

**BYLAWS OF**  
**Oak Grove Athletic Association**  
Amended & Approved as Final Revision 4-23-08

**Article 1: Name.**

The name of this organization shall be the Oak Grove Athletic Association, Inc.

**Article II: Objective and Scope.**

Section 1: The objective of this Association shall be to organize and operate one or more non-profit baseball programs as well as additional sports related programs as determined by the Board.

Section 2: The scope of this organization shall be to serve the youth of Lamar County and surrounding areas through the operation of amateur athletic and sports related programs and related activities for the area served by the Oak Grove Community and surrounding areas, and to provide safe and clean facilities as a safe haven for the youth of our community.

The scope of this organization is not limited as to the activities that may be conducted neither in its pursuit, nor to the ages of the participants in its programs and activities, but rather includes all reasonable means to achieve the objective as determined by the Board of Directors. The Oak Grove Athletic Association is organized exclusively for operating non-profit programs, 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, or corresponding section of any future federal tax code.

**Article III: Membership.**

Section 1: The membership of the Oak Grove Athletic Association, Inc., shall not be limited in number. Any adult who has an interest in the baseball programs or related activities sponsored by this Association may become a member.

Section 2: Registration of one or more participants in the baseball program entitles one immediate adult family member to membership in the Association. The parent or legal guardian who has a child or children registered shall be entitled to be a member of the Association.

Section 3: The Association recognizes an Adult whose child is playing on a non Park sponsored team has interest in the baseball programs if their child has previously played in the Park and is currently utilizing the fields for practice or games as set forth by the Board. That family may have one adult member.

Section 4: The Association may accept, with Board approval, members who do not have participants in the program. A yearly twenty-five dollar (\$25.00) fee shall be charged to such members.

Section 5: Membership in this Association may be revoked by majority vote of the Board of Directors. Once revoked, membership may not be restored without majority approval of the Board of Directors.

Section 6: Membership in this Association shall not be a pre-requisite for Participation in any program or activity sponsored by the Association.

Section 7: Any member who has a grievance with the Association, a member of the board, other official or coach of an Association sponsored baseball program, or any other aspect of an Association sponsored program may request a hearing of such grievance by the board of directors by furnishing a notice of grievance in writing to the Board of Directors. The board may refer the grievance to a corresponding committee. The written notice should contain a detailed description of the grievance and what remedy the complainant is seeking, if any. The written notice should be sent to the published mailing address of the Association or delivered to a member of the Board of Directors. The board may authorize other means of delivery, such as electronic email systems, provided that such means are available to the members of the Board of Directors and receipt is confirmed.

Section 8: Membership fees shall be determined at the beginning of each fiscal year by a majority vote of the Board of Directors.

Section 9: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE IV: Board of Directors**

Section 1: The governing body of the Association will be the Board of Directors. The Board will supervise all operations and programs of the Park. The management responsibility of the leased property and affairs of this Association shall be vested in the Board of Directors. The board shall establish the rules and procedures for the

Association and determine the policy for the development of the objectives as stated herein.

Section 2: The Board will consist of up to 14 members to serve for 2 years. Board members may serve additional terms upon being re-nominated and re-elected. In year one of the Association (Beginning August 2007) 50% of the current Board will not run for re-election as determined by the President and based on prior elections. Those individuals will complete a one-year term ending in July of 2008.

Section 3: The President of the Board will be elected by the members of the Association and will serve for a period of two years beginning August 1<sup>st</sup>.

Section 4: The President will nominate from within the Board a vice president, treasurer and secretary. The Board will confirm those nominations by a simple majority. Those officers will serve for one year but may serve two consecutive terms if re-nominated and confirmed.

Section 5: The President will nominate a member to fill a vacancy. The Board will vote on the proposed individual to fulfill the remaining term. A simple majority is required for confirmation. The Board shall at all times make every attempt to have no less than 10 members.

Section 6: Two-thirds of the Board must be present for voting on major issues of the Park. Proxy votes are acceptable and shall be given to the President prior to a meeting. The Board members present at meetings will determine minor issues. Any Board member may upon written notice to the other Board members question whether an issue was a major issue. If two-thirds of the total current Board membership agrees the issue was a major issue and a two-thirds majority was not present, the issue will be re-voted on in the next meeting regardless of numbers of Board members then present.

Section 7: The President may move to remove any Board member who misses 3 consecutive Board meetings. The Board may discuss circumstances surrounding the absenteeism and decide accordingly to confirm removal of the board member. Missing three consecutive meetings will be considered abandonment of office except for extenuating circumstances as determined by the board.

Section 8: A member of the board of directors who is deemed by the board to have a direct conflict of interest in any matter, which is under active consideration by the board shall be required to abstain from any vote which is taken in regard to the matter in question and shall honor any requests to be removed from the meeting while the matter is discussed &/or brought to a vote.

Section 9: Two signatures are required on all checks over the amount of \$500 written directly by the officers of the association and not by an independent accounting firm designated by the Board to conduct fiscal matters.

Section 10: The Board will adopt a set of Standard Operating Procedures (SOP), which may be amended as deemed fit by a simple majority of the Board. These procedures are guidelines under which operational issues of the Association are conducted and are not Association bylaws. The President may request, for Board approval, any committee to draft a set of Rules for that committee's operational aspects. These rules are not bylaws and shall not conflict with the bylaws of the Association.

Section 11: If a current President vacates their office the vice-president will serve as the acting President for a period not to exceed 90 days. Within 90 days, the Board will make nominations for a new President from the membership of the association, to serve out the term of the vacated office. Two-thirds majority vote of the Board, in the affirmative is required to elect a new President. The new President is not required, but may replace the other officers with the approval of the Board.

#### **ARTICLE V: Nominations / Elections: Board of Directors**

Section 1: Nominations for the Board of Directors will be accepted from Association Members during the month of April each year. Nominations will be open from the Monday after the second Monday in April until the last weekday of April. Elections will be held by secret ballot voting on the second Monday and Tuesday of May (in year one of the Association, these dates may vary). Members not running for election will handle the voting process.

Section 2: A member may nominate up to 6 members for the Board via email to the current President or by written nominating ballot given to the President.

Section 3: A member is only eligible for nomination to serve as President if they have currently or previously served on the Board for six months.

Section 4: The Members will vote for one President and up to 6 members at large (only one vote may be cast for the same individual per ballot).

Section 5: Ballots with more than 7 votes are null and void.

Section 6: Every attempt should be made to have all age groups of players represented on the board.

Section 7: Nominated members must be presented to the Board of Directors for ballot approval. Board of Directors may reject any nomination it deems inappropriate with just cause and notification to proposed nominee.

#### **Article VI: Meetings.**

Section 1: The President as necessary, but in no case will set Board meetings less than once every 8 weeks. Unless a meeting is declared of an emergency nature, 3 days notice of any meeting must be given.

Section 2: An annual Association Membership meeting will take place once a year as determined by the President and the Board of Directors.

Section 3: Special meetings of the membership may be called by the President or by Majority vote of the Board of Directors. The purpose of the meeting shall be stated in the Meeting's agenda.

Section 4: Committee meetings will take place as determined by residing members, with minutes recorded and reported to the Secretary of the Board for distribution to the Board Members. All members of the Association shall be entitled to review the minutes of the Board of Directors' Meetings.

#### **Article VII: Committees.**

Section 1: The President shall appoint Committees, standing or special, as The Association or the Board of Directors may from time to time deem necessary to carry on the work of the Association. Each committee shall serve for a term designated at the time of its creation. The term of a special committee may be amended by majority vote of the Board of Directors. A standing committee may be terminated by majority vote of the Board of Directors.

Section 2: The president is ex-officio member of all committees.

Section 3: All committees are to make reports to the Board of Directors, as directed by the board, and are to act only on the board's directions.

Section 4: An independent audit of financial records by a public accounting firm may also be authorized by majority vote of the Board of Directors and a committee formed to review the reports of the accountant.

#### **Article VIII: Program Rules and Regulations.**

Section 1: Special rules and regulations, which govern the organization and operation of programs and activities sponsored by the Association, shall be enacted as needed by the Board of Directors or designated committees.

Section 2: Any rule or regulation enacted by the board or a committee may be amended or revoked by majority vote of the Board of Directors.

Section 3: Dual Participation, while not endorsed or encouraged by the Association, is allowed by participating players.

Section 4: The Association may require a background check for any member who acts in an official capacity on behalf of the Association including but not limited to officers, coaches, sponsors, and any other program officials. Any requirement for background checks shall be determined by the Board of Directors as needed.

**Article IX: Parliamentary Authority.**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all instances when they are applicable and not inconsistent with these bylaws and any other special rules the Association may adopt.

**Article X: Amendment of Bylaws.**

These bylaws may be amended by a two-thirds vote of the Board of Directors, after the amendment has been considered at two board meetings, provided the amendment was on the agenda for the meeting and properly motioned.

**Article XI: Dissolution of Oak Grove Athletic Association**

In the event the Board of Directors of the Oak Grove Athletic Association decides to dissolve the entity any and all assets liquid and/or property shall be distributed as described below:

1. If the Board of Directors decides to rename the organization and operate under the same purpose and existing Bylaws, then the assets would transfer to new organization or,
2. If the Board of Directors decides to dissolve the Oak Grove Athletic Association for any other reason, then any or all remaining liquid and/or property assets would be distributed for exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal government, or shall be distributed to the Lamar County, Mississippi, Parks & Recreation Department for a public purpose.

Any such assets not disposed of shall be disposed of by the Court of Common Pleas of Lamar County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.