

TOLUCA BASEBALL, INC.
By-Laws
(Revised July 11, 2016)

ARTICLE I - - NAME

This corporation shall be known as TOLUCA BASEBALL, INC. hereinafter referred to as the "League."

ARTICLE II - - STATEMENT OF POLICY

SECTION 1 - - It shall be the policy of the League to conduct its activities so that the physical and moral welfare of the young people for whose benefit it is organized shall remain paramount and all matters of the policy shall be determined on that basis.

SECTION 2 - - This League has been organized for the purpose of educating and developing young people by encouraging their interest and participation in baseball. The goal of this League is to provide a healthy baseball experience for youth and to encourage the growth of the sport. Though everyone engaged in sporting competition should have a desire to win, this desire should not be pursued in this organization to the detriment of participation, sportsmanship and fair play.

SECTION 3 - - In order to secure suitable and adequate financial backing to carry out the purpose of the League, it shall be the policy of the League to permit only such sponsorship as is consistent with the purpose for which the League is organized and to select sponsors who are interested in the League solely or principally as a means of contributing to the welfare of the young people.

SECTION 4 - - It shall be the policy of the League to prohibit any direct advertising of alcoholic beverages or tobacco products in connection with the League or any of its programs.

ARTICLE III - - PURPOSE

SECTION 1 - - The purpose of the League shall be to organize and supervise the playing of baseball and softball under specialized rules and regulations, to secure suitable and adequate financial backing for these purposes, and to own, lease or otherwise provide suitable playing facilities and equipment for these purposes.

SECTION 2 - - In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the League 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 shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IV - - MEMBERSHIP

SECTION 1 - - Any person sincerely interested in active participation to achieve the objectives of the League may apply to become a member. The Board of Directors shall make every reasonable effort to provide membership application to all interested parties and shall not restrict or in any way inhibit such parties from completing and returning membership applications to the Board of Directors.

SECTION 2 - - There shall be the following classes of members:

(a) Player Members. Any player candidate meeting the requirements of PONY Baseball, Inc., Rule 3 and who resides within the authorized boundaries of the League shall be eligible to compete for participation but shall have no rights, duties or obligations in the management or in the property of the League.

(b) Regular Members. Generally, parents and other adult relatives of the player members form the bulk of the Regular Membership. However, any person actively interested in furthering the objectives of the League may become a Regular Member upon approval by a majority vote of all Directors present at any duly held meeting of the Board of Directors. A membership application, which in the case of parents or guardians of Player Members may be the League Registration form, will be collected and collated by the Secretary or other designated Board Member who will then prepare and present a list to the Board for approval of such applicants as have applied since the last Board Meeting. The Secretary shall maintain the roll

of membership to qualify voting members. Only Regular Members in good standing are eligible to vote at the annual meeting. All Officers, Board Members, Committee Members, Managers and other elected officials must be active Regular Members in good standing.

(c) Honorary Members. Any person may be elected as Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors but shall have no rights, duties or obligations in the management or in the property of the League.

(d) Sustaining Members. Any person not a Regular Member who makes a financial or other contribution to the League may be elected as a Sustaining Member by a majority vote of all Directors present at any duly held meeting of the Board of Directors but shall have no rights, duties or obligations in the management or in the property of the League.

(e) As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.

SECTION 3 - - Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of the League. Regular Members who are actively engaged in the promotion and/or operation of any other baseball program cannot serve on the Executive Committee in any position (President, Vice President of Baseball Operations, Vice President of Business Operations, Treasurer, Secretary or Auxiliary) and shall have no rights, duties or obligations in the management or in the property of the League.

SECTION 4 - - Membership may be terminated by resignation or by action of the Board of Directors. The Board of Directors, by majority vote of those present at any duly constituted meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interests of the League. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

ARTICLE V - - DUES AND FEES

SECTION 1 - - Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any membership period.

SECTION 2 - - Members who fail to pay their fixed dues within thirty (30) days from the time the same become due may by vote of the Board be dropped from the rolls and shall forfeit all rights and privileges of membership.

SECTION 3 - - A reasonable player participation fee may be assessed as an obligation to assure the operational continuity of the League. This fee may be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any enrollment period.

ARTICLE VI - - MEETINGS

SECTION 1 - - The Membership of the League shall hold an annual meeting within the months of May or June at such place as shall be determined by the Board of Directors. Notice of time and place of such annual meeting shall be made known to the Membership of the League through publication and/or individual mailings, not less than ten (10) days prior to the date of the meeting.

SECTION 2 - - Special meetings of the League Membership may be called by the President, or by majority vote of the Board of Directors, or upon written request to the Secretary by not less than fifteen (15) Members of the League. Notice of time and place of the special meeting of the League Membership shall be made known to the Membership of the League not less than five (5) days prior to the date of the meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members.

SECTION 3 - - Only Regular Members shall be entitled to vote at any meeting of the League. A majority of eligible Members present or represented by absentee ballot shall be required for election and questions brought to vote.

SECTION 4 - - The presence in person or representation by absentee ballot of not less than five percent (5%) of eligible Members shall be necessary to constitute a quorum for the transaction of business at any special or annual meeting of the League.

SECTION 5 - - For the expressed purpose of accommodating a Regular Member in good standing who cannot be in attendance at a meeting of the League, an absentee ballot may be requested and obtained from the Secretary of the League. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary prior to the date of the meeting. The Secretary shall present all absentee ballots to the President on the date of the meeting prior to the conduct of the meeting business.

SECTION 6 - - The rules contained in the most current edition of "Robert's Rules of Order" shall govern the proceedings of all meetings in all cases in which they are applicable and not inconsistent with these By-Laws and any special rules of order the League shall adopt.

ARTICLE VII - - BOARD OF DIRECTORS

SECTION 1 - - The management of the property and affairs of the League shall be vested in the Board of Directors. The number of Directors shall be not less than five (5) nor more than thirty (30).

SECTION 2 - - The Board membership shall include the Officers and a minimum of one manager. The number of managers elected to the Board shall not exceed a minority of the total Board members.

SECTION 3 - - At each annual meeting, the Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The number so fixed may, within the limits prescribed by the foregoing Section 1, be increased at any regular or special meeting of the Members, and if the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent meeting. The candidates receiving the highest number of votes of all Members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting shall fill the vacant positions as determined in Section 1. The Directors shall, upon election, enter upon the performance of their duties on the second Wednesday of July of each year and shall continue those duties until the second Wednesday of July in the following year. In the event that, for whatever reason, another Board has not been elected by the second Wednesday of July of any given year, the incumbent Board will continue in office until such time as another Board is duly elected by the Members.

SECTION 4 - - If any vacancy occurs in the Board of Directors, by death, resignation, or otherwise, it may be filled by a majority vote of the remaining Directors at any regular meeting or at any special meeting called for that purpose.

SECTION 5 - - Regular meetings of the Board of Directors shall be held immediately following the beginning of their term and on such days thereafter as shall be determined by the Board. The first meeting shall take place before September 15. The President or the Secretary may, whenever they deem it advisable or the Secretary shall at the request in writing of five (5) Directors issue a call for a special meeting of the Board. Notice of each meeting shall be given by the Secretary to each Director by mail at least three (3) days before the time appointed for the meeting to the last recorded address of each Director or by telephone [phone or telegraphic] or personal notice twenty-four (24) hours preceding the meeting.

In the case of special meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

A minimum of seven (7) directors, which must include the league president and one other executive committee member, shall constitute a quorum for the transaction of business.

SECTION 6 - - The Board of Directors shall have the power to appoint such standing committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meetings and the management of the League as it may deem proper.

The Board shall have the power by a simple majority of those present at any regular or special meeting to discipline, suspend or remove any Director or Officer or Committee Member of the League in accordance with the procedure set forth in Article IV, Section 4.

SECTION 7 - - The Board of Directors, or its authorized agent(s), shall have the authority to suspend, discharge or otherwise discipline any player, manager, coach, umpire, league officer, or other person whose conduct is in violation of the Rules and Regulations of PONY Baseball and/or is considered detrimental to the best interests of the League, in accordance with these By-Laws and the Rules adopted by the League. Persons subjected to such discipline shall have the right to a hearing before the League Officers regarding the allegations of their improper conduct. In the event of such a hearing involving a player or other person under the age of 18, that person's parent(s) or guardian(s) shall be invited to attend.

Persons, youth or adult, who refuse to comply with the Rules adopted by the League may be considered for disciplinary action.

Recognizing the difficulty of establishing specific penalties of a variety of potential violations of acceptable conduct, the following penalties are available to the Board of Directors which may impose the one(s) which match(es) the severity of the offense(s).

1. Warning: The offending person is to be advised, in writing, or the offense and further advised that repetition of the offense shall result in a more severe penalty.
2. Suspension: The offending person is to be advised, in writing, that he or she has been suspended from all League activity for a specific number of games or days.
3. Dismissal: The offending person is to be advised, in writing, that he or she has been dismissed from all League activity for the remainder of the current season or year.
4. Barred: The offending person is to be advised, in writing, that he or she has been barred from present and future participation in the League – permanently or for a specific number of years.
5. Conditional Participation: The offending person is to be advised, in writing, that he or she will only be permitted to participate in League activity on the terms and conditions as set forth by the Board of Directors, or its agent(s). Such terms and conditions of participation shall be set forth in the written advisement. Conditions of participation in League activities may be imposed in addition to any of the penalties provided for in this Article upon any offending person.

ARTICLE VIII -- EXECUTIVE COMMITTEE

SECTION 1 - - The Board of Directors shall appoint an Executive Committee that shall consist of not less than three (3) persons, one of whom shall be the President of the League.

SECTION 2 - - The Executive Committee shall advise with and assist the Officers of the League in all matters concerning its interests and the management of its affairs, and shall have such other powers as may be delegated to it by the Board. The Executive Committee shall also serve as the Disciplinary Committee on behalf of the Board of Directors.

SECTION 3 - - At any meeting of the Executive Committee a majority of the total number of its members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

ARTICLE IX -- OTHER COMMITTEES

The Board of Directors may appoint other committees to assist the Officers of the League in the management of its affairs in accordance with its By-Laws.

ARTICLE X -- OFFICERS, DUTIES AND POWERS

SECTION 1 - - Upon being duly elected at the annual meeting and as soon as possible after starting their term of office, the Directors shall meet and, providing there be a quorum, elect Officers and appoint committees for the ensuing year.

SECTION 2 - - The Officers of the League shall consist of a President, one or more Vice-Presidents, a Secretary and a Treasurer. All Officers shall hold office for the ensuing year or until their successors are duly elected. The Board of Directors may appoint such other Officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy that may occur in any office. Appointed Officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the Membership or have been elected to fill a vacancy on the Board.

SECTION 3 - - The President shall preside at all meetings of the League Membership and at all meetings of the Board of Directors, shall serve as the Chief Executive Officer of the League, 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 President.

SECTION 4 - - The Vice President shall perform such duties as may be assigned by the President, shall otherwise assist the President in the performance of the President's duties, and shall preside at meetings in the absence of the President.

SECTION 5 - - The Secretary shall have custody of the By-Laws, and all other records of the League, shall keep an accurate record of the meetings and other activities of the League and of the Board of Directors, shall be responsible for all correspondence, not otherwise specifically delegated, on behalf of the League, and shall transmit all records and correspondence to any person elected to succeed him or her in that office.

SECTION 6 - - The Treasurer shall receive and disburse all funds with the approval of the Board of Directors, shall keep an accurate account of all funds received and disbursed for the League, shall submit a financial report at all regular meetings and at such other times as may be requested by the President, shall compile an annual report of League finances, shall provide the books of the League and such other documents as may be requested for an annual audit, and shall transmit all financial records to any person elected to succeed him or her in that office.

ARTICLE XI - - MANAGERS, COACHES AND UMPIRES

SECTION 1 - - Team Managers and Coaches shall be appointed annually by the Executive Committee, subject to the Board of Directors' approval. Managers shall be responsible for the selection of their teams and for the actions of their teams on the field.

SECTION 2 - - Subject to the approval of the Board of Directors, umpires shall be appointed annually by the Executive Committee who shall be responsible for their assignments and for their actions on the field.

SECTION 3 - - While holding such office, the President may only manage or coach a League team subject to the approval of the majority of the standing Board of Directors. The President may manage travel or tournament teams that play other leagues.

ARTICLE XII - - AFFILIATION

SECTION 1 - - The League may annually apply for a charter from a youth baseball organization that best fits the needs of the League and Community, and shall do all things necessary to obtain and maintain such charter. Or, the League may choose an independent status and have no affiliation to a national body.

SECTION 2 - - All rules governing the playing of baseball and softball, the legality of players and related questions shall be in accordance with the Rules and Regulations of the chartered organization, with such modifications adopted by the Board of Directors of the League.

SECTION 3 - - The local rules of this League shall be adopted by a majority of Directors present at a meeting to be held not less than one month prior to the first scheduled game of the season. The local rules so adopted shall be in written form and distributed to the managers and coaches before the first game of the season. Any proposed changes to the local rules after such adoption must be made for subsequent seasons.

ARTICLE XIII - - FINANCIAL AND ACCOUNTING

SECTION 1 - - The Board of Directors shall decide all matters pertaining to the finances of the League, bearing the responsibility to conduct the financial affairs of the League in a sound business-like manner, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

SECTION 2 - - The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds or property for the common use of the League, and thereby discourage favoritism among teams and to endeavor to equalize the benefits to the League.

SECTION 3 - - The Board shall not permit the solicitation of funds in the name of the League unless all of the funds so raised be placed in the League treasury.

SECTION 4 - - The Board shall not permit the disbursement of League funds for other than the conduct of League activities in accordance with the rules and policies of Toluca Baseball, Inc.

SECTION 5 - - No Director, Officer, or Member of the League shall receive, directly or indirectly, any salary, compensation or emolument from the League for services rendered as Director, Officer, or Member.

SECTION 6 - - All moneys received shall be deposited to the credit of the League in a local bank or savings and loan and all disbursements over \$500.00 shall be made by check or other auditable method. All transactions shall be authorized by the League Treasurer and such other officer or officers or person or persons as the Board of Directors may determine.

SECTION 7 - - The fiscal year of the League shall begin on the first day of August and shall end on the last day of July. The Board of Directors shall institute policy relative to the preparation and acceptance of an annual budget, a periodic and annual presentation of financial reports, and an annual audit of the books of the League.

SECTION 8 - - Upon dissolution of the League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the League to another entity that maintains the same objectives as set forth herein, which is entitled to exception under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE XIV - - AMENDMENTS

These By-laws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Members provided notice of the proposed change is included in the notice of such meeting.