

**DRUID HILLS YOUTH SPORTS
ASSOCIATION AMENDED BY-LAWS**

(MAY 2009)

ARTICLE 1

- 1.1 The Bylaws set forth herein restate and amend all previous Bylaws and become effective on the date of signature below.
- 1.2 The corporation is chartered under the laws of the State of Georgia under the name of "DRUID HILLS YOUTH SPORTS, INC." hereinafter referred to as DHYS.

ARTICLE 2

- 2.1 The principal office of the corporation shall be at the home of the then president of the corporation. The mailing address shall be P.O. Box 33026, Decatur, Georgia 30033.

ARTICLE 3

- 3.1 The purpose of this corporation is to promote good character, health, and sportsmanship among the youth of the community through sports.

ARTICLE 4

- 4.1 This corporation shall be managed and its affairs conducted by an Executive Board which shall consist of the following officers elected by the general membership: President, Secretary, Vice President- Upper Division, Vice President-Lower Division, Director of Equipment, Director of Facilities, Director of Registration, Director of Internal Boosters, Director of External Boosters, Director of Concessions, Director of Communication, Director of Planning, Director of Tournament Teams, Treasurer, and Past President. The above members of the Executive Board shall then appoint, at their discretion, non-voting operation committee chairs and league directors as they are needed to carry out the duties of the Executive Board as specified herein.
- 4.2 The Executive Board will be hereinafter referred to as the "Board". The masculine gender when used herein shall also include the feminine.
- 4.3 The Board may, at its discretion, admit to membership in the corporation any organization(s) whose purposes are the same as those set forth in Article 3 hereof. Upon so admitting such organization, a non-voting director shall be appointed by the Board from a member of such organization.

- 4.4 The Board shall serve from August 1 through July 31 of each year. The Board members for the following year shall be elected during the month of May in a general membership meeting and shall attend all meetings from election through July 31 in order to effectuate a meaningful transition from the existing Board. In the event of a vacancy in the office of a Board member other than President, the Board may select a member to fill the unexpired term.
- 4.5 Any office of the corporation may be held jointly by one or more persons. If an office is held by more than one person, each person shall share the duties and powers of that office. Each person shall be a member of the Executive Board, provided, however, that each office of the corporation shall be entitled to only one vote in the transaction of the official business of the Board.
- 4.6 If the persons jointly holding an office in the corporation cannot decide how the one vote of that office be cast, each of them present, either in person or proxy, shall be entitled to cast a fractional share of one vote, determined by dividing the number of those present, either in person or by proxy, who are jointly holding an office into the number one.
- 4.7 The President of DHYS shall automatically become the Chairman of the Board.
- 4.8 A simple majority of the Board shall constitute a quorum for the transaction of official business. A simple majority of those present and voting shall be sufficient to adopt any motion or resolution. Any member may vote by proxy, provided that such proxy is in writing.
- 4.9 Email votes are permitted, but only when time and importance necessitates. Email votes are not encouraged, particularly when the issue voted upon has not been discussed at a meeting.
- 4.10 All meetings shall be conducted in accordance with Roberts Rules of order. The Board shall meet not less than once a month with the chairman having the option to cancel or reschedule meetings with a twenty four (24) hour notice to all Board members. The President or a majority of the members of the Board shall have the authority to call special meetings of the Board.
- 4.11 Board members must attend at least 50% (6 of 12) of the regularly scheduled meeting or the Board position is considered vacated. If three (3) meetings in a row are missed, the position can also be considered vacated with a 2/3 vote by the remaining Board. Once vacated, the Board will appoint a new Board member for the remainder of the term. This is to ensure and increase the level of involvement by each Board member.

- 4.12 All League Directors (LD) must attend at least one (1) Board meeting per season. It is recommended the LDs attend one (1) meeting during the month of the Draft for each season they are the LD. This will aide in quality communication between the Board and the LDs.

ARTICLE 5

The duties of the Board shall be to control and manage the business of the corporation. Their authority shall extend to, but not be limited to such actions as:

- 5.1 Authorize all expenditures of funds by approvals of budgets submitted by respective organizations and any further additional expenses submitted.
- 5.2 Provide for solicitation of funds.
- 5.3 Hiring and terminating the services of any person or business employed by the corporation.
- 5.4 Call special meetings of the general membership.
- 5.5 Promote, by various means of publicity, the events sponsored by the corporation and the purposes thereof.
- 5.6 Maintain custody of the property of the corporation.
- 5.7 Authorize the execution of any deeds, contracts or other legal documents which may become necessary for carrying out the purposes of the corporation.
- 5.8 Set membership fees.
- 5.9 At its discretion, suspend or expel members for non-payment of fees or other reasons.
- 5.10 Make a general report to the membership on all business transacted by the Board.
- 5.11 Otherwise manage and control the affairs of the corporation within the framework of its charter and by-laws.
- 5.12 Review the decisions of the Rules Committee.
- 5.13 Provide each member of DHYS with a copy of the DHYS bylaws at the member's request.

ARTICLE 6

The duties and powers of the members of the Board are as follows:

- 6.1 PRESIDENT AND CHAIRMAN OF THE BOARD shall be responsible for the general leadership of DHYS. PRESIDENT may serve a one or two year term. Duties shall include but not be limited to the following:
 - 6.1.1 Call and preside at all meetings of the Board and general membership.
 - 6.1.2 Execute and enforce all decisions of the Board.
 - 6.1.3 Sign official documents, contracts, deeds or other instruments.
 - 6.1.4 Enforce the by-laws and rules of order at meetings of the Board and general membership.
 - 6.1.5 As a member of the Board, the President and Chairman shall have a full right to vote on all questions before the Board however in any general membership meetings shall have a vote only in the event of a tie.
 - 6.1.6 Serve as an ex officio member of all committees.
 - 6.1.7 Co-sign checks in the absence of the Treasurer.
 - 6.1.8 Officiate all ceremonies.
 - 6.1.9 Keep the Board informed of the actions and intentions of DeKalb County.
 - 6.1.10 Once term expires, serve on the Board as Past President.
- 6.2 SECRETARY duties and responsibilities shall include but not be limited to the following:
 - 6.2.1 Execute the duties of President in the event of vacancy or incapacity.
 - 6.2.2 In the event of a vacancy in the office of President, call a Board meeting to select a new President to fill the unexpired term, and act as President until such replacement is selected.
 - 6.2.3 Serve and preside at all meetings in the absence of the President.
 - 6.2.4 Attend and report to the Board on all meetings of the Rules Committee.
 - 6.2.5 Keep minutes of all Board and general membership meetings and present to each Board member a copy of the minutes of the previous meeting.
 - 6.2.6 Along with the President, act as Parliamentarian according to Roberts Rules of Order.
 - 6.2.7 Assist the President in the general leadership and management of the program, Board and Committees.
 - 6.2.8 Shall chair the Rules and Conduct Committee as set forth in Article 7.6 herein.

- 6.2.9 In conjunction with the Director of Internal Boosters, plan and coordinate the annual meeting of the general membership.
- 6.2.10 Distribute complete copies of the bylaws to all new Board member elected at the May general membership meeting.
- 6.2.11 To the extent that the Board conducts an Opening Day Event, plan and coordinate same.
- 6.3 VICE PRESIDENT-UPPER DIVISION and VICE PRESIDENT-LOWER DIVISION shall be responsible for their respective Divisions as set forth below. Duties and responsibilities shall include but not be limited to the following:
 - 6.3.1 VICE PRESIDENT-UPPER DIVISION shall provide the general leadership and management of the Colt, Pony, Bronco, and International and Mustang Divisions. VICE PRESIDENT-LOWER DIVISION shall provide the general leadership and management of the Pinto and Shetland Divisions.
 - 6.3.2 Attend all meetings of the Rules Committee.
 - 6.3.3 Maintain liaison with all league organizations.
 - 6.3.4 Establish game playing schedules for regular season and internal tournament play.
 - 6.3.5 Approve league directors, managers, and coaches.
 - 6.3.6 Coordinate tryouts and drafts.
 - 6.3.7 Maintain written files concerning complaints about individual managers and coaches to be used in consideration of managers and coaches credentials each year.
- 6.4 DIRECTOR OF EQUIPMENT shall be responsible for the control, safe keeping, and maintenance of playing equipment and uniforms assigned to and/or owned by DHYS. Duties and responsibilities shall include but not be limited to the following:
 - 6.4.1 Prepare and keep inventory of existing equipment in the care of or used by DHYS. Inventory shall include sports equipment and uniforms.
 - 6.4.2 In conjunction with Commissioners, issue equipment and uniforms to team managers and, to extent required, collect equipment from team managers following the playing season.
 - 6.4.3 Report to the Board a list of needed items with negotiated prices prior to the start of season play.

- 6.5 DIRECTOR OF FACILITIES shall be responsible for the control, safe keeping, and maintenance of physical properties, including but not limited to field equipment and playing fields leased, assigned to and/or owned by DHYS. Duties and responsibilities shall include but not be limited to the following:
 - 6.5.1 Prepare and keep inventory of existing field maintenance equipment and supplies.
 - 6.5.2 Remain knowledgeable of all field maintenance items and report to the Vice President(s) or the President the items in need of repair or needing a required action by DeKalb County, working with the President as necessary to secure County responses to DHYS inquiries and requests.
 - 6.5.3 In conjunction with Director of Internal Boosters, organize volunteers for maintenance of physical facilities.
 - 6.5.4 Report to the Board a list of needed items with negotiated prices prior to the start of season play.
- 6.6 DIRECTOR OF INTERNAL BOOSTERS shall be responsible for certain activities of the program as set forth below. Duties and responsibilities shall include but not be limited to the following:
 - 6.6.1 In conjunction with the Secretary, plan and coordinate the annual meeting of the general membership.
 - 6.6.2 Production of the yearbook, including the scheduling of team photographs and selling of yearbook advertising.
 - 6.6.3 Assist the Director of Tournament Teams by organizing volunteers for DHYS hosted tournaments.
 - 6.6.4 Organize, and communicate DHYS goals and job descriptions, to team parents, field parents, and other similar parent volunteer positions.
 - 6.6.5 Be responsible for trophies or other similar member rewards at the conclusion of each season.
- 6.7 DIRECTOR OF CONCESSIONS shall be responsible for the management of all concessions operations. Duties and responsibilities shall include but not be limited to the following:
 - 6.7.1 Schedule volunteer workers and/or secure negotiated services from vendors or contract personnel for efficient concession operations.
 - 6.7.2 Utilize negotiated bids for all food, beverages, supplies and equipment.

- 6.7.3 Maintain compliance with all applicable regulations of DeKalb County Board of Health and related agencies.
- 6.7.4 Provide periodic financial information as may be required by the Executive Board.
- 6.8 DIRECTOR OF REGISTRATION shall be generally responsible for the registration of players for the appropriate seasons. Duties and responsibilities shall include but not be limited to the following:
 - 6.8.1 In conjunction with Director of Communication, coordinate preseason registration notifications to previous season membership.
 - 6.8.2 Maintain data base of the complete membership.
 - 6.8.3 Direct and coordinate registration of members for each season.
 - 6.8.4 As necessary, verify eligibility for players registering for the current playing season.
 - 6.8.5 Submit necessary player documentation to DeKalb County and/or other authorities as required.
 - 6.8.6 In conjunction with Director of Communication, coordinate any post season mailing and/or surveys as required.
- 6.9 DIRECTOR OF COMMUNICATION shall be responsible for communicating with the general membership. Duties and responsibilities shall include but not be limited to the following:
 - 6.9.1 In conjunction with the Director of Registration, disseminate pre and post season mailings and printed and/or electronic advertising for registration.
 - 6.9.2 Coordinate the publishing of the DHYS Newsletter and/or DHYS website.
 - 6.9.3 Assist in the production of the DHYS Yearbook.
 - 6.9.4 Assist other Board members and/or Directors by coordinating publications to notify the general membership of special events and matters of interest.
- 6.10 DIRECTOR OF TOURNAMENT TEAMS shall be responsible for coordinating all post season tournament play and procedures involving DHYS teams. Duties and responsibilities shall include but not be limited to the following:
 - 6.10.1 Coordinate all DHYS All-Star manager and player selection.
 - 6.10.2 Coordinate DHYS All-Star teams' participation in tournament play.

- 6.10.3 Along with other Board members, coordinate any tournament for which DHYS will be the host park.
- 6.11 TREASURER shall be responsible for maintaining DHYS financial information, including accounts payable and accounts receivable. Duties and responsibilities shall include but not be limited to the following:
 - 6.11.1 Establishment and maintain all bank accounts, make bank deposits, maintain check books, issue checks, and reconcile bank statements.
 - 6.11.2 Collect all moneys and funds due the corporation and disburse expenditures of the Corporation.
 - 6.11.3 Prepare and present to the Board, as requested, a financial statement which summarizes the month's transactions.
 - 6.11.4 Purchase and maintain general liability insurance and/or other insurance as may be required by DeKalb County.
 - 6.11.5 Purchase and maintain a fidelity bond to cover actions of members of the Board.
 - 6.11.6 File all applicable IRS returns including, but not limited to, non-profit organization returns.
- 6.12 DIRECTOR OF EXTERNAL BOOSTERS shall be responsible for the generation of funding from outside sources. Duties and responsibilities shall include but not be limited to the following:
 - 6.12.1 Establish and implement parameters for securing DHYS sponsors and individual team sponsors.
 - 6.12.2 In conjunction with Director of Internal Boosters, communicate DHYS goals for team sponsorship to managers and team parents.
 - 6.12.3 Coordinate various fund raising activities.
- 6.13 DIRECTOR OF PLANNING shall be responsible for retention of umpires, compliance of coaches and umpires within DeKalb County and affiliated organizational regulations, and long range planning for DHYS. Duties and responsibilities shall include but not be limited to the following:
 - 6.13.1 Ascertain that managers and coaches have met all County and affiliated organization certifications.
 - 6.13.2 Implement and oversee programs and clinics aimed towards meeting all such required certifications.
 - 6.13.3 Coordinate the hiring and scheduling of all game umpires.

- 6.13.4 Remain abreast of, and communicate to the Board, current industry trends and technologies for the betterment of member safety while engaged in DHYS programs.
- 6.13.5 Maintain all conditions and prerequisites for current DHYS league affiliations.
- 6.13.6 Chair the Nominating Committee as set forth in Article 10 herein.
- 6.14 PAST PRESIDENT is the President whose term has most recently expired, and shall serve as a voting member of the Board whose responsibility is to provide guidance to the Board, continuity with DeKalb County, and other roles the President deems appropriate.

ARTICLE 7

Appointed or volunteer positions under the direction of the Board are as follows:

- 7.1 LEAGUE DIRECTORS shall be responsible, in conjunction with the VICE PRESIDENTS-UPPER and LOWER DIVISIONS, for the activity of a specific age group. Duties and responsibilities shall include, but not be limited to, the following:
 - 7.1.1 Direct the activities within a specified league or age group.
 - 7.1.2 Recommend managers and coaches to the appropriate Vice President.
 - 7.1.3 Execute and enforce all decisions of the Board that pertain to their league or age group.
 - 7.1.4 Appoint committees as needed to carry out the duties requested by the VICE PRESIDENTS-UPPER and LOWER DIVISIONS.
 - 7.1.5 Safeguard the rights and interests of all players in their league or age group as prescribed by the Board and all approved governing rules.
 - 7.1.6 Assist in the tryout and drafting procedures for all members in their league or age group, the purpose of which shall be to place each member in a league commensurate with their skills, and teams in each league of near equal strengths.
 - 7.1.7 Carry out the directions of the Board in respect to placement of players in extraordinary circumstances.
 - 7.1.8 Monitor the activities of all teams during practice and league play to assure that the intent as well as specific rules are carried out with respect to all members.
 - 7.1.9 All League Directors (LD) must attend at least one (1) Board meeting per season. It is recommended the LDs attend one (1) meeting during the month of

the Draft for each season they are the LD. This will aide in quality communication between the Board and the LDs.

7.2. MANAGERS AND COACHES:

- 7.2.1 The Board will, during or after the playing season, review the entire staff of managers and coaches, particularly as regards to their ability, attitude, and compliance with the objectives of the organization. Results of the review and recommendations for re-appointment will be considered by the Board for future manager and coaching selections.
- 7.2.2 Managers will be selected by the Vice President of upper and lower divisions, based on the recommendations of the League Directors and subject to the approval of the Board, for one season only.
- 7.2.3 Managers will be selected on qualifications only, with seniority being the deciding factor where qualifications are deemed equal.
- 7.2.4 Coaches will be selected by the managers and subject to approval by the League Directors and Vice President of upper and lower divisions. Any Coach not submitted for approval prior to tryouts will not be approved until after the draft and teams have been finalized.
- 7.2.5 Managers and coaches are under the direction of the appropriate League Director and Vice President.
- 7.2.6 All Managers and one designated primary Coach shall adhere to the certification requirements as set forth by DeKalb County, league affiliation, and DHYS' insurance carrier. Managers and the designated Coach not meeting the above requirement will not be allowed on the playing fields.
- 7.2.7 The Manager will be responsible for, and encourage, active participation by their players, parents of players, and coaches.
- 7.2.8 Disciplinary procedure for a manager or coach will be governed by Paragraph 9.2 herein.

7.3. TEAM PARENTS:

- 7.3.1 Shall assist the Director of Internal Boosters in the coordination of all fund-raising projects and sponsorships for their representative teams.
- 7.3.2 Shall keep a roster of their team players, coaches and managers, along with telephone numbers and addresses, presenting a copy to each family on their team to be submitted to the Board upon request.
- 7.3.3 Shall be responsible for assisting the team manager in disseminating pertinent information to the team members as required.

7.3.4 If requested by the Director of Concessions or Facilities, shall be responsible for obtaining volunteers from their team to work in the concession stand and/or on the fields for the times the team is responsible and for confirming that the volunteers are present.

7.3.5 Shall assist the Director of Internal Boosters in collecting money for and distributing team photographs.

7.3.6 Shall attend a team parent meeting at the beginning of the season for complete details on job responsibilities.

7.3.7 Shall be responsible for coordinating the team's banquet or picnic.

7.3.8 No parent shall be expected to be a team parent for more than one team in a season.

7.4 OFFICIATING CREWS:

7.4.1 The Director of Planning must secure and approve the officiating association and fee schedule prior to the start of each season, and insure that an officiating crew will be present for each scheduled game.

7.4.2 The Director of Planning must furnish the officiating association with a schedule for each league.

7.5 SCOREKEEPERS:

- 7.5.1 The scorekeeper for each team will be an interested person involved in the team's effort selected by the manager of the home team prior to each game.
- 7.5.2 The home team score book will be the official record of the game and will be made available to the Board upon request.
- 7.5.3 The scorekeeper must maintain a presence readily available to the officiating crew.
- 7.5.4 The visiting team scorekeeper will operate the field scoreboard.

7.6 RULES AND CONDUCT COMMITTEE:

- 7.6.1 Shall be chaired by the Secretary as a nonvoting member of the committee except to break ties. The Committee shall consist of the Vice Presidents of the Upper and Lower Divisions, the Director of Planning, and each of the League Directors.
- 7.6.2 The duties and responsibilities of the Committee shall include the following:
 - A) Formulate, maintain and keep copies of park rules.
 - B) Review conduct of managers and coaches in accordance with Article 9.2 herein.
 - C) Rule on all sports oriented disputes and grievances.
 - D) Investigate any alleged conduct violation by a general member of DHYS.
 - E) Review conduct of general membership.
 - F) Make a written report to the Board of all Committee findings and recommendations or defer such findings and resolution directly to the Board.
- 7.6.3 No park rule or regulation shall be established, altered, or abridged without a two thirds (2/3) majority vote of the Committee and a two thirds (2/3) majority vote of the Board. Committee members may vote by proxy provided the proxy is in writing.
- 7.6.4 When dealing with disputes or grievances, the Committee may suspend managers and coaches during an investigation upon two thirds (2/3) majority vote of the Committee present and voting.

- 7.6.5 The Committee will make a report to the Board as to its findings and recommendations within one week from the time of its appointment to a particular concern.
- 7.7 SCHOLARSHIP COMMITTEE:
- 7.7.1 Scholarship committee shall consist of the President, Vice Presidents of the Upper and Lower Divisions, Director of Registration, and the Treasurer.
- 7.7.2 The duties and responsibilities of the Scholarship Committee shall include the determination and application of guidelines for DHYS' provision of financial assistance to members requesting financial assistance for registration fees.

ARTICLE 8

The operation procedures are as follows:

- 8.1 FIELD UPKEEP:
- All players, parents, managers, coaches, and spectators are asked to clean their half of the playing field and bleacher area after each game. From time to time the Board will schedule FIELD DAYS for special improvement and maintenance projects. Participation by all members of the organization is voluntary but strongly encouraged.
- 8.2 INSURANCE:
- DHYS maintains general liability insurance and/or other insurance as may be required by DeKalb County and/or affiliated organizations.
- 8.3 PARENTS GRIEVANCES:
- 8.3.1 Any grievance by parents should be submitted in writing to the President. The President will investigate and, if the President finds it advisable, bring the grievance to the Board for further action. If the grievance concerns a member, player, manager, or coach, the President may forward it to the Rules and Conduct Committee.
- 8.3.2 If, as a result of investigation of a manager or coach, the Rules and Conduct Committee deems it necessary to present facts to the Board for resolution, a written complaint and decision will be kept and maintained by the Secretary.

8.4 PARENTS MEETING:

8.4.1 Each team manager is required to hold a meeting of all players and their parents prior to the beginning of the season.

8.4.2 The primary purpose of the team meeting will be to clarify the responsibilities of the manager, coach, team parent, field parent, parents and the players.

8.5 EQUIPMENT:

8.5.1 As appropriate, uniforms shall be issued prior to opening day upon full payment of the player's fees.

8.5.2 The manager shall be responsible for maintaining in good condition the equipment charged to him and/or his team.

8.6 AWARDS:

8.6.1 At the discretion of the Board, league championship, All Star and tournament trophies shall be provided by DHYS.

8.7 REFUND POLICY To be removed from a DHYS program and once a player is registered for a season:

A) The Registration Fee is 50% non-refundable.

B) And after Player Evaluations but before the Draft, 75% of the registration Fee is non-refundable.

C) And after the Draft, 100% of the Registration Fee is non-refundable.

D) Other refunds may be given on a case by case basis at the Board's discretion with the exception of a flat \$25 portion to be non-refundable to cover administration costs.

8.7.1 Donations are not refundable.

ARTICLE 9

9.1 The following individuals shall be eligible for membership:

9.1.1 Parents, step parents or guardians of youth participating in sponsored activities upon full payment of fees.

9.1.2 With the approval of the Board, any adult of good moral character having an interest in the purposes of this organization and desiring to have a part in accomplishing these purposes.

9.2 Suspension, dismissal, cause, and procedure for members:

- 9.2.1 It is the intention of DHYS that children participating in its program not be subjected to misconduct by their adult leaders, spectators, parents or other participants. In dealing with incidents of misconduct, the physical and emotional welfare of the children will be the primary consideration.
- 9.2.2 Following a two thirds (2/3) majority vote of the Rules and Conduct Committee, the Board by a two thirds (2/3) majority vote has the authority to suspend for any specified period of time any member whose actions are not in accordance with the objectives of DHYS.
- 9.2.3 If the Rules and Conduct Committee recommends suspension or dismissal, the member will be invited, by written notice as provided in Article 12, to appear before the Board, at which time the member will be informed of the recommendation of the Rules and Conduct Committee.
- 9.2.4 The President shall schedule a special meeting of the Board no sooner than 7 days and no later than 14 days from the date of written notice prescribed in Paragraph 9.2.3 above, at which time the Board shall hear the charges against the member and the member may present his defense which may include any witness deemed necessary.
- 9.2.5 When the Rules and Conduct Committee and the member have had adequate opportunity to present their case, all non-Board members will be excused from the meeting and the Board shall then vote on the issue presented.
- 9.2.6 At the discretion of the President, if the member charged cannot attend the meeting as called for in Paragraph 9.2.4 above due to extenuating circumstances, the President may reschedule the meeting providing the member had advised the President at least 48 hours prior to the originally scheduled meeting.
- 9.2.7 In such action against a player, the player's parent or manager may act as his counsel. In such action against the manager or coach, the manager or coach shall act as his own counsel.
- 9.2.8 Players who, in the umpires' discretion, are charged with instigating or willfully being involved in physical altercations during any DHYS game shall be ejected from the game in which the incident occurs and will be suspended from participating in the team's next game. There shall be no appeal process.
- 9.2.9 Players shall not be eligible for selection to any DHYS All-Star team if, during the immediately preceding season, they have been suspended under any conditions set forth herein.

9.2.10 In the event a manager or coach is ejected from a game by the officiating crew, the Rules and Conduct Committee shall immediately investigate the incident and bring its findings and recommendations to the Board as set forth herein.

9.3 INDEMNIFICATION:

9.3.1 The members acknowledge that

- A) Druid Hills Youth Baseball is a private nonprofit corporation organized for the benefit of the youth of the community through recreational youth athletic programs;
- B) The property, facilities and services of DHYS may from time to time present hazardous conditions which could result in personal injury or death; and,
- C) DHYS offers no facilities for securing money or personal possessions which may be susceptible to loss or theft.

Therefore, in consideration of the benefits to be derived by the members from DHYS, and in recognition of the potential hazards described above, each member agrees:

- A) to assume, for himself or herself, his or her dependents and guests, all risk, liability, loss, injury or damage arising out of or by virtue of their use of the property, facilities and services of DHYS; and
- B) to indemnify and hold harmless DHYS and its Board from all such risk, liability, loss, injury or damage.

ARTICLE 10

10.1 NOMINATING COMMITTEE:

10.1.1 The President will appoint a five (5) member Nominating Committee, inclusive of the Director of Planning who will chair the committee, at least two months prior to of election of Officers, whose duty shall be to make nominations for a complete compliment of officers as called for in ARTICLE 6.

10.1.2 The general membership shall be informed of the members of the Nominating Committee by the best means possible and available. At least two of the members appointed shall be past or present Board members.

10.1.3 Nominations will also be accepted from the general membership, in written form. These nominations must be received by any Board member and

forwarded to the Nominating Committee at least five (5) days prior to when the elections will be held.

10.1.4 The Director of Planning will enter the names of all nominees on a single ballot which will be submitted to vote at the annual general membership meeting. The nominee for each office receiving the majority of those votes cast will be elected the new Board of Directors. If no nominee obtains the majority of the vote, the top two candidates will submit to a run off vote immediately.

ARTICLE 11

11.1 GENERAL MEETINGS:

- 11.1.1 A meeting of the membership of the corporation shall be held at least once a year for the purpose of electing officers, reporting general information, and disclosure of plans for the season.
- 11.2 Special meetings may be called at the discretion of the Board with membership being given at least ten (10) days advance notice of such meeting along with a reasonable explanation for such special meeting.

ARTICLE 12

- 12.1 Any notice given or made for any purpose under or pursuant to these By-Laws shall be valid if written and sent by:
 - A) Regular U.S. Mail, postage prepaid, addressed to the member at the address set forth in the youth registration form, or
 - B) Email, addressed to the member at the email address set forth in the youth registration form, or
 - C) Hand delivered.

ARTICLE 13

- 13.1 These Bylaws may be amended by a two-thirds (2/3) majority vote of the members present and voting at any regular or special meeting of the General Membership provided that notice of the proposed amendment(s) has been given as per Article 12 to each member at least ten (10) days prior to the date of such meeting.

BYLAWS.05.2009