

**BYLAWS  
OF  
THE EVERGREEN BASEBALL BOOSTERS, INC**

**AMENDED AND RESTATED  
BYLAWS  
OF  
The Evergreen Baseball Boosters**

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**AMENDED AND RESTATED  
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THE EVERGREEN BASEBALL BOOSTERS  
[“BYLAWS”]**

**ARTICLE I:        NAME**

The name of this organization shall be THE EVERGREEN BASEBALL BOOSTERS (hereinafter referred to as the “Booster Club”). The Booster Club shall also be commonly known as The Evergreen Baseball Boosters.

**ARTICLE II:       MISSION STATEMENT**

The Booster Club shall promote, facilitate and extend support for the activities, image, visibility and viability of: (a) the various Baseball Programs (defined below) affiliated with Evergreen High School (“EHS”); and (b) the baseball players and coaching staffs of such Baseball Programs.

**ARTICLE III:      DESCRIPTION OF BASEBALL PROGRAMS**

The Booster Club exists in a cooperative effort with its members and coaches to promote, maintain and support the following EHS baseball programs:

- a.       The Spring Varsity, JV and Level III baseball programs at EHS;
- b.       Summer baseball programs affiliated with the EHS baseball program, including, but not limited to, American Legion, Connie Mack, Colorado Baseball League and showcase tournament teams); and
- c.       Fall baseball programs affiliated with the EHS baseball program, including, but not limited to, local fall leagues and showcase tournaments);

(collectively the “Baseball Programs”).

**ARTICLE IV:      MEMBERSHIP**

**Section 1.** Membership in the Booster Club is automatic for every parent or guardian having one or more players involved in the Baseball Programs (the “General Membership”) and who is in “Good Standing.” Good Standing shall mean: (i) such Member (as defined below) has paid all fees then due and owing; (ii) has signed a Parent Statement of Support (attached as Appendix -1) and delivered it to the Board; (iii) whose son has signed a Player Pledge (in the form attached as Appendix -2; and (iv) whose son has participated in a season of baseball within the last 3 seasons

and intends to participate in the upcoming spring season, or is a freshman player who intends to participate in the upcoming spring season.

**Section 2.** Each family unit who has one or more players involved in the Baseball Programs (a “Member”) shall be entitled to one vote on all issues before the General Membership, including election of members of the Board (defined below). Baseball players are not considered voting members of the Booster Club.

## **ARTICLE V:           BASIC POLICIES**

The following are basic policies of the Booster Club:

**Section 1.**           The Booster Club shall adhere to the rules and policies set by Jefferson County (Colorado) School District (the “District”), the Jefferson County (Colorado) Board of Education, Evergreen High School as well as the Colorado High School Athletics Association (“CHSAA”) (collectively, the “Rules”) relating to Booster Clubs and the Baseball Programs. **In the event of a conflict between these Bylaws and the Rules, the Rules shall govern.**

**Section 2.** In addition to these Bylaws, the Booster Club and the Baseball Programs shall function in accordance with Code of Conduct adopted by the Jefferson County (Colorado) Board of Education, as well as any written policies adopted by EHS relating to the Baseball Programs.

**Section 3.** Should the Booster Club cease to exist, all records and funds, if any, after paying or adequately providing for the debts and obligations of the Booster Club, shall promptly be turned over to the Athletic Director of EHS.

**Section 4.** The Booster Club may adopt additional policies from time to time either by a vote of the General Membership or by action of the Board ("Additional Policies"). Such Additional Policies shall be kept by the Secretary for review by the General Membership, upon request.

## **ARTICLE VI:           SPECIFIC FUNCTIONS**

The following is a description of the various specific functions of the Booster Club:

### **Section 1.           Spring High School Baseball.**

A.       All aspects of Spring High School Baseball (the “Spring Program”) are administered under the authority of EHS and the Jefferson County School District. Coaching staff decisions are reserved to the administration (i.e. the EHS Athletic Director) of EHS and as delegated by the EHS administration to its Head Baseball Coach. The Booster Club offers general support for the Spring Program through fundraising activities as well as the planning, coordination and underwriting of the expense of the Spring Break Trip, if any, and other program activities and events.

B. The decision as to how many teams are organized for play in the Spring Program under the governance of CHSAA (i.e. Varsity, JV) is reserved to the EHS Athletic Director and the Spring Program coaching staff. The decision as to how many teams are organized for play in the Spring Program other than Varsity and JV (i.e. Level III) is reserved to the Booster Club and The Spring Program coaching staff, in consultation with the EHS Varsity Head Baseball Coach.

**Section 2. Summer Baseball.** The Summer Baseball program (the “Summer Program”) is administered entirely by the Booster Club, subject to the Rules concerning the use of the EHS baseball field and other EHS facilities and equipment. Coaching staff appointments and related compensation decisions are reserved to the Board. To the extent possible, in order to ensure continuity in the Baseball Programs, the Board shall utilize the Spring Program Varsity, JV and Level III coaching staff for the same levels in the Summer Baseball Program. The Booster Club offers general support for the Summer Baseball Program by planning, organizing, coordinating and possibly underwriting of league play and tournaments and other program activities and events. The decision as to how many teams are organized for play in the Summer Program (i.e. Varsity, JV, and Level III) is reserved to the Board in consultation with, and in deference to, the recommendations of the EHS Varsity Head Baseball Coach.

**Section 3. Fall Baseball.** The Fall Baseball program (the “Fall Program”) is administered by the Booster Club, subject to the Rules concerning the use of the EHS baseball field. and other EHS facilities and equipment. Coaching staff and related compensation decisions are reserved to the Board. To the extent possible, in order to ensure continuity in the Baseball Programs, the Board shall utilize the Spring Program (Varsity, JV and Level III) coaching staff for the same levels in the Fall Program. The Booster Club offers general support for the Fall Program by planning, organizing, coordination and possibly underwriting of the expense of league play and tournaments and other programs, activities and events. The decision as to how many teams are organized for play in the Fall Program (i.e. Varsity, JV, and Level III) is reserved to the Board in consultation with, and in deference to, the recommendations of the EHS Varsity Head Baseball Coach.

**Section 4. Spring Banquet.** The Spring Banquet is held each May. The parents of the Junior class players, in cooperation with the Board, are responsible for the planning and coordination of the Spring Banquet. Attending players and family members will be charged a per plate fee, excluding senior players.

**Section 5. Concession Stand Operations.** The Booster Club has primary responsibility for operation of the concession stand at the EHS baseball field. Participation in working the concession stand during Spring, Summer and Fall games will not be credited to player accounts. All revenues from concessions will go into the Booster Club general operating accounts (and expended pursuant to the Annual Budget).

**Section 6. Fund Raising.** The Booster Club also engages in various fundraising activities for the benefit of the Baseball Programs. These include revenue generated from advertising, fundraisers and gifts from the community.

**Section 7. Spring Break Trip.** The Booster Club offers general support for the Spring Break Trip, if one is planned, through coordination and planning efforts. The Booster Club does not determine whether a Spring Break Trip will be undertaken or the number of games to be played as such matters are under the sole authority of the EHS Administration.

**Section 8. Cougar Cages.** The administration, staffing and operations of the Cougar Cages is reserved to the EHS Administration subject to the Rules. The Booster Club shall participate in the operation of the Cougar Cages subject to the prior sentence. All revenues generated by the Booster Club, after payment of expenses, from such operations shall go into the general operating accounts (and expended pursuant to the Annual Budget).

**Section 9. Website.** The Booster Club shall, to the extent feasible, maintain a website consistent with the Mission Statement and to facilitate communication and promotion of the Baseball Programs.

**Section 10 Other.** The Booster Club shall conduct such other activities and functions as may be approved by the Board to further the interests of the Baseball Programs.

#### **ARTICLE VII:       GENERAL MEETINGS**

**Section 1.** The General Membership of the Booster Club shall meet at a minimum once per calendar year, between January 1 and the commencement of the Spring Season or as otherwise determined by the Board and communicated to the Members.

**Section 2.** The agenda items at the Annual Membership meeting shall include, among other topics, a financial report on the Booster Club finances for the prior calendar year, as well as budgeting expectations for the current year.

**Section 3.** Scheduled meetings of the Booster Club will be announced, published, and made available to the General Membership at least fourteen (14) days in advance, unless otherwise provided in these Bylaws. Notice of meetings may be published on the Booster Club website and by email transmission.

**Section 4.** General Membership meetings will be held at the Evergreen Baseball Cougar Cages (at EHS), EHS Library or such other location as may be designated by the Board.

**Section 5.** The Board may call special meetings of the General Membership, varying from the published schedule. A minimum of seven (7) days' notice must be given to the General Membership for special meetings.

**Section 6.** The Board President and Secretary shall count votes on all matters voted upon at such meetings, subject to review by the Board, at its discretion.

**Section 7.** A quorum for the transaction of business in any meeting of the General Membership shall consist of the Members in Good Standing present at such meeting (and thus a minimum percentage of the General Membership shall not be required).

**Section 8.** Any Member in Good Standing may present, and/or call for a vote on any item of Booster Club business.

**Section 9.** Any and all votes of the General Membership taken shall be decided by a simple majority of those in attendance (or responding by email only if a specific vote is solicited by email by the Board) unless otherwise specified herein. Matters which require consent of the General Membership which constitute Major Decisions or Top Tier Major Decisions may not be voted upon by email.

**Section 10.** The following matters shall constitute the “Major Decisions” and shall require the approval of a majority of the General Membership in attendance at a regular or specially called meeting of the General Membership:

- a. Election of the Board.
- b. Approval of the Annual Budget.
- c. Variations to any one line-item of the approved Annual Budget in excess of 25% of such line item amount, equaling more than \$1000.
- d. Amendments or modifications to the Conflicts of Interest Policy.

**Section 11.** Notwithstanding the foregoing, the following matters shall constitute “Top Tier Major Decisions” and shall require the approval of two-thirds (2/3) of the General Membership (in Good Standing) in attendance at a regular or specially called meeting of the General Membership:

- a. Amendment of Articles of Incorporation.
- b. Amendment of the Bylaws.
- c. Removal of a member of the Board.
- d. Reversal of a decision of the Board.

**ARTICLE VIII:        EXECUTIVE BOARD (“Board”)**

**Section 1.** In addition to the Community Board Members described in Section 2 below, The Board shall consist of at least five (5) but not more than nine (9) Members who, in order to serve, must be Members in Good Standing.

**Section 2.** To the extent feasible, two (2) individuals from the Evergreen community shall also be elected to the Board (which shall be voting positions) (the “Community Board Members”).

**Section 3.** To the extent feasible, the Board shall have representation from each grade class (of the current year), as follows:

Freshman - 2	Junior – 2	At Large – 1 (from any grade class)
Sophomore - 2	Senior – 2	

**Section 4.** Board member terms shall be for a period of one (1) year (from Annual membership meeting to the following year’s Annual membership meeting). Board members may serve up to three (3) consecutive terms.

**Section 5.** Potential Board members shall be presented to the General Membership annually from a list of Members in Good Standing compiled by a Board Nominating Committee. The Board Nominating Committee shall consist of three (3) persons selected by the Board, at least one (1) of which shall not be a Board member but shall be part of the General Membership. The consent of each proposed Board member shall have been obtained before his/her name is placed in nomination.

**Section 6.** Board members shall be elected by a simple majority of those Members in Good Standing in attendance at the Annual Membership Meeting. Proposed Board members shall be voted on individually (and not as a “slate” of candidates) by the General Membership (as a “Major Decision”) by written ballot.

**Section 7.** If any Board member, during such Board member’s term, fails to meet the requirements of a member in Good Standing, then such Board member shall be deemed removed from the Board and such Board position shall be deemed to have become vacant. Any mid-term vacancy on the Board shall be filled by a majority vote of the remaining members of the Board. In case of a tie vote, the President shall cast the deciding vote.

**Section 8.** The President may, during a transition period or if other urgent and significant circumstances necessitate, dispense with a full Board, and operate with an Executive Committee, consisting of the President, and a minimum of two (2) appointed Board members for a period of no longer than three (3) months in order to conduct Booster Club business. In this circumstance, the President shall conduct any and all Booster Club business according to these Bylaws with the oversight and consent of the appointed Board members.

**Section 9.** In case the President vacates his/her position (for any reason), the Board (by majority vote) shall designate an Acting President as soon as practicable. In the interim, the Vice President shall assume the duties of President until an Acting President is elected.

**Section 10.** Any Member in Good Standing may, upon email or written notice to all of the General Membership, call for and conduct, without the authorization of the Board, a Special Purpose General Membership Meeting, for the purpose of removing any or all Board Members subject to the requirements of Article VII, Section 10. At least fourteen (14) days’ advance notice must be



given to the General Membership and the Board of such Special Purpose General Membership Meeting.

**Section 11.** A Board member may also be removed upon a majority vote of the Board for failure to attend three (3) consecutive Board meetings. The seat of such Board member removed pursuant to this Section 11, shall be filled by a person of the same grade class, by majority vote of the remaining members of the Board.

**Section 12.** Varsity, JV and Level III team coaches for the Spring Baseball Program shall have the right to attend all Board meetings but shall not have a right to vote on any matters considered by the Board. No coach shall serve as a Board member (even if such coach is part of the General Membership).

**Section 13.** The Board shall meet at least quarterly but may meet on a more frequent basis at the call of any Board member. A minimum of five (5) days' notice must be given to the Board members before each meeting.

**Section 14.** The Board, without the prior approval of the General Membership, shall have the authority to undertake the day-to-day operations of the Booster Club and to make decisions on all matters which do not constitute one of the Major Decisions or Top Tier Major Decisions. The Board shall also have the authority to make recommendations to the General Membership for the Major Decisions as well as the Top Tier Major Decisions.

**Section 15.** The Board shall have the power to act in the best interest of the Booster Club, and in accordance with these Bylaws, in emergencies and in all matters requiring immediate attention.

**Section 16.** The immediate past President of the Board shall serve as a non-voting advisor to the Board (even if such person is not part of the General Membership) and shall have the right to attend all meetings of the Board and General Membership.

**Section 17.** Notwithstanding any provision in these Bylaws to the contrary, all meetings of the Board are open to every Member in Good Standing. Provided, however, the Board may meet in "executive session" (and thus exclude a non-Board Member) in appropriate circumstances, as determined by a majority of the Board.

**ARTICLE IX:           OFFICERS AND THEIR ELECTION**

**Section 1.**     The officers of the Board (“Officers”) shall be:

- President
- Vice-President
- Secretary
- Treasurer

**Section 2.**     Officers shall be selected by the Board.

**Section 3.**     The vote for Officers shall be conducted by ballot. When there is but one candidate for an office, the ballot for that office may be dispensed and an election be held by voice vote.

**Section 4.**     A simple majority vote of the Board present shall be required for the election of Officers.

**Section 5.**     Officers shall serve for a term of one (1) year (commencing with their election at the Annual Membership Meeting and ending at the Annual Membership Meeting of the following year). Officers shall not serve in the same office for more than three (3) consecutive terms.

**Section 6.**     A vacancy occurring in any office other than President shall be filled for the unexpired term by a person selected by the President and approved by a majority vote of the remaining members of the Board.

**Section 7.**     Should a vacancy occur in the office of President, the Vice-President shall fill the vacancy for the remainder of the unexpired term, subject to the provisions of Article VIII, Section 9.

**ARTICLE X: DUTIES OF OFFICERS**

**Section 1.** The President shall:

- a. have general supervision over the business affairs of the Booster Club;
- b. preside at all meetings of the Booster Club and the Board;
- c. take primary responsibility for establishing the agenda for all General Membership and Board meetings;
- d. represent the Booster Club in cooperation with the Board;
- e. be a designated signatory for disbursement of funds (subject to the provisions of Article XIII below);
- f. serve as chairperson of the Board Nominating Committee.

**Section 2.**

The Vice-President shall:

- a. perform the duties of the President in the President's absence or at the request of the President;
- b. lend assistance and act as aide to the President as needed;
- c. be a designated signatory for disbursement of funds (in strict accordance with Article XIII below);
- d. not serve as a member of the Audit Committee;
- e. assume other duties as delegated by the President or Board.

**Section 3.** The Secretary shall:

- a. record the minutes at all Board meetings and Booster Club meetings;
- b. furnish copies of current minutes to Board members at each Board meeting;
- c. present current Booster Club minutes for approval at General Membership meetings;
- d. post copies of current minutes on the Booster Club website;
- e. keep an up-to-date signed and dated copy of the Bylaws;
- f. deliver an updated copy to the Booster Club's CPA and attorney;
- g. assume other duties as delegated by the President or Board.

**Section 4.** The Treasurer shall:

- a. have custody of, and fiduciary responsibility for, all accounts of the Booster Club;
- b. be a designated signatory for disbursement of funds (subject to the provisions of Article XIII below);
- c. present the Annual Budget to the General Membership once the Board has created same;
- d. collect and keep account of all monies of the Booster Club and deposit same in a banking institution approval by the Board;
- e. disperse funds only as authorized from the Annual Budget, as may be permitted by these Bylaws or the Board;
- f. maintain books and records relating to all financial and accounting matters of the Booster Club;
- g. present a treasurer's report in detail reasonably acceptable to the Board at all Board meetings as well as the Annual Membership Meeting and any additional General Membership meetings;
- h. present a budget report to the Board on a regular basis in order to keep the Board up to date with the current budget expenditures;

- i. maintain records of all individual player financial funds raised through Booster Club fundraising activities;
- j. prepare the financial books for an audit of the prior fiscal year by the Audit Committee by January 31 of each year;
- k. serve as a non-voting member of the Audit Committee;
- l. prepare and work with accounting professionals to file required tax documents;
- m. have books ready to turn over to incoming Treasurer at election the next year (provided, however, the Treasurer may continue to serve in such capacity, if approved pursuant to Article IX, Section 6, above).

**ARTICLE XI: FEES**

**Section 1.** A review of the player fees structure will be made each December by the Board based on the current year's Annual Budget and projected future Annual Budget needs. Player fee assessments approved by the Board will become effective in advance of each of the Spring, Summer and Fall seasons and in general accordance with the following target dates:

- a. Spring Season: March 1
- b. Summer Season: June 1
- c. Fall Season: September 1

**Section 2.** Final approval of changes to the various season player fee assessments shall require a simple majority vote of the Board.

**Section 3.** Player fees will be used to fund the Booster Club general operating expenses (and other Baseball Program activities and expenses).

**Section 4.** Each baseball player will be required to pay fees for the Spring, Summer or Fall seasons based on the pay structure as set by the Board. Partial player fees will not be permitted except as part of an alternate arrangement approved pursuant to Section 6, below.

**Section 5.** Player fees will only be refunded on a case-by-case basis, by a majority vote of the Board.

**Section 6.** The Board may, on a case-by-case (financial “needs”) basis, e.g. financial needs or in-season injury, provide scholarships, work-in-kind or time deferred payment structures for player fee obligations. Such decisions must be approved by a majority vote of the Board.

## **ARTICLE XII:        FUNDRAISING**

**Section 1.** Fundraisers may be held throughout the year in order to raise monies over and above the player fee assessments for the Baseball Programs.

**Section 2.** All fundraising done by groups associated with the Baseball Programs must be presented to the Board for prior approval.

## **ARTICLE XIII:        FINANCES**

**Section 1.** The Booster Club shall function under a balanced budget. The Board (or a committee appointed by the Board) shall work with the Treasurer to develop an annual budget for each upcoming fiscal year of the Booster Club (the “Proposed Annual Budget”).

**Section 2.** The Varsity Head Baseball Coach (Spring Program) shall present budget recommendations to the Board (or a Budget Committee appointed by the Board) for the Baseball Programs for the coming year by the end of December and again at the end of July, based on anticipated expenses and the number of players expected to participate in each of the Spring, Summer and Fall Programs. The Board shall modify the Annual Budget as necessary to prepare a balanced budget proposal.

**Section 3.** The Proposed Annual Budget proposal will be presented to the General Membership for approval at a meeting to be held at the Annual Membership meeting. Approval of the proposed Annual Budget is a Major Decision and requires a simple majority vote of the General Membership (in Good Standing) in attendance at such meeting. Such approved Annual Budget shall be referred to herein as the “Annual Budget.”

**Section 4.** The Board may approve requested budget adjustments to the Annual Budget, provided same: (a) are approved by the Board in advance of expenditures of funds; and (b) such adjustments do not exceed 25% in any single line item, and are not more than \$1000, unless approved by the General Membership.

**Section 5.** All monies payable to a school employee (full time or contracted as full or part-time) for instruction compensation must be administered in accordance with the Rules.

**Section 6.** Appropriate tax payments and reports will be filed yearly or on a more frequent basis as required by applicable law.

**Section 7.** An Audit Committee, appointed by majority vote of the Board, shall review the books and records of the Booster Club within 45 days of the close of each fiscal year.

**ARTICLE XIV: SPECIAL COMMITTEES**

**Section 1.** The Board, by majority vote, may establish special committees (each, a “Special Committee”) as necessary or appropriate, based on the current year projects and needs. Each Special Committee shall have a chair person and operate by majority vote. The number of Committee members and the selection of such members shall be by procedures adopted by a majority vote of the Board.

**Section 2.** Each Special Committee shall remain functional for the period of time deemed necessary by the Board to complete the task required. The decision to discontinue any committee shall be made by the Board.

**Section 3.** No Board member or Member shall serve on more than two (2) committees at any one time.

**Section 4.** The following are standing committees which shall function from year to year:

- Concession Stand
- Fundraising
- Baseball Field Maintenance
- Cougar Website

**ARTICLE XV: FISCAL YEAR**

The fiscal year of the Booster Club shall begin on January 1 and end on December 31.

**ARTICLE XVI: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert’s Rules of Order Revised* shall govern the conduct of all meetings of the General Membership and the Board.

**ARTICLE XVII: AMENDMENTS**

**Section 1.** These Bylaws may be amended, pursuant to Article VII, Section 11, at any General Membership meeting as a Top Tier Major Decision, provided that at least ten (10) days prior written notice (by email or other written notice) of the proposed amendment has been given.

**Section 2.** A committee, selected by the Board, consisting of at least three (3) Board members (one of whom shall be the President) shall be formed every two (2) years for the purpose of reviewing the current Bylaws and making recommendations for revisions as needed.

**ARTICLE XVIII: INDEMNIFICATION**

The Booster Club shall operate in accordance with the indemnification provisions set out in the Booster Club’s Articles of Incorporation.

**ARTICLE XIX: CONFLICTS OF INTEREST POLICY**

The Booster Club, including the Board, shall operate in accordance with the Conflicts of Interest Policy attached hereto as Appendix – 3.

**ARTICLE XX: LIABILTY/MEDICAL RELEASE**

**Section 1.** Every player (and if under the age of 18, such player’s parent or guardian) in the Baseball Programs shall sign and deliver to the Secretary, a Liability/Medical Release Agreement (substantially on the form attached hereto in Appendix-4) prior to the start of each season of the Baseball Program in which such player participates.

**Section 2.** Such Liability/Medical Release form shall be executed by the player/parent/guardian in addition to any such form required by the EHS Administration or the District.

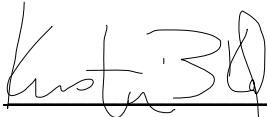
**ARTICLE XXI: AMENDED AND RESTATED BYLAWS**

These Amended and Restated Bylaws shall constitute an amendment to those certain Bylaws of The Evergreen Baseball Boosters dated January 1, 2009.

**CERTIFICATION**

I, Secretary of the Board of The Evergreen Baseball Boosters, Inc hereby certify that the foregoing Amended and Restated Bylaws of the Evergreen Baseball Boosters, Inc were adopted to be effective

\_\_\_\_\_, 2017 January 12 .

By:   
Printed Name: \_\_\_\_\_ – Kristen B. Kelly  
\_\_\_\_\_ Title: Secretary



**APPENDIX – 1**

**PARENT STATEMENT OF SUPPORT**

## APPENDIX – 2 PLAYER PLEDGE APPENDIX – 3

### CONFLICTS OF INTEREST POLICY

**Section 1.** The purpose of this Conflicts of Interest Policy is to protect the Booster Club’s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Member or Board member of the Booster Club or might result in a possible excess benefit transaction. The Conflicts of Interest Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 2.** Definitions.

- a. Interested Person. Any Officer or member of the Board or member of a committee created by the Board who has a direct or indirect Financial Interest, as defined below, is an “Interested Person.”
- b. Financial Interest. A person has a “Financial Interest” if the person has, directly or indirectly, through business, investment, or family:
  - i. an ownership or investment interest in any entity with which the Booster Club has a transaction or arrangement;
  - ii. a compensation arrangement with the Booster Club or with any entity or individual with which the Booster Club has a transaction or arrangement; or
  - iii. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Booster Club is negotiating a transaction or arrangement.

For purposes of this Section 2, compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

**Section 3.** Permitted Conduct.

A Financial Interest is not necessarily a conflict of interest. Under Section 4.b, below, a person who has a Financial Interest may have a conflict of interest only if the Board or a committee thereof decides that a conflict of interest exists.

**Section 4.** Procedures.

- a. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board and committees thereof considering the proposed transaction or arrangement.
- b. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board or committee thereof shall decide if a conflict of interest exists.
- c. The decision of the Board as to whether a conflict of interest exists shall include what consequences shall follow from such determination, including the prohibition of such Interested Person's participation in the events or transactions under consideration, if so warranted in the discretion of the Board.

**Section 5.**

Minutes. The minutes of the Board and all committees thereof shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, the Board or committee's decision as to whether a conflict of interest in fact existed, and any action taken as a result of any actual or potential conflict of interest.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 6.** Compensation.

- a. A voting member of the Board who receives compensation, directly or indirectly, from the Booster Club for services is precluded from voting on matters pertaining to such Board member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Booster Club for services is precluded from voting on matters pertaining to such committee member's compensation.

- c. No voting member of the Board or any committee thereof whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Booster Club, either individually or collectively, is prohibited from providing information to the Board or any committee thereof regarding compensation.

**Section 7. Signed Statements.** Each Officer and member of the Board or a committee thereof shall annually sign and deliver to the Secretary a statement which affirms such person:

- a. has received a copy of the Conflicts of Interest Policy;
- b. has read and understands the Conflicts of Interest Policy; and
- c. has agreed to comply with the Conflicts of Interest Policy.

**Section 8. Revisions.** Periodic reviews of this Conflicts of Interest Policy shall be conducted by the Board and/or outside advisors, whose services are secured by the Board and any proposed amendments or modifications to same shall be presented to the General Membership at a regular or specially called meeting, for an approval vote (by simple majority of those Members in Good Standing, present at such meeting).

**APPENDIX – 4**

**LIABILITY/MEDICAL RELEASE FORM**