**AMENDED AND RESTATED BYLAWS OF**
**LAKES YOUTH ATHLETIC ASSOCIATION**
**AS APPROVED AND ENACTED ON December 16,2025**

## ARTICLE I - NAME

**Section 1.01. Name.** The name of this corporation shall be Lakes Youth Athletic Association. ("LYAA", "the LYAA"), pursuant to the Illinois General Not For Profit Corporation Act.

**Section 1.02. Doing Business As.** The corporation shall also do business as Wauconda Baseball Softball ("WBS", "the WBS", "Wauconda Baseball & Softball") and/or other names as determined by a resolution of the Board of Directors.

## ARTICLE II - PURPOSE

**Section 2.01. Purpose.** The purpose of the LYAA shall be to promote, organize and conduct sports programs, and teach the principles of good sportsmanship, teamwork, and respect for the community, for all who participate, in Wauconda, Illinois and the surrounding communities.

## ARTICLE III - BOARD OF DIRECTORS

**Section 3.01. General Powers**. Consistent with the Articles of Incorporation of the LYAA ("Articles of Incorporation"), the bylaws set forth herein (the "Bylaws") and subject to the limitations of law and regulation (the "Applicable Law"), the Board of Directors (the "Board") shall determine the general policies that govern the operations of the LYAA and shall be under the direction of the Board of Directors.

**Section 3.02. Size**. Effective with the election of Directors at the Annual Meeting in 2023, the Board of Directors shall number no more than twenty-two (22) individuals with the exact number to be specified from time to time by the Board of Directors.

**Section 3.03. Background Screening**. Any Director that serves on the Board shall agree to submit to a background check administered by LYAA prior to or after acceptance of a nomination and Board Elections or Presidential Appointment. The results of the background checks are subject to the Executive Board's sole review and may serve as justification for rejecting a nomination or declaring void any appointment or election result. The specific, private results of any background screening or check may not be shared with individuals outside of the Executive Board except in case of legal obligation or if the subject of the background check agrees to its disclosure.

**Section 3.04 Election and Tenure**. Directors shall be elected at the Annual Meeting of the Board of Directors, by the members of the then current Board of Directors, in each case, for a one-year term to commence at the adjournment of the Annual meeting of the Board of Directors, at which they were elected ("Elected Directors"). Officers, in each case, will serve two-year terms, elected in staggered terms as stated in section 4.02.03.

**Section 3.04.01 Nomination and Voting.** Any member of the public who wishes to become a Director of the Board of Directors may submit themselves for nomination to the Secretary, who shall be the official keeper and tabulator of election records. Upon receiving a plurality of votes from a quorum of Directors, that member of the public shall be considered elected to the Board.

**Section 3.04.02 Plurality of Votes Required.** An individual who does not receive a plurality (50% plus one) of votes from those Directors present shall not be elected to the Board. The Board of Directors may choose to keep a position vacant or remove that position entirely pursuant to Section 3.02.

**Section 3.05 Removal and Resignation**. A Director may resign at any time by giving written notice to the President of the Board or the Secretary. A resignation need not be accepted in order to be effective. An Elected Director may be removed from the Board of Directors at any time with or without cause by a vote of a two-third majority of the all members of the Board of Directors. Any Member of the Board of Directors that resigns or is removed from their position, shall be ineligible to serve on the Board of Directors in the future without Executive Board approval.

**Section 3.06 Vacancies**. Any vacancy on the Board of Directors shall be filled for the unexpired portion of the term of such office by appointment by the President subject to confirmation by the Board of Directors pursuant to Section 3.04.02. A vacancy of the position of President shall be filled immediately by the first available Officer, beginning with the Director of Baseball, then Director of Softball, then Director of Operations, then Treasurer, then Secretary.

**Section 3.07. Meetings.** The Board of Directors shall conduct its business in meetings open to the public. The Board of Directors may provide by resolution the time and place, within the villages served by the LYAA, including, but not limited to, the Village of Wauconda, Island Lake, Port Barrington, and Volo, for the holding of meetings of the Board of Directors without other notice than such resolution. Meetings may also be conducted electronically, via Zoom, Google Meet, or another suitable video conferencing medium as agreed upon by the Board of Directors and available for public viewing and interaction.

**Section 3.07.01 Annual Meeting**. An Annual Meeting of the Board of Directors shall be held each year at such time and place as is designated by resolution of the Board of Directors or, in the absence of such designation, at 7:00p.m. on the first Monday of November of each year, if not a legal holiday under Applicable Law, and if a legal holiday then on the next day which shall not be a legal holiday, at a Board designated location, or if in the absence of such a designation, at the Wauconda Township Hall. The purpose of this meeting shall include the election of members to the Board of Directors, the election of the Officers and the transaction of other business. If a quorum is not present for the Annual Meeting, it shall be adjourned without action and rescheduled for the the closest available time at which a quorum of the Board of Directors is available to meet, and the Board of Directors' terms shall be automatically extended through the rescheduled date.

**Section 3.07.02** **Regular Meetings**. Regular meetings of the Board of Directors shall be held monthly. Regular meetings may occasionally be cancelled or rescheduled if a quorum is not available.

**Section 3.07.03** **Special Meetings**. A special meeting of the Board of Directors may be called by or at the request of the President of the Board or by one-third of Directors then in office.

**Section 3.10. Notice and Waiver**. Except as otherwise prescribed by Applicable Law, any person or persons calling a special meeting shall provide at least five (5) and no more than sixty (60) days' prior written notice of the time and place of such special meeting of the Board of Directors; provided, however, if the subject of a special meeting is (i) the removal of one (1) or more Directors, or (ii) a merger, consolidation, dissolution or sale or exchange of assets, such person or persons calling such special meeting shall provide no fewer than twenty (20) nor more than sixty (60) days' prior written notice. Any Director may waive notice of any meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Both the business to be transacted at, and the purpose of, any special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting, unless specifically provided otherwise by Applicable Law, the Articles of Incorporation or the Bylaws.

**Section 3.11. Action Without a Meeting**. Any action required by Applicable Law to be taken, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent in writing or electronic form, setting forth the action so taken, shall be signalled by a majority of all of the Directors entitled to vote. Such consent shall have the same force and effect as a regular vote and may be stated as such in any articles or document filed with the Illinois Secretary of State under the General Not For Profit Corporation Act of Illinois. Notwithstanding the foregoing, acts stated in Section 3.14 "Acts Requiring Two-Third Majority Approval" require a meeting of the Board pursuant to section 3.07.

**Section 3.12. Quorum**. At any meeting of the Board of Directors, the presence of a majority of the Directors, rounded down to the nearest whole number plus one shall constitute a quorum. If a quorum shall fail to attend any meeting, a majority of those present may adjourn the meeting to another date, time or place, without further notice or waiver thereof. Members may be represented by proxy in writing or electronic transmission at any meeting of the Board of Directors with the exception of approval of budget, election of officers, or any other "two-thirds majority approval" acts as stated in section 3.14.

**Section 3.13. Vote and Manner of Action**. Each individual member of the Board of Directors shall be entitled to one vote on each matter submitted to a vote. Voting by proxy shall be allowed as stated and outlined in section 4.12. At any meeting of the Board of Directors, business shall be transacted in such order and manner as the Board of Directors may from time to time determine, and all matters shall be determined by the vote of a majority of the Directors present at a meeting at which a quorum is present, except as otherwise provided in these Bylaws. A Director present at a meeting is presumed to assent to actions unless the Director objects at the beginning of the meeting, or promptly upon his or her arrival, to holding the meeting or transacting specified business at the meeting or the Director votes against or abstains from the action and such objection, dissent or abstention is entered into the minutes of the meeting. A Director must be present, in person or in proxy, at a regular or special meeting in order to be considered in attendance. The only exception to this rule will occur when the Board of Directors calls for a special vote on a particular issue between meetings, in which case any or all Directors can participate by, or conduct such a meeting through the use of, any means of communication by which all Directors can simultaneously hear each other during the meeting.

**Section 3.14. Acts Requiring Two-Third Majority Approval**. Notwithstanding any other provision hereof, the act of an two-third majority of the members of the Board of Directors then in office, in a meeting open to the public pursuant to Section 3.07 with the action to be discussed clearly declared in the notice for such meeting, shall be required for any of the following actions:

1. Adopting a plan of merger or consolidation with another corporation.
2. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the LYAA.
3. Authorizing the voluntary dissolution of the LYAA or revoking proceedings therefore, or adopting a plan for the distribution of the assets of the LYAA.
4. Removing any Officer or Director.
5. Adopting, amending or repealing the Bylaws or the Articles of Incorporation.

**Section 3.15. Committees.** The Board of Directors may, from time to time, designate committees of the Board of Directors, with such delegable powers and duties as it thereby confers, to serve at the pleasure of the Board of Directors and shall, for those committees and any others provided for herein, elect at least two (2) Directors to serve as the members. Any committee so designated may exercise the power and authority of the Board of Directors to the extent any resolution of the Board of Directors shall so provide, except that a committee may not take such actions requiring the approval of an absolute majority of the Board as set forth in Section 3.14 “Acts Requiring Two-Third Majority”. The President of the Board shall be an ex-officio, non-voting member of all committees of the Board of Directors except for those committees for which the President is expressly identified as a member.

**Section 3.15.01 Rules Governing Committees**. Unless otherwise provided by these Bylaws, or Board of Directors or committee resolution, the provisions of these Bylaws on date, time and place of, notice required for, and conduct of, meetings of the Board of Directors shall govern committees of the Board of Directors. A majority of Directors then appointed as members of a committee shall constitute a quorum and all matters shall be determined by a majority vote of the members present at a meeting at which a quorum is present. Action may be taken by any committee without a meeting if all members thereof consent thereto in writing. Such writing or writings shall be filed with the minutes of the proceedings of such committee. All minutes of committee meetings and unanimous consents of action taken by a committee without a meeting shall also be submitted to the Board of Directors.

**Section 3.15.02** **Resignation and Removal From Committees.** Any member or the chairperson of any committee may resign at any time by giving written notice to the President of the Board or the Secretary. Such resignation need not be accepted to be effective. Any member and any chairperson of any committee may be removed with or without cause at any time by a vote of a majority of
Directors present and entitled to vote at a meeting of the Board of Directors at which a quorum is present.

**Section 3.16.** **Executive Board.**

**Section 3.16.01.** **Composition**. The Executive Board shall consist of the Officers of the corporation, including the President of the Board, Director of Baseball/Vice President, Director of Softball, Director of Operations, Treasurer and Secretary.

**Section 3.16.02.** **Duties**. The Executive Board shall have the full authority of the Board of Directors between meetings of the full Board of Directors except as set forth in Section 3.16.03 and shall perform such other duties as specified by the Board of Directors.

**Section 3.16.03.** **No Authority.** Notwithstanding any other provision hereof, the Executive Board shall not have authority to perform any action identified in section 4.14, "Acts Requiring Two-Third Majority Approval", nor shall it have authority to perform the additional following functions:

1. Fill vacancies on the Board of Directors or any of its committees.
2. Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of any committee or the Executive Board.

**Section 3.16.04.** **Meetings of the Executive Board**. The Executive Board may provide by resolution for the date, time and place of regular meetings, and hold such other meetings called with reasonable notice by the President of the Board or a majority of the Executive Board. Such meetings need not be publicly announced or open to the public.

## ARTICLE IV - OFFICERS

**Section 4.01. <u>Enumerated</u>**. The Officers of the LYAA shall be the President, Director of Operations, Director of Baseball/Vice President, Director of Softball, the Treasurer, and the Secretary, and any other officers (collectively, the "Officers," and each individually, an "Officer") or assistant officers as may be determined by the Board of Directors from time to time. The Officers shall have such powers and perform the duties prescribed by the Bylaws, as well as such other authority as provided by the Board of Directors. President, Director of Operations, Director of Baseball/Vice President, Director of Softball, the Treasurer, and the Secretary shall be elected Directors. The Officers are also the members of the Executive Board as defined in Section 4.17.01.

**Section 4.02. <u>Election and Terms.</u>**

**Section 4.02.01. <u>President of the Board.</u>** The President shall be elected by the Board of Directors for a two-year term, during the Annual Meeting of every odd-numbered year. The new President shall take office immediately following the conclusion of the Annual Meeting at which the election is held, at which time the prior President's term has expired.

**Section 4.02.03. <u>Other Officers and Executive Board Members</u>**. The other Officers shall be elected by the Board of Directors for two-year terms at its Annual Meeting every year. Each new Officer shall take office immediately following the conclusion of the Annual Meeting at which the election is held, at which time the prior Officer's term has expired.

1. The Director of Baseball/Vice President and Secretary shall be elected in odd-numbered years.
2. The Director of Softball, Director of Operations, and Treasurer shall be elected in even-numbered years.

**Section 4.03. <u>Duties</u>**.

**Section 4.03.01. <u>President of the Board</u>.** The President shall:

1. be a member of the Board of Directors and Executive Board, and
2. preside at all meetings of the Board of Directors and Executive Board at which the President is present, and
3. ensure compliance with these Bylaws and all policies, rules, and regulations adopted at any time by the Board in accordance with these Bylaws, and
4. have the authority to call for special meetings of the Board of Directors, Executive Board, or any committee thereof,
5. recommend to the Board of Directors the chairperson and members of each committee, and
6. perform such other duties as the Board may assign, and
7. be an ex-officio, non-voting member of all committees of the Board of Directors except for those committees for which the President is expressly identified as a member, and
8. be in charge of the business and affairs of the corporation, and
9. see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board, and
10. execute for the corporation any contracts, deeds, mortgages, bonds or other instruments

that the Board has authorized to be executed, either under or without the seal of the corporation and either individually or with the secretary or other officer thereunto authorized by the Board according to the requirements of the form of the instrument, and

11. vote all securities that the LYAA is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent by the Board of Directors, and
12. provide general oversight of the Executive Board and the Board of Directors in the execution of their duties, and
13. remove any non-elected volunteer from service if, in the opinion of the President, such volunteer is deemed to be in violation of any policy, regulation, law, resolution, standard of decency, code of conduct, or other directive, and
14. act for and exercise the powers of, or delegate such powers of, all other Directors and Officers in the event of those Directors' or Officers' absence or other inability to exercise their powers and duties.

**Section 4.03.02. Director of Baseball/Vice President**. The Director of Baseball/Vice President shall:

1. facilitate or cause to be facilitated the operation of all baseball programs created by the Board of Directors, and
2. act for and exercise all the powers of the President in the absence of the President or in the event of the President's disability, and
3. have such other powers and shall perform such other duties as may be assigned by the President or the Board of Directors, and
4. provide general oversight of all other Directors whose duty is the administration of a particular division of baseball, and
5. remove any non-elected baseball-related volunteer from service if, in the opinion of the Director of Baseball, such volunteer is deemed to be in violation of any policy, regulation, law, resolution, standard of decency, code of conduct, or other directive, and
6. act for, and exercise all the powers of, all other Directors whose duty is the administration of a particular division of baseball in the absence of, or inability to exercise the powers or duties of, that Director, and
7. act for, and exercise all of the powers of, the President in the absence of, or inability to exercise the powers of, the President.

**Section 4.03.03. Director of Softball.** The Director of Softball shall:

1. facilitate or cause to be facilitated the operation of all softball programs created by the Board of Directors, and
2. remove any non-elected softball-related volunteer from service if, in the opinion of the Director of softball, such volunteer is deemed to be in violation of any policy, regulation, law, resolution, standard of decency, code of conduct, or other directive, and
3. act for, and exercise all of the powers of, the President and the Director of Baseball/Vice President in the absence of both the President and the Director of Baseball/Vice President or in the event of both of the aforementioned's disability, and
4. act for, and exercise all the powers of, all other Directors whose duty is the administration of a particular division of softball in the absence of, or inability to exercise the powers or

duties of, that Director.

**Section 4.03.04.** **Treasurer**. The Treasurer shall:

1. be responsible for all funds and securities of the LYAA, and
2. have or delegate authority to receive and give receipts for monies due and payable to the LYAA from any source, and deposit or cause to be deposited or invested all such monies in the name of the LYAA, in such banks, trust companies or other depositories designated by the Board of Directors, and
3. keep or cause to be kept regular accounts and books which shall be open for inspection to any member of the Board of Directors upon reasonable notice, and
4. report, at the Annual Meeting and at such regular meetings of the Board of Directors as requested by the President, as to the financial condition of the LYAA, and
5. have such other powers and perform such other duties as may be assigned by the President or the Board of Directors.

**Section 4.03.05.** **Secretary**. The Secretary shall:

1. keep or cause to be kept the minutes of all meetings of the Board of Directors and shall distribute those minutes no later than two (2) weeks after the previous Board meeting, and
2. see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, and
3. act as, or designate another Director to act as, custodian of the corporate records as prepared by the Treasurer and of the seal of the LYAA, and
4. see that the seal is affixed, if required, to all documents which are duly authorized under the provisions of the Bylaws, and
5. file or cause to be filed with the Illinois Secretary of State an annual report and/or any other documents as required by law, and
6. file or cause to be filed all necessary documents which the federal government requires for a non-profit organization, and
7. have the authority to appoint assistant secretaries and to delegate any of his/her power to an assistant secretary, and
8. have such other powers and perform such other duties as may be assigned by the President or by the Board of Directors.

**Section 4.03.06.** **Director of Operations.** The Director of Operations shall:

1. keep or cause to be kept all corporation assets and property in good repair and working order, and
2. provide general oversight of all other Directors whose duty is administration of business aspects that are not directly related to baseball or softball or are otherwise not overseen by another member of the Executive Board, and
3. act for, and exercise all the powers of, all other Directors whose duty is the administration of business aspects that are not directly related to baseball or softball or are otherwise not overseen by another member of the Executive Board in the absence of, or inability to exercise the powers or duties of, that Director.

## ARTICLE V - DIRECTORS

**Section 5.01. __Enumerated__.** The specific Directors of the LYAA shall be determined from time to time by resolution of the Board of Directors of the LYAA.

**Section 5.02. __Duties__.** The various Directors shall:

1. execute or cause to be executed the duties prescribed to them by these Bylaws or by resolution of the Board of Directors, and
2. recruit non-elected volunteers (such as coaches, assistant coaches, and others) as appropriate to help execute or cause to be executed said duties, and
3. remove said non-elected volunteers from duty from service if, in the opinion of the Director, such volunteer is deemed to be in violation of any policy, regulation, law, resolution, standard of decency, code of conduct, or other directive, and
4. act as members of the Board of Directors pursuant to Article III and the other Articles of these Bylaws, including but not limited to attending regular and special meetings, voting on matters of the corporation, and supporting the corporation in its efforts to fulfill its purpose as set forth in Article II of these Bylaws, and
5. be generally overseen and directed by the Executive Board member who is assigned their oversight in the execution of their duties.

## ARTICLE VI - INDEMNIFICATION AND INSURANCE

**Section 6.01. __Indemnification__**. LYAA shall indemnify, defend and hold harmless the members of the Board of Directors and Officers and any person who may have served at its request or by its election as a director or Officer of another corporation, and each of them separately, to the fullest extent permitted by Section 108.75 of the General Not For Profit Corporation Act and other Applicable Law, except with respect to matters as to which any such person shall be adjudged in any action, suit or proceeding to be liable for willful misconduct in the performance of duty. The Board of Directors and the Executive Committee shall have the option to indemnify, defend and hold harmless any employee or agent of the LYAA to the fullest extent permitted by Section 108.75 of the General Not For Profit Corporation Act and other Applicable Law, except with respect to matters as to which any such person shall be adjudged in any action, suit or proceeding to be liable for willful misconduct in the performance of duty. Expenses incurred in defending any civil or criminal action, suit or proceeding may be paid by the LYAA in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by the indemnified party to repay such amount, unless it shall ultimately be determined that such party is entitled to be indemnified by the LYAA.

**Section 6.02. __Insurance__**. Subject to the approval of the Board of Directors, LYAA must purchase and maintain insurance on behalf of any and all of its Directors or Officers or former Directors or Officers and any person who has served at its request or by its election as a Director or Officer of another corporation against any liability incurred by them by reason of being or having been Directors or a Director or Officer of the LYAA, or of such other corporation, whether or not the LYAA would have the power to indemnify them against such liability or settlement under the provisions of this Article VII.

## ARTICLE VII - RECORDS

**Section 7.01.** **Records**. LYAA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and all action items of the Executive Committee. All books and records of the LYAA may be inspected by any Director, or his/her agent or attorney, at any reasonable time and with reasonable notice.

## ARTICLE VIII - FISCAL YEAR

**Section 8.01.** **Fiscal Year.** The fiscal year of the LYAA shall begin on the first day of January of each year and end on the last day of December of such year.

## ARTICLE IX - NOTICES

**Section 9.01.** **Manner of Notice**. Whenever under any provision of Applicable Law, the Articles of Incorporation or the Bylaws, notice is required to be given to any person, such notice shall be delivered to such person either at such person's address as it appears on the books of the LYAA or at such person's business address. All notices or other communications required or permitted to be given pursuant to any provision of Applicable Law, the Articles of Incorporation or the Bylaws shall be in writing and shall be considered as properly given if mailed by United States mail, postage prepaid, by overnight courier service, by facsimile transmission, or by electronic transmission. Notices hereunder in any manner shall be effective only if and when received by the addressee.

**Section 9.02.** **Waiver of Notice**. Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE X - RESTRICTIONS AND DISSOLUTION

**Section 10.01.** **Restrictions**. No part of the net earnings of the LYAA shall inure to the benefit of, or be distributed to, any Director, or Officer of the LYAA, or any other private individual.
No substantial part of the activities of the LYAA shall consist of carrying on propaganda or otherwise attempting to influence legislation; provided, however, that the LYAA shall have the power to file an election under Section 501(h) of the Internal Revenue Code of 1986, as amended, or under the corresponding provisions of any subsequent federal tax laws. No part of the activities of the LYAA shall consist of participating or intervening in any political campaign on behalf of any candidate for public office.

**Section 10.02.** **Dissolution**. Upon dissolution of the LYAA or winding up of its affairs, the assets of the LYAA shall be applied and distributed as follows:

1. All liabilities and obligations of the LYAA shall be paid, satisfied and discharged, or adequate provision shall be made therefore.
2. Assets held by the LYAA upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution or winding up, shall be returned, transferred or conveyed in accordance with such requirements; and
3. All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more organizations which have operations or perform services in Wauconda, IL and surrounding areas, and its adjacent trade area and are exempt under the provisions of Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any federal tax law which may then be in effect and whose mission reasonably relates to the LYAA.

## ARTICLE XI - REVISIONS OR AMENDMENTS

**Section 11.01. <u>Revisions or Amendments</u>.** The Bylaws may be amended or revised at any meeting of the Board of Directors of the LYAA by an act of two-thirds (2/3) of the directors present at a meeting of the Board of Directors at which a quorum is present, provided that any proposed material amendment or revision shall have been submitted in writing to the full Board of Directors no less than twenty (20) days prior to such meeting. Nothing herein shall be construed to prevent the Board of Directors from changing any proposed material amendment or revision at a meeting for which the proposed material amendment or revision was submitted twenty days prior and adopting such changes at the same meeting.

## ARTICLE XII - COMPENSATION

**Section 12.01. <u>Compensation</u>**. Without exception, compensation for services rendered in accordance with these Bylaws may not be paid to any Officer or Director of the LYAA. Expenses incurred by any Officer or Director when acting on behalf of the LYAA may be reimbursed.

## ARTICLE XIII - CONFLICTS OF INTEREST

**Section 13.01. <u>Conflicts of Interest</u>.** All members of the Board of Directors, whether now serving or later elected, shall be informed of the LYAA's policies with respect to conflicts of interest. The President shall be notified of any conflict of interest arising between the LYAA and any member of the Board of Directors. The Board of Directors shall be notified of any conflict of interest arising between the LYAA and any member of the Board of Directors if such conflict of interest is relevant to any matter requiring action by the Board of Directors. Any such interested Director shall disclose to the Board of Directors the nature of the conflict and shall provide the Board of Directors with any information relevant to the conflicted matter. Such conflicted Director shall leave the meeting and a majority of disinterested Directors present at such meeting at which a quorum composed of disinterested Directors is present shall act with respect to the conflicted matter, and the minutes of such meeting shall reflect such actions. All members of the Board of Directors shall be required to disclose to the Board of Directors annually, in writing, the nature of any potential or existing conflicts of interest between the LYAA and such Director. The members of the Board of Directors may be required to disclose any such conflicts of interest during the Annual Meeting of the Board of Directors.

## ARTICLE XIV - CODE OF CONDUCT AND COMMUNITY VOLUNTEERS

**Section 14.01. <u>Service at the Pleasure of LYAA.</u>** The Directors of the LYAA may, at times, recruit non-elected volunteers to fulfill key positions and support roles to help fulfill our purpose. These volunteers are critical to the success of our mission, and are a reflection of the LYAA in our community. If, at any time, the Director responsible for recruiting a Volunteer, or that Director's direct superior (Director of Baseball/Director of Softball), or the President, deems that Volunteer to be in violation of any law, code of conduct, standard of decency, or other directive of the Board of Directors, then that Director or Officer shall individually have the authority to remove the offending Volunteer from service.

**Section 14.02. <u>Amended and Specific Codes of Conduct.</u>** The Board of Directors may adopt, from time to time, through resolution or other agreement, specific Codes of Conduct that apply to its Volunteers, Spectators, Contractors, Players, or other representatives. These Codes of Conduct may define specific, or general, types of conduct as well as specific, or general, repercussions for violations of the Codes.

**Section 14.03. <u>Overriding Code of Conduct.</u>** Notwithstanding any other resolution, agreement, or policy put into place by the Board of Directors, all Directors, Officers, Volunteers, Members, Representatives, Spectators, and all other individuals, collectives, corporations, or other entities who attend any Events held or organized by the LYAA, or represent any portion of the LYAA to the community at large, shall always act in a manner befitting the nature of our organization's purpose, which is to teach sports, sportsmanship, and respect for the community as stated in Article 2.

## ARTICLE XV - EQUAL OPPORTUNITY

**Section 15.01. <u>Equal Opportunity</u>**. The LYAA supports and endorses without exception the concepts of fair and equal opportunity for all.

Certification of Bylaws
Date: June 29, 2023

# CERTIFICATION

These Bylaws were approved by the Lakes Youth Athletic Association Board of Directors by a two-thirds majority vote on Thursday, June 29, 2023, and were made effective immediately upon approval and subsequent ratification.

Signed:

*Richard Seneker*

12/16/25
Rich Seneker, President Date

*Sarah Ulrich*

12/16/25
Sarah Ulrich, Secretary Date