase, stock, and price for resale all concession merchandise.

To submit a statement of operating expenses and revenues to the Board of Directors.

This statement shall be provided at minimum at the conclusion of each season, and at the mid-point of the Spring season.

To perform such other duties as assigned by the President or Vice President.

In the event the person serving in this position is compensated for their services, the Director of Concessions will be a non-voting member of the Board of Directors.

DIRECTOR OF INFORMATION SYSTEMS, COMMUNICATIONS AND PUBLICITY

To maintain the CBA web site.

To coordinate web site content with the Board of Directors.

To coordinate with appropriate board members/Admin Assistant to maintain web site currency.

To produce and maintain an up-to-date database of all CBA players.

To provide the membership roster for the annual meeting.

To provide the Board of Directors with recommendations to enhance/improve the Corporations communication services with all Corporation members.

To perform such other duties as assigned by the President or Vice President.

DIRECTOR OF FUND RAISING

To solicit and procure sponsors for the Corporation.

To work with the Chamber of Commerce to enhance the CBA's identity with local businesses and merchants.

To present to the Board ideas for sponsor acknowledgment, to ensure that all sponsors receive proper recognition for their support.

To arrange, oversee, and coordinate any fund raising program or other special project as approved by the Board.

To perform such other duties as assigned by the President or Vice President.

In the event the person serving in this position is compensated for their services, the Director of Concessions will be a non-voting member of the

Board of Directors.

DIRECTOR OF RISK MANAGEMENT

Conduct required background checks of all Board Members, Head coaches and Assistant coaches in accordance with City policy.

Report background check results directly to the President, according to the requirements of City policy.

To perform such other duties as assigned by the President or Vice President.

DIRECTOR OF UMPIRES

To recruit, instruct, schedule and evaluate performance of CBA umpires.

To perform such other duties as assigned by the President or Vice President.

Due to the requirement to pay any outsourced Umpire Corporation for their services, the Board of Directors may elect to fund payment for services to the Director of Umpires.

In the event the person serving in this position is compensated for their services, the Director of Umpires will be a non-voting member of the Board of Directors.

DIRECTOR OF SELECT TEAM LEAGUE COORDINATION AND SCHEDULING

To coordinate all CBA matters and events related to CBA Select Teams participation in a select league.

To attend all Select League meetings.

To keep the CBA Board of Directors informed of pertinent Select League activities and apprise and advise the CBA Board of Directors on any Select League issues requiring input and/or vote from CBA.

To cast the CBA vote at Select League meetings.

Provide direction and assistance as required to the Director of Select Teams and Director of Tournament Team.

To perform such other duties as assigned by the President or Vice President.

DIRECTOR OF SELECT TEAMS PROGRAM

To manage the Select Teams program to include:

Coordination of coach selection process

Coordination of tryouts for the Select Teams

Coordination of player selection process to include timely tryout notification, scheduling of tryout location, and to monitor and ensure proper notification of all players, those selected and those not selected.

Provide coordination and interface between coaches of Select Teams and Select League to include scheduling, rule notification and understanding, tournament options and availability, and

tournament entry procedures, in order to provide adequate and timely awareness to the coaches of Select Teams.
Coordinate development, distribution collection and evaluation of annual surveys of the Select Teams.
Coordinate with Director of Umpires for scheduling.
To attend regular meetings of Select League.
To perform such other duties as assigned by the President or Vice President.

DIRECTOR OF TOURNAMENT TEAMS

To manage the Tournament Teams program to include:
Coordination of coach selection process
Coordination with the league commissioners to determine the number of teams fielded by each league
Coordinate the player selection process, to include timely notification, scheduling and notification of all players, those selected and those not selected
To perform such other duties as assigned by the President or Vice President.

DIRECTOR OF TOURNAMENT PLAY

To manage the Tournament Play program to include:
Provide coordination and interface between coaches of Tournament Teams and local tournaments to include scheduling, rule notification and understanding, tournament options and availability, and tournament entry procedures, in order to provide adequate and timely awareness to the coaches of Tournament Teams.
To coordinate with USSSA, Super Series and other similar organizations in the hosting of tournaments
To help coordinate all tournaments hosted by CBA.
To perform such other duties as assigned by the President or Vice President.

LEAGUE COMMISSIONERS

All commissioners should have a child playing in his leagues age group.
Commissioner duties will include:
To communicate information such as game schedules, league rule exceptions, and all-star selection information to their respective league managers.
To bring to the Board's attention, via their league's Director of Coaches, all issues concerning their league, whether it be rules, field conditions, umpiring concerns, coaching concerns, etc.
To coordinate, through the Director of Facilities, "work days" as needed to maintain and improve game and/or practice field facilities.

To maintain and update city tournament brackets on a daily basis.
To distribute and provide collection for end of season surveys.
To perform such other duties as assigned by the President or Vice President.

League Commissioner Positions:

U16 (ages 15 & 16)
U14 (ages 13 & 14)
U12 (ages 11 & 12)
U10 (age 10)
U9 (age 9)
U8 (age 8)
U7 (age 7)
U6 (age 6)
U5 (age 5)
Blast Ball

ADMINISTRATIVE ASSISTANT

The Board of Directors may allocate funding to support the hiring of a paid Corporation employee for the purposes of conducting full time Administrative support to the Corporation

Task assignment for the Administrative Assistant will be from the President, or the Vice President in the President's absence.

Administrative Assistant job description will include:

Support to the Vice President for registration coordination

Support to the Treasurer for routine daily bookkeeping

Support to the Secretary/Public relations for information dissemination

Support to the Director Info Systems/Communications to provide web site updates

Provide accurate player information to the Director of Coaches in time for the team selection process

Support to the Director of Coaches for roster production, roster management and scheduling

Collect, distribute accordingly, and coordinate responses to (if applicable) any/all correspondence directed to the Corporation.

Copies of all correspondence and responses shall be kept on file.

Administrative Assistant salary amount will be determined by the Board of Directors.

Due to the position being salaried, the Administrative Assistant will be a non-voting member of the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

6.01 - Management. The business and affairs of the Corporation shall be managed and controlled by a Board of Directors. All directors shall meet the eligibility requirements of voting members as set forth Article 3. The Board of Directors shall

establish all policies, rules, and procedures not covered by these Bylaws. The Board of Directors shall establish the geographical boundaries of Coppell Baseball Association.

6.02 - Number. The number of directors of the Corporation shall be no more than thirty (30), but such number may be increased or decreased by amendment to the bylaws, in the manner set forth herein. In no event, however, shall the number of directors be less than three. The Board of Directors shall consist of all officers elected at the annual July meeting and entitled to vote.

6.03 - Advisory Directors. The Board of Directors may also appoint such advisory directors as it shall deem necessary and proper, to act in advisory capacities without the power of final decision in matters concerning the business of the corporation and without power to vote as a director.

6.04 - Election and Term of Office. Each director shall be elected at the annual July meeting by a majority vote of the members, for a term of one year, and shall hold office until such director's successor is elected and qualified. The newly elected directors shall begin their term of office on August 1. Voting procedures shall be as directed by the President or presiding Director. There will be no limitation to the number of terms a board member may serve.

6.05 - Nomination Committee. At the regular April monthly meeting, the President of the Corporation shall appoint a Nomination Committee of at least three (3) officers to nominate directors for the following year. Additional nominations may be made from the floor by the voting members.

6.06 - Resignation. Any member of the Board of Directors may resign by giving written notice to the President, Vice President or the 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.

6.07 - Removal. Any member of the Board of Directors may be removed, with or without cause, at any special meeting of members, or special meeting of the Board of Directors, by the affirmative vote of a majority of the members or Board of Directors at such meeting that are entitled to vote, if notice of the intentions to act upon such matters shall have been given in the notice calling for such meeting.

6.08 - Vacancies. If any vacancies occur on the Board of Directors for any reason, a majority of the Board of Directors then in office may choose a successor, or a successor may be chosen at a special meeting of the members called for that purpose. Each successor director shall be elected for the unexpired term of his/her predecessor.

6.09 - Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be designated by the Board of Directors, without the necessity of notice to the general membership.

6.10 - First Meeting. The first meeting of each newly elected Board of Directors shall be held in joint session with the old Board of Directors, no later than 30 days after election of new Board members.

6.11 - Quorum. At all meetings of the Board of Directors, the presence of a minimum of ten (10) of the serving directors shall be necessary to constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting shall be the act of the Board of Directors except as may be specifically provided for by statute or these Bylaws. If a quorum is not present at any meeting of the Board of Directors, the Directors present shall adjourn the meeting without notice other than an announcement at the meeting until a quorum shall be present.

6.12 - Special Meetings. Special meetings of the Board of Directors may be called by the President at his/her discretion. Such special meetings must be called by the President; however, any two (2) directors may call a special meeting of the Board of Directors with two (2) days notice by written request to the President, or to the Vice President in the President's absence.

6.13 - Absences. Any member of the Board of Directors who is absent from two (2) consecutive meetings of the Board of Directors without justifiable cause and permission of the President or Vice President shall be subject to dismissal by the Board of Directors.

6.14 The Board of Directors shall present, at each annual July meeting, a full and clear statement of the business and financial condition of the Corporation. An appointed committee of the Board of Directors will audit books and records once a year. This committee is to be appointed by the President of the Corporation.

6.15 It is understood that by accepting any position on the Board of Directors that presence at the park(s) will be required for the minimum of one (1) day or night per week as per a pre-established schedule. Additionally, out-of-season Board functions including, but not limited to, registration, tryouts, coaches looks and facility projects will require periodic weekend attendance of all board members as per an established schedule.

ARTICLE VII - PROTEST COMMITTEE

7.01 The Protest Committee shall consist of:

Vice President who shall serve as its chairman and vote only in case of a tie.

The League Commissioner.

If any of the Commissioner's positions are open at the time of the protest, the Vice President may, at his/her discretion, select any other sitting Board member (with the exception of the President) to fill in as a member of the Protest Committee.

7.02 The Vice President shall notify the President of any and all pending protests.

7.03 The purpose of the Protest Committee shall be:

To receive and act appropriately on each written notification of protest..
Protests must be filed in writing and must be accompanied by a \$25 check, to be returned to the protesting team if the protest is upheld. If the protest is denied, the check is to be deposited into the general fund of the CBA. A single representative of each team from the protested game is to be invited to the Protest Committee hearing, and shall be allowed a maximum of five (5) minutes to clarify their position. Attendance by a team representative is not mandatory, nor should the presence or lack thereof have any bearing on the Committee decision, other than from clarification of the facts of the protest. To render a decision regarding the protest within the prescribed time frame, and notify the President of the outcome of the decision.
To meet on an as-needed basis when called by the chairman.

ARTICLE VIII - DISCIPLINARY-GRIEVANCE REVIEW COMMITTEES

8.01 The Disciplinary Review Committee shall consist of not less than five (5) members of the Board of Directors, as selected by the President. This is not a standing committee, and may in fact change membership with each concern addressed to the Board.

8.02 The Grievance Review Committee shall consist of five (5) members of the Board of Directors to include the Vice President, the age group Commissioner in whose age group the grievance resides, the Director of Coaches for the opposite age group in which the grievance resides, and two Board of Director members appointed by the President and approved by vote of the Board of Directors to serve a one year term on the Committee.

8.03 The Disciplinary Review Committee shall be chaired by the President, who will vote only in the case of ties.

8.04 The Grievance Review Committee shall be chaired by the Vice President, who will vote only in the case of ties. In the event of a conflict or recusal of a committee member, the Chairman will appoint an alternate.

8.05 Any member of the Corporation (Head Coach, Assistant Coach or parent) may be brought before the Disciplinary Review Committee. The Committee members must act upon receipt of a written complaint from any member of the Corporation concerning BYLAWS or RULES violations within seven (7) days. A complaint must be submitted in writing to the attention of the President at the Corporation's office within seven (7) days of the occurrence in order to be accepted for review by the Committee. The Committee members will not accept verbal, unsigned or anonymous complaints. Persons signing complaints must be willing to appear before the Committee.

8.06 Any member of the Corporation may file a grievance with the Grievance

Review Committee. Disputes between parties who in good faith have attempted but failed to resolve disputes on their own shall constitute valid grievances. Disputes with a coach regarding management of the roster or game strategy (i.e., where my child bats in the line-up or what position he/she plays, coach's baseball strategy, etc) will not normally be heard. The Committee will have full authority to determine whether the grievance will be reviewed. A complaint must be submitted in writing the attention of the President at the Corporation's office within seven (7) days of the occurrence in order to be accepted for review by the committee. The Committee members must act upon receipt of a written grievance from any member of the Corporation within seven (7) days. The Committee members will not accept verbal, unsigned or anonymous grievances. Persons signing grievances must be willing to appear before the Committee.

8.07 Upon receipt of a properly submitted complaint or grievance, the respective Committee must convene and take the matter under consideration within seven (7) days. Any decision by a Committee shall be final.

8.08 Any appropriate or necessary action in response to a properly submitted complaint or grievance shall be administered in accordance with the Committee decision.

8.09 Members of a Committee, who become subjects of the Committee, will abstain from membership during the Committee's consideration of that case.

8.10 In the event that it is unclear whether a properly submitted complaint or grievance is a matter for the Disciplinary Committee or the Grievance Committee to hear, the President will determine which committee will hear the complaint.

ARTICLE IX - INDEMNIFICATION

9.01 The Corporation shall indemnify and hold harmless any Director, Manager, agent, or player, or former Director, coach, agent or employee of the Corporation or any other person who may have served at its request as a Director, coach, agent or employee of another corporation in which it owns or has owned shares of stock, or of which it is a creditor, against expenses actually and necessarily incurred by him and any amount paid in satisfaction of judgments in connection with any action, suit or proceedings, whether civil or criminal in nature, in which he is made a party by reason of being or having been such a Director, coach or employee (whether or not a Director, coach, agent or employee at such time costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Corporation may also reimburse to any Director, coach, agent or employee the reasonable costs of settlement or any such action, suit or proceedings it shall be found by a majority of the committee of the Directors not involved in the matter in controversy, whether or not a quorum, that it was to the interests of the Corporation that such settlement be made, and that such Director, coach, agent or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, coach, agent or employee

may be entitled to by law or otherwise.

ARTICLE X - LEAGUES

10.01 The Coppel Baseball Corporation shall consist of the following leagues:

Blast Ball:	Blast Ball (three and four year olds)
T-Ball:	U5 (age pure five year olds) U6 (age pure six year olds)
Coach Pitch:	U7 (age pure seven year olds) U8 (age pure eight year olds)
City team Baseball:	U9 (age pure nine year olds) U10 (age pure 10 year olds) U12 (age 11 & 12 mixed) U14 (age 13 & 14 mixed) U16-18 (age 15 - 18 mixed)
Premier League Baseball:	Age 7 and 8
Select Teams Baseball:	Age pure 9, 10, 11, and 12.

10.02 Playing age is determined by the player's age as of midnight on April 30 of the calendar year of the Spring season; Fall season playing age is determined by the player's age as of midnight on April 30 of the following calendar year. If a player is a freshman in high school and his/her birthday falls in August which would normally make that player a U14 player, he or she has the option to play in the U16 division. Once the decision is made that player may not switch divisions. All players must play in their age group, no player may play up or down.

ARTICLE XI - COACH APPROVAL

11.01 The Director of Risk Management will conduct a background check on all coach volunteers in accordance with City Policy. Subsequent to this check a list of potential candidates for prospective coaches will be provided to the Director of Coaches.

11.02 This list of prospective coach applicants will be screened by the Director of Coaches and respective league commissioners to develop a recommendation of prospective coaches which shall be forwarded to the Board of Directors for final approval prior to the beginning of the team selection process for that season (Coaches' Look or player draw).

11.03 Final approval of Coaches is the responsibility of the Board of Directors, and does not rest with any single member of the Board.

11.04 Each approved Head Coach shall be allowed one (1) Registered Assistant Coach and may submit his/her coach's application to the Director of Coaches for approval no later than the last day of Registration. If no Assistant is requested, one will be assigned by CBA.

11.05 A person may act as a temporary Manager or Coach with approval of the League Commissioner and Director of Coaches.

ARTICLE XII - HEAD COACH DUTIES

12.01 Each team Head Coach shall select a Parent Representative to assist with the communications and functions involving the team and team parents.

12.02 Each Head Coach and Registered Assistant Coach shall attend a minimum of two-thirds of all practices and scheduled games, and must be on the playing field during games.

12.03 Each Head Coach shall obtain approval from the League Commissioner and Director of Coaches prior to making any permanent coaching changes.

12.04 Each Head Coach shall notify the Director of Coaches if any player quits the team for any reason.

12.05 Coaches are not authorized to place late registering players on their team. All late registration players will be assigned to a team by CBA.

12.06 Any Coach who does not fulfill his/her duties as defined herein, shall be subject to review by the Coaches' Disciplinary Review Committee.

ARTICLE XIII – REGISTRATION

13.01 Registration of players shall be held semi-annually with the registration period and fees determined by the Board of Directors prior to registration. The registration period and fees shall be adequately published in advance.

13.02 At the time of registration, a player may submit to the Board, a list of prospective managers they do not wish to play for. The number of coaches on this list may not exceed 25% of the final approved list of managers in the division.

13.03 In the event that a team roster is decreased below the Board-approved number of players, and additional registrants are not available, the Board shall determine the most equitable solution to allow the players to continue to play.

ARTICLE XIV – ALLOCATION

14.01 The number of players to be placed on each team shall be determined by the Board of Directors after registration has been completed.

14.02 Teams in the Junior leagues (Blast Ball-U6) fall and spring seasons shall be determined using a "Blind Draw" method.

14.03 Teams in all other Senior leagues (U7- U18) spring season shall be determined by the draft method or as otherwise determined by the Board of Directors. Fall season teams shall be determined by a "Blind Draw" method.

14.04 Once a player has been placed on a team either by draw or draft, the only way he/she may be moved to another team is by written request to, and approval by the Board of Directors. Upon approval, the Board shall decide the player's team placement.

ARTICLE XV - PROTECTED PLAYERS

15.01 There may be a maximum of 2 players designated as "protected" per team. A player will be "protected" under the following circumstances.

15.02 No coach shall have more than two (2) protected players on his/her team with the exception of brother/sister situations. All other exception conditions must be approved by the Board of Directors.

ARTICLE XVI - PLAYER TRYOUTS

16.01 All registrants entering the Senior leagues must attend a tryout session (Coaches' Look) for their respective division.

16.02 Any registrant who does not participate in a tryout session will be selected in a blind draw after all eligible players are drafted.

16.03 It is recommended that all players (even those "protected") participate in the tryouts, as changes in the manager and coach rosters may occur after the tryouts and prior to the draft; in the event a player has not attended the tryout session, he/she must go in to the blind draw.

16.04 All eligible players will be placed on teams using the Board-approved draft process after player tryouts are completed.

ARTICLE XVII - DRAW/ DRAFT PROCESS

17.01 The Head Coach and/or Registered Assistant Coach should be present during the entire draw/draft process for their respective division.

17.02 No children, family members, or other observers are permitted to observe

the draw/ draft process.

17.03 The Head Coach or Registered Assistant Coach will draw for draw/draft order; this position will be held throughout the draw/draft process.

17.04 Draw/draft of players will proceed in a first-to-last, last-to-first alternating sequence. Example: 6-team draw/ draft. First round order: 1,2,3,4,5,6. Second round order: 6,5,4,3,2,1

17.05 Protected players are to be considered first- or first- and second-round choices in the draw/draft. Siblings of protected players will be placed on the team after skipping one round following the placement of a protected player (i.e., if Team A protects players B and C in the first two rounds, Team A gets to select a player from the draft-eligible pool for round 3. In round 4, player D, a sibling of player B, will be placed on the team).

17.06 If a team selects a player during the draw/draft that also has a sibling in the same division, that sibling of the selected player shall be placed on the team after skipping one round (i.e., if players D and E are siblings in the same division and Team F selects player D in the fifth round, player E will be placed on Team F in the seventh round).

17.07 A team will not participate in a draw/draft round in which they have a protected player.

17.08 Following the completion of the formation of teams, team names will be selected. The order for selecting team names will be based upon the same draw/draft order, but the last team will select first and the first team will select last (last-to-first sequence).

17.09 Once teams have been formed, no changes may be made to the roster unless a request to do so is made in writing, presented to the following Directors(President, Vice President, Commissioner (of the division in question) and two “at-large” Directors (to be appointed by the President), and approved by a unanimous vote of these designated Directors.

17.10 Practice fields will be selected at the time of the scheduled coaches meeting. All coaches who are designated as the Head Coach for two or more teams will select their teams’ respective practice fields first. All other Head Coaches will then draw a number to determine the order in which they will select a practice field for their team.

17.11 The Draw Process

1. The Draw Process shall be used for team selection during the Fall season for all divisions. The Draw Process shall only be used for team selection during the Spring season for the Blast Ball – U6 divisions.

2. Teams will draw players' names according to their draw position and according to the procedure described above until all eligible players have been selected.

17.12 The Draft Process

1. The Draft Process shall only be used for team selection during the Spring season for the U7 - U18 divisions.

2. Teams will draft players according to their draft position and according to the procedure described above until all eligible players are drafted. Except as noted below, a team may draft as many players of either age as it so chooses.

3. For the U12 - U18 divisions only, a team with one (1) protected player of the older age and one (1) protected player of the younger age must draft a player of the younger age in the next round.

4. For the U12 - U18 divisions only, a team with two (2) protected players of the older age must draft a player of the younger age in the next two rounds.

5. For the U12 - U18 divisions only, a team with two (2) protected players of the younger age may draft a player of either age in the next two rounds.

6. For the U12 - U18 divisions only, a team with only one (1) protected player (and that player is of the older age) must first draw a player from the hat in the second round. In the event the drawn player is of the older age, the team must then draft a player of the younger age in the next two rounds. In the event the drawn player is of the younger age, the team must then draft a player of the younger age in the next (third) round.

7. Players who are not eligible for the draft will be separated by playing age and drawn from the hat using the continuing draft sequence. All remaining players in the older age group will be selected first. Then all remaining players in the younger age group will be selected. Except players who attended tryouts for a CBA traveling team, all players who fail to attend the scheduled coaches look/tryout are not eligible for the draft.

8. If necessary, the rules for the "draft process" may be changed at the time of the draft, but only if the commissioner (or board representative) presiding over the draft for the affected division and all coaches in attendance at the draft for that division unanimously approve the requested change. Otherwise, the above rules must be strictly followed at all times.

ARTICLE XVIII - PLAYING RULES

18.01 Regulation baseball rules shall be followed. Exceptions specific to Coppell Baseball are to be identified in a separate document entitled "Coppell Baseball Rules ". Rulings are to be made following the Sporting News Baseball Rulebook, superseded by Coppell Baseball Rules.

ARTICLE XIX – CONDUCT

19.01 Any CBA member as defined herein, who is reported to the Board of Directors in writing for using profane language, acting in an unsportsmanlike manner, and/or is observed to be under the influence of intoxicating beverages or illegal or controlled substances at any function associated with the CBA will be subject to disciplinary action by the Board of Directors. When any of the above acts are committed, that person is required to remove himself/herself from the premises immediately when asked by either a CBA Director or an Umpire. Refusal to comply will result in an automatic suspension from the CBA.

19.02 Each coach shall agree to abide by the decisions of the CBA Board of Directors and the Managers' Disciplinary Review Committee.

19.03 Head coaches are responsible for the behavior of all Coaches, players and parents of his/her players during scheduled games.

19.04 If any person is ejected from a game for any reason, they will leave the field area immediately (ejected players may remain in the dugout). If the ejected person continues to be disruptive to the game, they will be asked to leave the grounds completely. Failure to comply may result in a forfeiture of the game. An ejected person may be suspended from the program for the remainder of the season, and may be subject to suspension for the following season subject to an investigation by the CBA Board of Directors. If a person is ejected twice in one season, they will be subject to a suspension from the CBA.

19.05 There will be no profanity by players or coaches at any time while engaging in the activities of this program, including practices. Also, there is to be no abusive or derogatory comments or names directed to or about any player, coach or umpire by other players, coaches, or spectators.

19.06 No unified razzing or screaming at any opposing team or players shall be allowed.

ARTICLE XX – SELECT/PREMIER LEAGUE TEAM PROGRAM

20.01 The CBA Select/Premier League Team Program provides a more competitive alternative for those players who demonstrate through tryout the ability to play at a higher competitive level and who are willing and able to make a larger commitment in time, travel and expense to baseball. These select teams will be formed age pure for the 9, 10, 11, and 12 year old age groups and premier league will be formed from 7 and 8 year old groups, unless otherwise determined by the Board of Directors. Select/Premier League teams will play select/premier league teams from other associations and at least half of the scheduled games may be played at sites other than CBA.

20.02 The CBA Board of Directors will determine the number of select/premier league teams which will be formed, keeping the quality of the city team league and the degree of

competition in select/premier league team participation foremost in mind. The Board of Directors may elect to not form a team in a particular age group due to lack of qualified coaches, lack of interest, or any other reason that is deemed in the best interests of the CBA.

20.03 Select/Premier League Team Head Coach selection process will be determined by the Board of Directors.

20.04 Select/Premier League Team player selection process will be determined by the Board of Directors.

20.05 The amount of Select/Premier League Team financial support from CBA will be determined by the Board of Directors.

20.06 Select/Premier League Team rules will be governed by the rules of baseball as reflected in the Sporting News Baseball Rules, superseded by the current league they participation exceptions.

ARTICLE XXI – MISCELLANEOUS

21.01 Petty cash reimbursement requests along with supporting receipts shall be submitted to the Treasurer to cover incidental expenditures for the Corporation by a Board member or agent.

21.02 No bills over the amount of \$100 shall be accepted for payment from the League General Account without Board approval.

21.03 Bylaws may be altered, amended or repealed at any monthly board of directors meeting scheduled pursuant to these bylaws by affirmative vote of a simple majority of eligible board members. Notification of intent to change the Bylaws will be made to all Board members at least ten (10) days prior to the Board meeting at which the vote will be taken. The Official Bylaws will remain in effect in perpetuity subject to annual review.

21.04 The Coppel Baseball Corporation shall keep accurate and complete books and records of accounts and shall keep minutes of all meetings with its members and/or Directors and shall keep an accurate record of its voting members.

21.05 The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Six hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political

campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

21.06 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.