

MONTGOMERY TOWNSHIP BASEBALL AND SOFTBALL ASSOCIATION  
BYLAWS  
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# **MONTGOMERY TOWNSHIP BASEBALL AND SOFTBALL ASSOCIATION BYLAWS**

## **ARTICLE I - NAME, PURPOSE**

- Section 1: The name of the organization shall be the Montgomery Township Baseball and Softball Association hereinafter referred to as “MTBSA.”
- Section 2: MTBSA was formed to sponsor and promote baseball and softball programs for the local youth of the community and to teach the fundamentals of baseball and softball from an instructional level through to a competitive level. The programs are intended to promote fair play while challenging the players towards perfection of their physical skills, in exciting recreational and competitive environments. These programs shall be implemented in such a fashion as to make no sacrifices to scholastic achievement.
- Section 3: MTBSA is organized exclusively for charitable, religious, educational and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE II - MEMBERSHIP**

- Section 1: A “Member” is a parent or legal guardian of a baseball or softball player whose registration is accepted by MTBSA. Any person of good moral character shall be eligible to be a Member regardless of race, creed, color, religion, sexual orientation or nation of origin.
- a. Members shall be a minimum of 18 years of age. No exception to this rule shall be made unless granted by the Executive Board (defined below) in writing.
  - b. A Member retains its status from the time his or her first child is registered until his or her youngest child is no longer eligible for MTBSA participation.
  - d. MTBSA reserves the right, at its sole discretion, to reject or remove any Member at any time, based on a majority vote of the Board.
  - e. A registration is deemed accepted by MTBSA when the player’s registration has been completed, a registration fee has been fully paid (which payment has cleared) and MTBSA has included the player in the official participant registry.
- Section 2: A “Participating Member” (i) is a Member qualified for the Participating Members Official List (defined below), (ii) is on the Board of Directors (hereinafter the “Board”), (iii) serves as Division Commissioner; or (iv) is a past President.
- a. A Member qualifies for the Participating Members Official List when the Member has attended three of four consecutive MTBSA Meetings.
  - b. A Participating Member shall retain that status until she or he misses four consecutive meetings without proper Meeting Attendance Notice to the Secretary or no longer qualifies as a Member. A Meeting Attendance

Notice is a notice sent in writing (which includes mail and email but not text message) to the Secretary at least 24 hours before the MTBSA Meeting stating the Member is unable to attend and the general reason for such absence.

Section 3: *Dues:* The Board, by majority vote, shall establish dues required for league participation, which dues may vary based on the division of play.

Section 4: *Conflict of Interest:* All Members must comply with the Conflict of Interest Policy enacted by the Board, which shall include, among other matters, a Member's disclosure to the Board of any memberships on baseball or softball boards in organizations outside of MTBSA. Failure to comply with the Conflict of Interest Policy could result in disciplinary action and dismissal as a Member.

### ARTICLE III - MEETINGS

Section 1: *Annual Meeting.* The Board shall hold an annual meeting (the "Annual Meeting") to occur in the first quarter of the calendar year. The Annual Meeting will be open to all Members and the general public. The Board shall set the date, time and place of the Annual Meeting. No fewer than two weeks prior to the Annual Meeting, the Secretary shall publish notice of the meeting prominently on MTBSA's website and such other places as determined by the Board.

Section 2: *Regular Meetings.* Regular meetings (the "Regular Meetings") to address official business shall be held on a monthly basis and shall occur at least nine (9) times during the calendar year, which must include September and October. The Annual Meeting is also a Regular Meeting. The Board shall set the date, time and place of the Regular Meetings. Regular Meetings shall be open to at least all Members and may be open to the general public. Attendance at Regular Meetings is mandatory for Board members. The new Board shall be installed effective as of the date of the election. At the first Regular Meeting of the newly installed Board, the Board shall approve a Mission Statement, Code of Conduct Policy, Conflict of Interest Policy and Whistleblower Policy. All previously approved policies shall remain effective until the new policy is approved.

Section 3: *Special Meetings.* The President may call a special meeting (a "Special Meeting") when deemed to be in the best interest of the organization. The Secretary shall mail or email notice of such Special Meetings to at least all Participating Members no less than seven (7) calendar days before such Special Meeting. Such notice shall state the reasons that such meeting has been called, the business to be considered at such meeting and who called for the Special Meeting. Upon written request of at least three Board members, the President shall call a Special Meeting but such request must be made in writing at least ten (10) days before the requested scheduled date. Notice not in compliance with the time requirements of this Section may be nonetheless deemed sufficient if approved by two-thirds of the Executive Board.

Section 4: *Separate Softball and Baseball Meetings.* In order to address business that pertains only to softball or baseball (e.g., rules changes), separate meetings will be held by both the baseball and softball organizations under the direction of the respective vice presidents. A brief report of these meetings will be presented to

the Board at each Regular Meeting.

Section 5: *Executive Sessions.* On rare occasions the Board and/or the Executive Board may meet in executive sessions, which are not subject to the provisions governing meeting conduct below. Executive sessions may be used to discuss business outside of other meetings. No quorum is required but all Board and/or Executive Board members, as applicable to the session, must be invited to the executive session. No binding decisions shall be made or actions taken during or as a result of an executive session.

Section 8: *Conducting Meetings.* The following provisions apply to all Annual Meetings, Regular Meetings and Special Meetings (collectively, “MTBSA Meetings”).

- a. *Quorum.* A quorum more than fifty percent of Board members is required for motions to be considered or business otherwise transacted. This shall include at least four (4) members of the Executive Board. Any meeting for which a quorum is not achieved shall be rescheduled with proper notice.
- b. *Presiding Officer.* The President shall be the presiding officer at MTBSA Meetings unless she or he is unavailable, in which case the Vice President of Administration shall be the presiding officer. If neither is available, the Secretary shall be the presiding officer.
- c. *Voting.* Voting on any and all official business, except for Elections as discussed below, shall be restricted to members of the Board. Each member will have one (1) vote for each board position he or she holds.
- d. *Open Ballot.* Voting may be by voice or written ballot; provided, however that all voting shall be open. No secret ballots shall be allowed.
- e. *Proxies.* Voting proxies shall be effective if provided, in writing, to the President, Secretary and Vice President of Administration at least 48 hours in advance of the scheduled beginning time of the meeting and limited to specific items listed on the Agenda. No general proxies are permitted. The Secretary shall announce any proxies received at the start of the MTBSA Meeting.
- f. *Approval of Motions.* Approval of any motion shall require a majority vote by the Board. The President shall decide any tie votes.
- g. *Agenda.* The Secretary shall distribute an Agenda to all Participating Members at least five (5) calendar days before the MTBSA Meeting.
- h. *Minutes.* The Secretary shall prepare minutes of MTBSA Meetings, which minutes shall include, at a minimum, a list of all Board Members present, a summary of reports given and a record of all votes taken. The Board must subsequently approve the Minutes or revise and approve.
- i. Roberts Rules of Order shall govern the meetings unless suspended at the meeting by at least two-thirds of the Executive Board members present. Such suspension is effective only for that meeting.

#### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1: The Board of Directors (the “Board”), is responsible for overall policy and direction of MTBSA and will delegate responsibility for day-to-day operations to the organization’s commissioners and committees.

a. The Board shall consist of all Executive Board members, the Treasurer

- and all Representing Commissioners.
- b. Once elected or appointed, a Board member must attend at least two out of every three consecutive meetings to remain on the Board.
  - c. No Board members shall be compensated for his or her service on the Board; provided, however, a Board member shall receive reimbursement for actual, necessary and reasonable expenses incurred solely as a result of serving on the Board. This section shall not limit compensation paid to Board member in his or her role as an umpire, service provider or vendor to MTBSA.
- Section 2: The Executive Board shall consist of the President, Vice President of Baseball, Vice President of Softball, Vice President of Administration, Vice President of Finance, Vice President of Field Maintenance and Secretary. The President shall be Chairman of the Board.
- Section 3: The Baseball Board shall consist of the Vice President of Baseball and all baseball commissioners. The Softball Board shall consist of the Vice President of Softball and all softball commissioners. The Baseball Board and the Softball Board each will nominate three (3) commissioners for membership on the Board (the “Representing Commissioners”), subject to approval by the Executive Board.
- Section 4: *Eligibility.* Only a Member who is a resident of Montgomery Township may serve on the Board (or was a Member and township resident as the time of his or her first election to the Board); provided, however, the Board, by two-thirds vote, may grant eligibility for election to a person who otherwise would not qualify for a Board position. Executive Board members must have served at least one term (or any part thereof) as a Board member, a commissioner or committee chair prior to election to the Executive Board.
- Section 5: *Board Elections.* Nominations for Executive Board membership shall take place during the September Regular Meeting. Any Participating Member may nominate a person for the Executive Board. Elections shall be the first order of business at the October Regular Meeting. Executive Board members will be elected by a majority vote of the Participating Members present. Only Board members may vote by proxy, subject to the rules of Article III, Section 8.e. If any current Executive Board member is a nominee, that member is excluded from any vote for which he/she is a nominee.
- Section 6: *Terms.* All Executive Board members shall serve a one (1) year term, but are eligible for re-election subject to the eligibility requirements of Article IV, Section 4.
- Section 7: *Vacancies.* When a vacancy on the Board exists, the President may appoint a temporary officer to fill the position until the next Regular Meeting. The President may appoint a current Board member to the temporary position, but such member shall not be entitled to vote for both positions. Nominations for an officer to complete the term may be submitted by current Board members to the Secretary two weeks in advance of a Regular Meeting. These nominations shall be sent out to Board members with the Regular Meeting announcement and be voted upon at the next Regular Meeting. All vacancies will be filled only to the

end of the particular Board member's term. If the President's position is vacant, the Vice President of Administration shall serve as the temporary president until the next annual election.

Section 8: *Resignation, Termination and Absences.* Resignation from the Board must be in writing and received by the Secretary. A Board member may be dropped for excess absences from the Board if he or she has three absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors. Dismissal of any other official member is subject to a two-thirds vote of the Board.

Section 9: *D&O Insurance.* MTBSA shall maintain a directors and officers insurance policy and on terms set by the Executive Board and approved by the Audit Committee.

## **ARTICLE V - DUTIES AND RESPONSIBILITIES**

Section 1: *President.* The President shall preside at all MTBSA Meetings. She or he shall be Chairman of the Board. In the absence of the President, the Vice President of Administration shall preside at the meeting. In addition, the President shall:

- a. Present at each Annual Meeting an annual report of MTBSA's work.
- b. Appoint all committee chairs, temporary or permanent.
- c. See that all books, reports and certificates required by law are properly kept or filed.
- d. Be one of the authorized signatures on MTBSA bank accounts.
- e. Be an ex-officio member of all MTBSA committees.
- f. Act as the liaison to the Montgomery Township Park Board and all appropriate township organizations.
- g. Be responsible for the duties of any Board member that is absent from a Board meeting.

Section 2: *Vice President of Baseball.* The Vice President of Baseball shall supervise and direct all baseball activities for the organization. In addition, he or she shall:

- a. Nominate the commissioners for all divisions of the baseball program including the Travel Program.
- b. Be responsible for all rules and regulations pertaining to all baseball divisions.
- c. Be responsible for the draft process for baseball.
- d. Be responsible for player ratings for baseball.
- e. Be responsible for coordinating and scheduling any baseball related clinics or training programs.
- f. Report to the Vice President of Field Maintenance the field needs for the baseball program.
- g. Be responsible for identifying the equipment requirements for the baseball program to include both field and player equipment.
- h. Schedule and preside over all meetings of the Baseball Board to discuss and address baseball-related topics.
- i. Supervise all appropriate committees as directed by the Board.

- j. Be responsible for developing a budget for baseball expenses for the upcoming season and presenting it to the Vice President of Finance.

Section 3: *Vice President of Softball.* The Vice President of Softball shall supervise and direct all softball activities for the organization. In addition, she or he shall:

- a. Nominate the commissioners for all divisions of the softball program including the Travel Program.
- b. Be responsible for all rules and regulations pertaining to all softball divisions.
- c. Be responsible for the draft process for softball.
- d. Be responsible for player ratings for softball.
- e. Be responsible for coordinating and scheduling any softball related clinics or training programs.
- f. Report to the Vice President of Field Maintenance the field needs for the softball program.
- g. Be responsible for identifying the equipment requirements for the softball program to include both field and player equipment.
- h. Schedule and preside over all meetings of the Softball Board to discuss and address softball-related topics.
- i. Supervise all appropriate committees as directed by the Board.
- j. Be responsible for developing a budget for softball expenses for the upcoming season and presenting it to the Vice President of Finance.

Section 4: *Vice President of Administration.* The Vice President of Administration shall supervise and direct all administrative activities for the organization as follows:

- a. Preside at any meeting for which the President is absent.
- b. Maintain the database of MTBSA players and coaches for the current season (which may serve as the official participant registry).
- c. Coordinate and supervise all registration activities for the organization.
- d. Secure the required field space for the organization.
- e. Supervise the procurement of all player and field equipment required.
- f. Supervise the procurement and distribution of player and coach uniforms.
- g. Supervise all appropriate committees as directed by the Board.
- h. Supervise the scheduling of practices and games for both Baseball and Softball.
- i. Serve as the temporary Secretary at an MTBSA Meeting if the Secretary is not in attendance.

Section 5: *Vice President of Field Maintenance.* The Vice President of Field Maintenance shall supervise and direct all activities to maintaining MTBSA fields and any other facilities under MTBSA's control as follows:

- a. Be responsible for identifying field needs for the baseball and softball programs.
- b. Plan, coordinate and supervise one or more field days as necessary during the playing year.
- c. Communicate with the appropriate Township officials regarding maintenance and repairs for the fields.



- d. Maintain maps of all fields for all levels of baseball and softball play.
- e. Report at MTBSA Meetings an material developments respecting fields and equipment.
- f. Maintain the primary field maintenance storage facility and all on site field equipment storage.
- g. Prepare an annual report of planned field use for the upcoming year.
- h. Develop a budget for field maintenance expenses for the upcoming season and presenting it to the Vice President of Finance.
- i. Supervise all appropriate committees as directed by the Board.

Section 6: *Secretary.* The Secretary shall keep the minutes and records for all meetings of the organization in appropriate books. Additionally duties of the Secretary are:

- a. File any certificate required by any statute, federal or state.
- b. Give and serve all notices to members of this organization.
- c. Be the official custodian of the records of this organization.
- d. Present to the membership at any meetings any communication addressed to him or her as Secretary of the organization.
- e. Submit to the Board of Directors any communications that are addressed to him or her as Secretary of the organization.
- f. Prepare the agenda for all Board meetings.
- g. Maintain current records of all meetings.
- h. Maintain attendance records for all Board meetings.
- i. Maintain the list of Participating Members, including their contact information and attendance record.
- j. Maintain a list of contact information for all Board members.
- k. Supervise all appropriate committees as directed by the Board.

Section 7: *Vice President of Finance.* The Vice President of Finance shall supervise and direct all finance activities of MTBSA, including:

- a. Prepare and present an annual budget for MTBSA after reviewing individual budgets.
- b. Supervise Treasurer including review of periodic financial reports.
- c. Be one of the official signatures on MTBSA bank accounts.
- d. Establish policies and procedures for cash management including, but not limited to, required approval levels for significant expenditures, snack stand cash management procedures and use of league credit and debit cards.
- e. Supervise and direct sponsorship programs.
- f. Serve on committees relating to financial activities including, minimally, sponsorship, snack stand, audit and capital commitments.
- g. Supervise and direct the preparation and filing of required tax forms.
- h. Supervise and direct any special financial studies or reports requested by the President.
- i. Supervise all appropriate committees as directed by the Board.
- j. Develop a budget for the beginning of each season and present the budget to the Board no later than March 1st of each year.

Section 8: *Treasurer.* Under the direction of the Vice President of Finance, the Treasurer shall have the care and custody of all MTBSA monies including all MTBSA

accounts, financial books and records. Additional duties of the Treasurer are:

- a. He or she must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- b. Render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- c. Deposit all monies in appropriate accounts, in the name of MTBSA, as designated by the Board.
- e. Responsible for the management of all cash and checks related to registration, fund raisers, and all other related organizational activities.
- f. Insure that all insurance policies are executed prior to the beginning of each spring season.
- h. Serve on all appropriate committees as directed by the Board.

Section 9: Division Commissioners for Baseball and Softball shall be nominated by the VP of Baseball and VP of Softball respectively and must be approved by a majority vote of the Board. Commissioners are responsible for all activities pertaining to his/her division to include the designation of coaches which are subject to approval by the Board.

#### **ARTICLE VI - COMMITTEES**

Section 1: The Board may create committees as needed. The Board shall appoint all MTBSA committees and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board. The President shall appoint all committee chairs. The following are the organization's standing committees:

- a. *Sponsorship Committee* – this committee is responsible for the solicitation and sign up of sponsors who provide financial support to the organization. This committee reports to the Vice President of Finance.
- b. *Special Events Committee* – this committee is responsible for planning and executing all special event activities as directed by the Board, to include the annual events of Picture Day and Home Run Derby Day. The committee is also responsible for soliciting required volunteers to support the administration of the events and reports to the Vice President of Administration.
- c. *Field Maintenance Committee* – this committee is responsible for the maintenance of all baseball and softball fields and reports to the Vice President of Field Maintenance.
- d. *Equipment Committee* – this committee is responsible for maintaining existing field and player equipment, and for procuring any new equipment as required by the organization. This committee reports to the Vice President of Administration.
- e. *Website Committee* – this committee is responsible for administering the organization's web site and reports to the Secretary.
- f. *Fundraiser Committee* – this committee is responsible for planning and executing fund raising activities in support of MTBSA and reports to the Vice President of Finance. The efforts of this committee are separate

from those fundraising activities performed by either the baseball or softball travel program. Funds generated by those programs are allocated to and managed by each of those programs and there is no crossover of funds between travel baseball and travel softball.

- g. *Development Committee.* This committee shall be responsible for (i) player development through in season and off season training programs and (ii) training and development of coaches. This committee reports to the Vice President of Softball and Vice President of Baseball, respectively for their sports.
- h. *Umpire Committee.* This committee shall be responsible for review of and recommend improvements in the umpire program. This committee reports to the Vice President of Softball and Vice President of Baseball, respectively for their sports.
- i. *Volunteer Committee.* This committee shall make recommendations to best attract, develop and maintain volunteer participation in MTBSA activities. This committee reports to the President.
- h. *Planning Committee.* This committee shall review the long-term strategic planning for MTBSA. This committee reports to the President.
- i. *Audit Committee.* This committee shall review MTBSA's financial books and records and report to the Executive Board on any material matters of concern. This committee shall also establish policies for procurement of goods and services. The committee is not required to engage an outside firm to perform an audit of the books and records. This committee shall report to the President.

#### **ARTICLE VII - AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.