

BYLAWS OF Rocky Mountain Junior Baseball League

ARTICLE I NAME OF THE CORPORATION & OFFICES

Section 1 - Name of the Corporation

This corporation shall be known as Rocky Mountain Junior Baseball League, hereinafter is also referred to as RMJBL, corporation and/or organization.

Section 2 - Principal Offices

The principal office of the corporation will be located at the following address:

PO Box 740507
Arvada, CO 80006
(720) 301-6734

Section 3 - Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes shall not be deemed, nor require, an amendment of these Bylaws:

- 1. New Address _____
Dated: _____
- 2. New Address _____
Dated: _____

Section 4 - Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE II NONPROFIT PURPOSES

Section 1 - IRC Section 501(c)(3) Purpose

This corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 2 - Specific Objectives and Purposes

The purpose of Rocky Mountain Junior Baseball League (RMJBL) shall be to organize and conduct a baseball league for all member organization teams as set forth in the RMJBL Bylaws. Furthermore, this program shall be intended to provide said teams the opportunity to participate in league scheduled games against other RMJBL teams.

Section 3 - Operations

- To operate under the rules of a nonprofit, the league requires at minimum the following officers: President, Secretary, and Treasurer. Volunteers for RMJBL officer positions must be at least 18 years of age.
- The Board will review the finances of the league on a quarterly basis.
- The Board will implement a Non-Discrimination policy (Exhibit A).
- The Board will implement a Sportsmanship policy (Exhibit B).

ARTICLE III MEMBERSHIP

Section 1 - Members

RMJBL shall be comprised of individual area organizations, sanctioned by USSSA, and a governing "Board of Directors". RMJBL recognizes High School boundaries, as defined by each member areas school district, for the formation of teams by the member Areas. In the event a new high school is built, the area affected will "grandfather" teams beginning with 8 year olds (8C) the first year the school is opened.

Section 2 - Application for Membership

New member areas must apply in writing and include the following information:

- Area name
- Area officers
- Number of teams and divisions of play that they will be adding to the league
- Number and location of fields that they will provide
- A copy of the area's bylaws, rules, and regulations
- Age levels that their fields will accommodate

Applications for membership must be reviewed and approved by a majority of the Board of Directors. RMJBL Board of Directors reserves the right to refuse membership and approval shall be in the sole and absolute discretion of the Board of Directors. Upon approval, the new member area will be granted probationary membership as defined in Article III.3.

Section 3 - Probationary Members

New members will serve a one-year, **non-voting**, probationary term and their admission is expressly conditioned upon such probationary period. During this probation, areas are expected to demonstrate acceptable attendance (75% annually) at regularly scheduled league meetings, cooperation with other league areas, active participation in league endeavors, and positive influences in achieving league goals and milestones. At the end of their probation, they will be granted full league membership upon approval by a majority of the Board of Directors. If approval by the majority is not granted, the Board of Directors, at their discretion, may offer one additional year of probationary status.

Section 4 - Insurance/Liability/D&O Requirements

All areas are required to purchase and renew annually a Directors and Officers policy and appropriate general liability insurance policy for their area, to which Rocky Mountain Junior Baseball League (RMJBL) is listed as an AIE. All areas are expected to keep these policies and AIE documents current and available for inspection at any time. All teams participating in RMJBL league or EOS games must have team insurance.

Section 5 - Shared Software Platform

To facilitate scheduling, all member organizations will be required to use the same software platform. The software platform will be reviewed on an annual basis, with a retention vote to take place no later than July 1 (for the following season).

Section 6 - Hosting Independent Teams

Member Associations, excluding probationary members, may host independent teams. Teams formed outside of RMJBL member associations and wishing to play within the league may apply for admission via an existing member association. Host association agrees to assume liability and responsibility for these independent teams and will be responsible for assigning their level of play and notifying the RMJBL Board of these arrangements before league scheduling begins.

Section 7 - Dispute Resolution

For all disputes, refer to the RMJBL Regulations and Rules of Play on the RMJBL website. In the event that RMJBL individual areas cannot resolve an issue, all areas involved in the dispute shall submit documentation which includes the following information:

- explanation of the dispute
- any relevant background information
- expected resolution

The Board of Directors will then resolve the dispute based on the information provided by the affected areas. All areas agree to abide by this resolution and such resolution shall be final and non-appealable. If litigation is commenced challenging such determination and the claim is successfully defended by RMJBL, RMJBL shall recover its attorney's fees and costs incurred in defending such claim.

Section 8 - Penalties

Any violation, deviation, or non-observance of these Bylaws or the Regulations and Rules of Play or any action deemed detrimental to the League by any member area of this League or by any participants in the Rocky Mountain Junior Baseball League shall be subject to the penalty or penalties as indicated in the Bylaws and/or the Regulations and Rules of Play, or where not listed in the Bylaws and/or the Regulations and Rules of Play, then to the penalty or penalties as directed by the Board of Directors of this League.

Section 9 - Disclosure and Release

- A. Each member association must provide a copy of their Regulations and Rules of Play when joining the league. RMJBL reserves the right to review these on an annual basis to ensure team formation policies are consistent with other member associations. RMJBL expects member organizations to abide by the league's Regulations and Rules of Play.
- B. Member associations must be able to provide a current balance sheet to the RMJBL Treasurer when asked. This will be done to ensure that all members have adequate funds to cover anticipated costs for the season. The Board also reserves the right to ask for other financials from member associations, at its discretion, including their costs and expenses per player, registration fees, and numbers of players.
- C. Each area must include a release in their registration forms, which provides RMJBL liability protections, to the same extent as is provided to each area's own board.

Section 10 - Removing Members

Membership in RMJBL is considered to be a privilege and any member association may be removed from membership in RMJBL by a 75% majority of the voting RMJBL Board of Directors.

Section 11 - Annual Fees and Shared Costs

Member associations shall be proportionately responsible for shared costs for the corporation. Every effort will be made to define these shared costs at the start of the fiscal year. However, associations are still responsible for their share of any additional costs that arise.

**ARTICLE IV
EXECUTIVE BOARD OF DIRECTORS**

Section 1 - Number

Each member association, excluding probationary member associations, shall appoint an individual to represent their association as a director. The total number of directors shall equal the number of member associations and collectively they shall be known as the Board of Directors.

Section 2 - Qualifications

Directors of corporation shall qualify the age or any other specific requirement that may be in force in this state at any given point of time. Member Associations may not appoint as director any individual who is concurrently serving as a board member or officer of a tournament sanctioning body or who is determined to have a conflict of interest as defined in the corporation's conflict of interest policy.

Section 3 - Powers

The Board of Directors shall conduct all the activities and affairs of this organization and also exercise all corporate powers, subject to the provisions of the laws of this state, the Articles of Incorporation, and these Bylaws.

Section 4 - Duties

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws;
- B. Supervise all officers of the corporation to assure that their duties are performed properly;
- C. Meet at such times and places as required by these Bylaws;
- D. Provide contact information to which notices of meetings will be delivered and qualified as valid notice.

Section 5 - Term of Office

Term of office for each individual director shall be determined by the represented member association. The member association has the right to appoint a new representative as director at any time by providing notification to the President and Secretary of RMJBL.

Section 6 - Compensation

Directors shall not receive any compensation for their services, except that each Director is entitled to receive from the Corporation reimbursement of expenses incurred by the Director in the furtherance of the Corporation's business. Nothing contained in this Section shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for that service. In such a scenario, the salaried individuals will not vote on their own compensation and compensation decisions will be made by the unrelated board members.

Section 7 - Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 8 - Regular Meetings

Regular meetings of the Board of Directors shall be held monthly, or less frequently as determined by the board, and in no case less than once in a year. The Board of Directors shall decide the date, time, and venue for the regular meetings and directors shall be notified as specified below.

Section 9 - Special Meetings

Special meetings of the Board of Directors may be called by the President, Vice President, Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the persons calling the special meeting.

Section 10 - Notice of Meetings

The procedure to be followed is as below unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.

- A. **Regular Meetings** – Notice of meetings will be agreed upon by directors and e-mail notification sent at least three weeks in advance. Meetings can be in-person or virtual.
- B. **Special Meetings** - Notice shall be sent by e-mail at least one week in advance.

- C. **Waiver of Notice** - Whenever any notice of a meeting is required to be given to any director of this corporation, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11 - Quorum for Meetings

A quorum shall consist of a majority of the Board of Directors of the corporation serving office at any given time and shall not be less than three directors. The Board shall not conduct any business at any meeting at which the required quorum is not present. The only motion, which the Chair shall entertain, is a motion to adjourn.

Section 12 - Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.

Section 13 - Conduct of Meetings

Meetings of the Board shall be presided over by the President, or in their absence, the Vice President. The Secretary shall act as the secretary of all meetings of the Board, provided that, in their absence, the presiding officer shall appoint another person to act as the Secretary of the Meeting. The rules contained in the current edition of Roberts Rules of Order Newly Revised, 10th Edition, shall govern meetings of the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the League may adopt. Procedures for the conduct of meeting shall be amended or revised from time to time by a resolution of the Board of Directors.

Section 14 - VOTING

Each director present at the meeting will be allotted a single vote on all measures and actions taken by the BOD. At no time shall a member association be represented by more than a single director on the BOD. In the case that the member association's director is concurrently serving as an officer of the corporation they shall only represent a single vote on behalf of their represented member association.

Section 15 - Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 16 - Indemnification by Corporation of Directors and Officers

The directors and officers are indemnified to the fullest extent permissible under the laws of this state.

Section 17 - Conflict of Interest

No member of the Board of Directors, may hold an interest (direct or indirect) with any person or firm that may benefit financially from a decision made in relation to his or her capacity within the Organization. All members of the Executive Board and Board of Directors will be required to remain in compliance with RMJBL's Conflict of Interest Policy, and annually sign the RMJBL Conflict of Interest Disclosures document, Exhibit C in these bylaws. These documents will be reviewed by the RMJBL Audit Committee and could result in asking for recusal, removal, or replacement of any member having said conflict.

ARTICLE VI

Officers

Section 1 - Designation of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors shall decide from time to time, whether to have new officers with new designations. No more than one officer can be from the same area organization, voted by exception by the Board. An exception is considered annually. From time to time, the Board may institute Interim Directors.

Section 2 - Qualifications

The officers of the corporation shall qualify the age or any other specific requirement that may be in force in this state at any given point of time. Nominees for Officers and Officers must be appointed directors from the member associations. Officers may not concurrently serve as a board member or officer of a tournament sanctioning body.

Section 3 - Election and Term of Office

The Board of Directors shall elect officers at any time, and each officer shall hold office for term of two years or until he or she resigns or is removed by the Board of Directors or is otherwise disqualified to serve before the end of the term. Regular elections will be held in first meeting of the Board of Directors following October 1st of each year. Elections for President and Treasurer will be held in even numbered years. Elections for Vice President and Secretary will be held in odd numbered years. For the first year of the corporation the President and Treasurer will serve an initial term of a single year. All subsequent terms will be two years as defined above. There shall be no limitations on consecutive terms or number of terms provided the Officer continues to meet the qualifications specified above

Section 4 - Duties of President

The President shall be the chief executive officer of corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President by virtue of his post shall function as the Chairperson of the Board of Directors and shall preside at all the meetings of the Board of Directors. Except as otherwise mentioned by the Articles of Incorporation or by these Bylaws or expressly provided by law, he or she shall, in the name of the corporation, execute

such deeds, mortgages, bonds, contracts, checks or other instruments, which may from time to time be authorized by the Board of Directors.

Section 5 - Duties of Vice President

The Vice President of the corporation shall become the acting President of the corporation in the event of the absence, inability or refusal of the President to exercise his or her duties and shall have all the rights, privileges and powers as if he or she had been a duly elected President.

Section 6 - Duties of Secretary

The Secretary of the corporation shall:

- A. Certify and keep at the principal office, the original, or a copy of these Bylaws as amended or otherwise altered to date.
- B. Keep the record of the minutes of the meetings of the directors with details of whether special or regular, how called, how notice thereof was given, the names of those present or represented and the proceedings thereof.
- C. Be custodian of all the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
- D. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney on request thereof, the Bylaws and the minutes of the proceedings of the directors of the corporation.
- E. Perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 7 - Duties of Treasurer

The Treasurer of the corporation shall:

- A. Have charge and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- B. Receive and give receipt for, monies due and payable to the corporation from any source whatsoever.
- C. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for the transactions.
- D. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.
- E. Exhibit at all reasonable times the books of account of any or all of his or her transactions as Treasurer and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.
- F. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

- G. Perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 8 – Financial Management, Internal Controls, Oversight

- A. **Purpose:** The League shall maintain sound financial management practices and internal controls to safeguard assets, ensure accurate financial reporting, prevent misuse of funds, and comply with all applicable federal and state laws governing organizations exempt under Section 501(c)(3) of the Internal Revenue Code.
- B. **Fiscal Year:** The fiscal year of the League shall be established by resolution of the Board of Directors.
- C. **Board Oversight Responsibility:** The Board of Directors shall have ultimate responsibility for oversight of the League's financial affairs. The Board shall ensure that appropriate internal controls are implemented and maintained and that financial information is reviewed on a regular basis.
- D. **Financial Records and Reporting:**
- The Treasurer shall maintain complete, accurate, and timely financial records of the League, including but not limited to:
 - Bank statements**
 - Accounting records
 - Deposit documentation
 - Invoices and receipts
 - Financial reports**
 - The Treasurer shall prepare financial statements at least quarterly, including:
 - Statement of Activities
 - Statement of Financial Position
 - Financial statements shall be presented to the Board of Directors for review and discussion and such review shall be documented in Board meeting minutes.
- E. **Financial Statement Review:** At least annually, the Board of Directors shall conduct or cause to be conducted a review of the League's financial statements. The individual(s) performing the review shall not be the Treasurer and shall not have primary responsibility for financial recordkeeping. The results of the annual review shall be documented and retained in the League's records.
- F. **Bank Accounts and Cash Management:** All League funds shall be deposited into financial institution accounts approved by the Board of Directors.
- The opening or closing of any bank account shall require Board approval.
 - Access to bank accounts, including online banking, shall be limited to authorized officers approved by the Board.
 - Cash receipts from registrations, fundraising, or other activities shall be deposited in a timely manner and documented.
- G. **Dual Authorization and Disbursement Controls:** All disbursements shall require authorization from two authorized officers.
- Authorized signers shall include the Treasurer and at least one additional officer designated by the Board.

- No officer or director shall authorize, approve, or sign a payment made to themselves.
 - Electronic payments, debit cards, or similar instruments shall be subject to spending limits and approval procedures established by the Board and reviewed monthly.
- H. **Segregation of Duties:** To the extent practicable, the League shall maintain segregation of financial duties, including:
- The individual responsible for depositing funds shall not be the same individual responsible for reconciling bank statements.
 - The Treasurer shall not be the sole individual responsible for authorizing expenditures, disbursing funds, and reconciling accounts.
 - Bank reconciliations shall be reviewed by an officer or committee member independent of payment processing.
- I. **Budget Adoption and Monitoring:** The Treasurer shall prepare an annual operating budget for review and approval by the Board of Directors prior to the beginning of each fiscal year. Actual financial results shall be compared to the approved budget and material variances shall be disclosed to the Board in a timely manner.
- J. **Expense Authorization and Reimbursement:** All expenditures shall be consistent with the League's exempt purpose and approved in accordance with the Board-approved budget or specific Board authorization.
- Adequate documentation, including receipts or invoices, shall be required for all expenditures and reimbursements.
 - Reimbursements shall not be made without proper documentation and shall not include personal or non-League expenses.
- K. **Independent Review or Audit:** The Board of Directors may engage an independent party to conduct a financial review or audit when deemed appropriate or required by law. Any findings shall be presented to the Board and retained in the League's records.
- L. **Amendments:** These financial management and internal control provisions may be amended only by a majority vote of the Board of Directors.

Section 9 - Non-liability of Officers

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 10 - Indemnification by Corporation of Directors and Officers

The directors and officers are indemnified to the fullest extent permissible under the laws of this state.

Section 11 - Conflict of Interest

No officer of the corporation may hold an interest (direct or indirect) with any person or firm that may benefit financially from a decision made in relation to their capacity within the Organization. All officers will be required to remain in compliance with RMJBL's Conflict of Interest Policy and to annually sign the Conflict of Interest Disclosures document.

ARTICLE VII COMMITTEES

Section 1 - Audit Committee

The Audit Committee shall consist of the Treasurer and two members appointed by the President of the Board of Directors. The Audit Committee shall be responsible for auditing the financial records and accounts of the Treasurer and provide a written report of such audit to the Board of Directors on a quarterly basis. The Audit Committee will also be involved in the oversight of the Board members' Conflict of Interest Disclosures.

Section 2 - Formation of Committees

The Board of Directors may form additional committees at any time. Committees may only provide recommendations to the board of directors and may not be authorized to take any action on behalf of the corporation without the majority action of the board of directors.

ARTICLE VIII Execution of Instruments, Deposits and Funds

Section 1 - Execution of Instruments, Deposits and Funds

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2 - Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 3 - Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article IX
IRC 501(c) (3) Tax Exemption Provisions

Section 1 - Limitations on Activities

No substantial part of the activities of this corporation shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on or behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on

- A. By a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or
- B. By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

Section 2 - Prohibition against Private Inurement

No part of the net earnings of corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3 - Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4 - Private Foundation Requirements and Restrictions

If in any taxable year in which the corporation becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation:

- A. Shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code
- B. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code
- C. Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code
- D. Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code
- E. Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE X

Construction and Terms

- A. If there is a conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.
- B. If any of the provisions or provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
- C. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or any other founding document filed with an office of this state and used to establish the legal existence of this corporation.
- D. All references in these Bylaws to a section or section of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption of Bylaws

We, the undersigned, are all of the directors of the corporation and we consent to, and hereby do, adopt the foregoing Bylaws.

**Dated:
January 28, 2026**

Names and Signatures of Directors:

Joey Horan – President

Jestin Gieck – Vice President

Frank Hatlestad – Treasurer

Jestin Gieck – Secretary

Hillary Baker – Board Member

Dylan Campbell – Board Member

Jonathan Coors – Board Member

Chadd Morrison – Board Member

Brian Shaifer – Board Member

MEMBER ASSOCIATIONS

Alameda Youth Sports

Colorado Ball Players Academy – Broomfield

Dakota Ridge Sports Association

Pirate Youth Sports – Englewood

Green Mountain Junior Baseball Association

Lakewood Junior Baseball Association

North Jefferson Junior Baseball Association

West Jeff Baseball Association

Exhibit A – Non-Discrimination Policy (TK)

Exhibit B – Sportsmanship Policy (TK)

Exhibit C – RMJBL Director's Conflict of Interest Disclosures (TK)

