

## Springboro Clearcreek Baseball Association By-Laws

### Article I

#### **Name:**

This organization shall be known as the Springboro Clearcreek Baseball Association, hereinafter referred to as "Association."

### Article II

#### **Objective:**

**Section 1.** The objective of the Association shall be to provide for children of the community athletic programs that uphold the ideals of sportsmanship, respect, and honesty.

**Section 2.** In order to achieve this stated objective, the Directors, Officers, and Members will provide the children with a supervised environment that follows specifically stated rules and objectives. Notwithstanding any other provision of these Articles, the Association shall refrain from carrying on any other 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 of 1986 (or the corresponding provision of any future United States Revenue law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law). No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Association 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 above. No substantial part of the activities of the Association shall be carrying on of propaganda or otherwise attempting to influence legislation and the Association shall not participate in or intervene in (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office.

### Article III

#### **Membership:**

**Section 1. Eligibility.** Any person interested in active participation to further the overall objectives of the Association may become a member.

**Section 2. Classes.** There shall be the following classes of Members:

- a) *Player Members:* Any player candidate meeting the requirement of being in good standing with the Association shall be eligible to compete for participation. These members shall have no rights, duties, or obligations in the management or property of the Association.
- b) *Regular Members:* Any adult person interested in furthering the objectives of the Association may become a Regular Member of the Association. Regular Members shall have no rights, duties or obligations in the management or property of the Association and are only entitled to nominate for the Annual Meeting, as set forth in Article IV, Section 6.

c) *Board of Director Members*: Any Regular Member who is elected or appointed to the Board of Directors.

d) *Honorary Members*: A person may be elected as an Honorary Member by unanimous vote of all directors present at any duly held meeting of the Board of Directors but shall have no rights, duties, or obligations in the management or property of the Association.

**Section 3. Other Affiliations.** No Member shall be required to be affiliated with another organization or group to qualify as members of the Association.

**Section 4. Suspension or Termination.** Any Member may be terminated by resignation or action of the Board of Directors as set forth below.

a) The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to discipline, suspend, or terminate the membership of any Member, including coaches and players, when the conduct of such person is considered detrimental to the best interests of the Association. The Member involved shall be notified of such meeting no less than seven days prior to the meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

b) The Board of Directors shall, in the case of a Player Member, give no less than seven days notice to the coach of the team for which the player is a Player Member. Said coach shall appear, in the capacity of an advisor, with the player before the Board of Directors or a duly appointed committee of the Board of Directors. The player's parent(s) or legal guardian(s) may also be present. The Board of Directors shall have full power to suspend or revoke such player's right to future participation by two-thirds vote of those present at any duly constituted meeting (quorum is required).

c) The Board of Directors shall have the option of immediately suspending any Member who is subject to discipline, suspension or termination under this Section 4 until the resolution of all charges brought against the Member. During this time, the Member may, at the Board of Director's discretion, be prohibited from conducting any activities of or on behalf of the Association, including coaching or playing at any practices, games or tournaments. In order to suspend a Member pursuant to this section, a minimum of two Board Members who are uninvolved in the dispute must agree to the suspension pending resolution of the charges as addressed in sections (a) and (b) above.

## **Article IV**

### **Meetings:**

**Section 1. Definition.** Board of Directors Meeting is any meeting of the members of the Board of Directors of the Association. Board of Directors Meetings will be held once per month or more or less often as determined by the Board with location determined by availability of facilities.

**Section 2. Notice of Meeting.** Notice of each Annual Meeting or Board of Directors Meeting shall be delivered personally, electronically, or by mail to each Regular Member or Board of Director Member at least seven (7) days prior to the meeting, describing place, time, and purpose of the meeting. In lieu of the above methods of notification, notice may be given in such form as may be authorized by the Board of Directors Members at a regularly convened Board of Directors Meeting.

**Section 3. Quorum.** At any Board of Directors Meeting, the presence in person or representation by absentee ballot of one fifth (20 percent) of the Board of Directors Members shall be necessary for a quorum. For purposes of electronic voting, enough votes must be cast to constitute a quorum for the vote to be valid. For in person votes, if a Board Member does not vote on an issue, then the Board Member shall be counted for purposes of determining whether a quorum exists. If a quorum is not available, no business shall be conducted.

**Section 4. Voting.** Only Board of Directors Members shall be entitled to make motions and vote at any Board of Directors Meetings and Annual Meetings. However, the Board of Directors may invite, admit and recognize guests for presentations or comments at such meetings. Board Members shall be entitled to vote by electronic means pursuant to procedures established by the Board of Directors. Each Board Member is entitled to only one vote, regardless of the number of positions said Board Member holds.

(a) In the case of a tie vote, the Baseball President, Softball President and Secretary shall vote again with this outcome being the tiebreaker in odd number years. The Treasurer, Baseball VP and Softball VP shall be the tiebreaker in even number years.

**Section 5. Absentee Ballot.** In order to accommodate any Board Member who cannot attend the Annual Meeting or any Board Meeting at which new Board Members will be elected, an absentee ballot may be requested and obtained from the Secretary of the Association. The ballot shall be returned electronically to the secretary. The Secretary will present all absentee ballots to the Election Chairperson (appointed at the meeting) on the date of the meeting, prior to the voting portion of the election process.

**Section 6. Annual Meeting of the Members.** The Annual Meeting of the Members of the Association shall take place at the first regularly scheduled meeting in October each year for the purpose of electing new Regular Members and Board of Directors Members, receiving reports, reviewing the by-laws, appointing committees, and for the transaction of such business as may properly come before the meeting.

(a) Any Regular Member is eligible for election to any open position, other than as set forth in Article V, Section 5 below. In order to be placed on the ballot, all Regular Members or current Board Members must notify the Secretary to have his or her name placed on the ballot no later than the deadline established by the Secretary.

(b) At the Annual Meeting, the Board of Directors Members present or by absentee ballot shall, by a majority vote, elect Members for all open Officer positions for the ensuing year.

(c) After the Officers of the Board are elected, the Board of Directors shall meet to elect any other members to the Board. Following the election, the Board of Directors shall assume its duties on the first day following the election.

(d) The Officers of the Board of Directors shall include, Softball President, Baseball President, Softball Vice President, Baseball Vice President, Treasurer and Secretary.

**Section 7. Special (Emergency) Membership Meetings.** Special (Emergency) Meetings of the Regular Members may be called by any two officers as defined above at their discretion. Upon a written or emailed request from a Regular Member, the officers shall call a Special (Emergency) Membership Meeting to consider the subject specified in the request provided that it would affect the well-being of the Association. If such a request is warranted for such a meeting, it must take place within 7 days after the request is received by the officers.

## Article V

### Board of Directors:

**Section 1. Members.** The Board of Directors will be comprised of the elected Members of the Association as determined at the Annual Meeting.

**Section 2. Authority.** The Officers, consisting of the two Presidents, two Vice Presidents, Secretary and Treasurer shall become the managers of the property and affairs of the Association.

**Section 3. Tenure.** The Presidents, Vice-Presidents, Secretary and Treasurer shall have a two year term. All other Board Members shall have a one year term. The term for the Presidents and Secretary shall begin after the vote at the annual meeting in even numbered years and the terms for the Vice-Presidents and Treasurer shall begin after the vote at the annual meeting in odd number years for the upcoming season.

**Section 4. Vacancies.** If any vacancy occurs on the Board of Directors or any position remains open after the Annual Meeting, the Board shall have the authority to nominate and elect individuals to fill said vacancy for the remainder of the term. Upon the expiration of the term, the position shall be subject to election at the Annual Meeting of Members.

**Section 5. Nomination.** If any Member wants to be elected to an open position, the Member must notify the Secretary of his or her intention to run for such position. The notification must be received by the Secretary no later than September 15. The nomination will be voted on at the Annual Meeting. In order to be nominated and considered for the positions of Baseball and Softball President, Baseball and Softball Vice President, Secretary or Treasurer, a Regular Member must have participated as a member of the Board of Director for at least one year prior to the election, **however, the Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to waive this one year membership requirement.**

## Article V1

### Duties and Powers of the Board:

**Section 1. Appointments.** The Board of Directors may appoint such other officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each.

**Section 2. Baseball President.** The Baseball President shall:

- a) Oversee and conduct all operations and affairs of the Association and execute the policies set forth by the Board of Directors.
- b) Preside at all meetings of the Association.
- c) Act as a liaison between the community and the Association.
- d) Present a detailed report of the condition of the Association at the Annual Meeting. Report should include at a minimum financial, registration, sponsorship, and property and equipment status.
- e) Communicate to the Board of Directors such matters as deemed appropriate, and make suggestions that promote the welfare of the Association.
- f) Be responsible for the conduct of the Association in strict conformity of the policies, principles and Rules of the Association.
- g) Have the power to make and execute for/and in the name of the Association such contracts and lease they may receive and which have prior approval of the Board.
- h) With the assistance of the Softball President, Vice Presidents, Players Agent, Coordinators, or Safety Coordinator, as appropriate, investigate complaints, irregularities and conditions detrimental to the Association and report thereon to the Board as circumstances warrant.
- i) Assist the Treasurer in the preparation of the annual budget and be responsible for the execution thereof.

- j) With the assistance of the Player Agent, examine application and support of proof of age documents of every player candidate and certify age eligibility before the player may continue in any process.
- k) Deliver to Board Members by electronic means notices of pending motions and requests for votes pursuant to procedures established by the Board of Directors whenever the Secretary is unable to perform this function.
- l) Perform all duties incidental to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- m) Oversee and conduct all day-to-day operations and affairs of their respective divisions of the Association and execute the policies set forth by the Board of Directors.
- n) Present a report of the condition of their respective division at the Annual Meeting.
- o) Ensure that the Coordinators of their respective leagues carry out their assigned responsibilities.
- p) With the assistance of the Vice President, Players Agent, or Coordinators, as appropriate, investigate complaints, irregularities and conditions detrimental to their respective divisions of the Association and report thereon to the Board as circumstances warrant.

**Section 3. Softball President.** The Softball President shall:

- a) Perform all duties incidental to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- b) Oversee and conduct all day-to-day operations and affairs of their respective divisions of the Association and execute the policies set forth by the Board of Directors.
- c) Present a report of the condition of their respective division at the Annual Meeting.
- d) Ensure that the Coordinators of their respective leagues carry out their assigned responsibilities.
- e) With the assistance of the Vice Presidents, Players Agent, Coordinators, or Safety Coordinator, as appropriate, investigate complaints, irregularities and conditions detrimental to their respective divisions of the Association and report thereon to the Board as circumstances warrant.
- f) If the Baseball President is absent from a meeting of the Association, the Softball President shall preside at the meeting. If the Softball President is also absent from the meeting, the Secretary shall preside at the meeting.
- g) In the absence or disability of the Baseball President, the Softball President, and not the Acting Baseball President, shall perform all of the **administrative duties** of the Baseball President (as set forth in Article VI, Section 2(a)-(k)) until such time as the Baseball President returns or the Board of Directors elects or appoints a new Baseball President. When so acting, the Softball President shall have all the power of the Baseball President's office.

**Section 4. Baseball and Softball Vice Presidents.** The Baseball and Softball Vice Presidents shall:

- a) In the absence or disability of the Presidents of their respective divisions, the Vice Presidents shall become the Acting President of their respective divisions and shall perform the duties of the respective Presidents until a new President is appointed or elected by the Board, except as set forth in Article VI, Section 3(g).
- b) Perform such duties as from time to time may be assigned by the President.
- c) Maintain and conduct any business that enhances the endeavors of the Association in relation to their respective divisions of the Association. Such activity will be reported directly to the appropriate President.
- d) Keep the minutes from all Board meetings in the event the Secretary is absent.

**Section 5. Secretary.** The Secretary shall:

- a) Be responsible for recording the activities of the Association and maintain appropriate files, mailing lists and necessary records.

- b) Perform such duties as are herein set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- c) Accept and deliver all absentee ballots to the Board of Directors.
- d) Electronically deliver to the Board Members all motions which are to be voted on via electronic means and receive electronic votes to said motion.
- e) Maintain a list of all Regular, Honorary, and Committee Members, Directors and Officers and give notice of all meetings of the Association, including the Annual Meeting.
- f) Keep minutes of the meetings of the Board of Directors and cause them to be recorded in a book kept for that purpose or electronically.
- g) Make copies of all minutes for distribution at meetings.
- h) Conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes, and resolutions not otherwise committed.
- i) No later than September 1 of each year, deliver to all Members notice of all Board of Directors positions to be elected at the Annual Meeting and solicit nominations for said positions.
- j) Notify Members, Directors, Officers, and committee members of their election or appointment.

**Section 6. Treasurer.** The Treasurer shall:

- a) Perform such duties as are herein set forth, in addition to such other duties as are customarily incident to the office of Treasurer or as may from time to time be assigned by the Board of Directors.
- b) Receive all monies and securities, and deposit same in a financial institution approved by the Board.
- c) Keep records for the receipt and disbursement of all monies and securities of the Association. Approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance by the Board. Ensure financial guidelines set forth later in this document are followed by all members.
- d) Prepare an annual budget, under the direction of the Baseball President and Softball President, for submission to the Board at the Annual Meeting.
- e) Conduct and handle all business that would have direct contact with the Office of the Treasurer, including but not limited to the Concession Committee, Registration Committee, and the Fund raising Committee.
- f) Be a member of the Finance Committee, if such committee is created.
- g) Present monthly reports to the Board of Directors. The Treasurer shall include a copy of the monthly bank statements to the Board as well as a reconciliation report justifying ending balance via monthly transactions. Additionally, seasonal updates should be provided after both the Spring Season and Fall Season, detailing actuals against the budget for that season.

**Section 7. Player Agent.** The Player Agent shall:

- a) Record all player transactions and maintain an accurate database record of such information, including registrations.
- b) Receive and review all player candidate applications, verifying age eligibility.
- c) Conduct the player draft selection in which the rules established by the Association are adhered to and enforced in order to establish no direct advantage to one team. The division coordinator shall approve the final draft result for their respective division.
- d) Prepare all team rosters for distribution and publication. Notify coaches of any player additions, deletions, or replacements promptly.
- e) Prepare and instruct tournament coaches as to their selection process for All-Stars and enforce all selection processes to adhere strictly to the imposed rules.

- f) Determine all tournament teams' eligibility. Prepare rosters for said teams and prepare them for submission to the Board and for the Baseball President's signature.
- g) With the assistance of the Presidents, Vice Presidents, Safety and Rules Coordinator or Coordinators, as appropriate, investigate complaints, irregularities and conditions detrimental to their respective divisions of the Association and report thereon to the Board as circumstances warrant.

**Section 8. Baseball and Softball Rules Coordinators.** The Rules Coordinator shall:

- a) Review yearly and update as needed the rules and Coaches Handbook utilized by the Baseball and Softball divisions of the Association by the first meeting in January.
- b) With the assistance of the Presidents, Vice Presidents, Players Agent, or Coordinators, as appropriate, investigate complaints, irregularities and conditions detrimental to their respective divisions of the Association and report thereon to the Board as circumstances warrant.

## **Article VII**

### **Other Positions:**

**Section 1. Coordinators.** The Board of Directors may appoint Coordinators that consist of Regular Members. The Coordinators shall be responsible for the respective division (age group) in which they are elected. Divisions (age groups) are established and set forth by the Board of Directors annually. Each respective coordinator will be the liaison between their division's coaches/parents and the Board. They will be responsible for obtaining coaches each year, attending Board meetings, helping with equipment distribution and collection, attending Draft Day during their division's time frame, help with Opening Day, All Star team selection process if their division has one, and enforcement of all rules established by the Association.

**Section 2.** Reserved

**Section 3. Concession Director.** The Board of Directors may appoint a Concession Director who may form a Committee composed of one or more Regular Members to assist the Concession Director in the performance of his/her duties. The Concession Director and Concession Committee, if any, shall investigate ways and means of providing concession activity for the Association and be responsible for the proper functions of the Concessions. The Concession Director shall report to the Treasurer all income and expenditures not less than one time per month.

**Section 4. Grounds Director.** The Board of Directors may appoint a Grounds Director who may form a Committee composed of one or more Regular Members to assist the Grounds Director in the performance of his/her duties. The Grounds Director and Grounds Committee, if any, will be responsible for the care and maintenance of the playing fields, buildings and grounds. It shall operate within the amount appropriated in the approved budget for that purpose. It shall also investigate and recommend available, suitable sites and plans for development, including ways and means, the latter in cooperation with the Finance Committee. It shall also be responsible for repair and improvement recommendations and supervise the approved projects.

**Section 5. Equipment Director.** The Board of Directors may appoint an Equipment Director who may form a Committee composed of one or more Regular Members to assist the Equipment Director in the performance of his/her duties. The Equipment Director and Equipment Committee, if any, shall secure bids on needed supplies and equipment and make recommendations for their purchase to the Board. The Director shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning, collection and storage thereof at the close of the season.

**Section 6. Team Sponsorship Director.** The Board of Directors may appoint a Team Sponsorship Director who may form a Committee composed of one or more Regular Members to assist the Team Sponsorship Director in the performance of his/her duties. The Team Sponsorship Director and Team Sponsorship Committee, if any, shall solicit local businesses and secure funding for the Association. The Director shall be responsible for securing enough sponsorship to cover every team and yet will

not solicit any businesses that promote the use of alcohol or tobacco use as the Association is designed for the growth and development of children. The sponsorship of any team in the Association gives the business no rights within the league and all sponsorships are considered equal.

**Section 7. Coaches Director.** The Board of Directors may appoint a Coaches Director who may form a Committee composed of one or more Regular Members to assist the Coaches Director in the performance of his/her duties. The Coaches Director and Coaches Committee, if any, shall interview and investigate prospective managers and coaches and recommend acceptable candidates to the Presidents, for consideration, appointment and subsequent approval by the Board. The Coaches Director shall during the playing season, observe the conduct of the coaches and assistant coaches and report his/her findings to the Safety and Rules Officer and Baseball or Softball President. Any requests for investigations of complaints will be released to the Safety and Rules Coordinator, who will make report to the Board.

## Article VIII

### Affiliation:

**Section 1.** The Association at this time has no direct affiliation with any program and is considered to be recreational in nature.

**Section 2. Local Rules and Ground Rules.** The local rules and ground rules of this Association shall be adopted by the Board of Directors at a meeting to be held not less than one month prior to the first scheduled game of the season.

## Article IX.

### Financial and Accounting:

**Section 1. Authority.** The Board of Directors shall decide all matters pertaining to the finances of the Association and it shall place all income in one or more common accounts, directing the expenditure of funds in such a manner as will give no individual or team an advantage over those in competition with such individual or team. Common accounts are to be limited to one general operating account and one concessions operating account to be held at the same financial institution. Both accounts will be accessible via signature to only the baseball and softball presidents and treasurer. The concessions account will be accessible to the concessions director via a debit card only. No instruments of credit are to be authorized without a two-thirds vote of the board of directors. Checks are to be written by the treasurer and approved electronically or in writing by the baseball or softball president. Financial authority is authorized according to the following:

<b>Expenditure Amount</b>	<b>Authorization</b>
\$0 - \$49 (per transaction)	Treasurer (Not to exceed \$500 per fiscal year)
\$50-\$499	Baseball or Softball President and Treasurer
Greater than \$500	Majority vote of the board

Amounts greater than \$500 shall be paid by check written by the treasurer and signed by a president.

**Section 2. Contributions.** The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common treasury of the Association, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the Association Team sponsorships are not the only area of significance to such policy but are certainly the most recognized.

**Section 3. Solicitations.** The Board shall not permit the solicitation of funds in the name of the Association unless all of the funds raised are placed in the Association treasury.

**Section 4. Disbursement of Funds.** The Board shall not permit the disbursement of Association funds for other than the conduct of the Association activities. No checks are to be made to cash and cash withdrawals not specifically authorized in this document must be approved by a majority vote of

the board. The treasurer is authorized to keep not more than \$200 petty cash on hand. Cash withdrawals to maintain this amount shall not exceed \$500 in a fiscal year.

**Section 5. Compensation.** No Director, Officer, or Member of the Association shall receive, directly or indirectly any salary or compensation from the Association for services rendered as Director, Officer, or Member. However, the Board may authorize the waiver of player registration fees for the Board Members or any Regular Members for good cause shown. The board may also authorize by majority vote free or discounted services, including concessions and board member apparel, provided they are clearly documented and attached as an addendum to this document.

**Section 6. Deposits.** All monies received shall be deposited to the credit of the Association in a financial institution approved by the Board.

**Section 7. Fiscal year.** The fiscal year of the Association shall begin on December 1 and shall end on November 30.

**Section 8. Reporting.** The finance committee and/or treasurer shall provide reports as called out in this document. Failure to provide detailed reports for three consecutive months results in immediate suspension of the treasurer. In this event the officers shall designate an interim treasurer and hold a vote to resolve the situation at the next scheduled meeting.

**Section 9. Distribution of Property upon Dissolution.** Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all assets of the Association in such manner or to such organization or organization organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purpose.

**Article X**

**Amendments:**

These By-laws may be amended, repealed or altered in whole or in part by a majority vote of any duly organized meeting of the Board Members provided notice of the proposed change is included in the notice of such meeting.

These By-Laws were approved by the Springboro Clearcreek Baseball Association Board of Directors on the day of , 2013.

Baseball President (Print) \_\_\_\_\_

Baseball President's Signature \_\_\_\_\_

Date \_\_\_\_\_

Springboro Clearcreek Baseball Association does not limit participation in its activities on the basis of disability, race, creed, color, national origin, gender, or religious preference.