

PIEDMONT BASEBALL LEAGUE

BYLAWS

ARTICLE I – NAME

This organization shall be known as the Piedmont Baseball League Inc., also hereinafter referred to as “Local League.”

ARTICLE II – OBJECTIVE

Section 1

The objective of the Piedmont Baseball League shall be to implant in the children of the community that participate in the league the ideals of good sportsmanship, honesty, loyalty, courage, and respect for authority. To achieve this objective the Piedmont Baseball League will provide a supervised baseball program. All Directors, Officers, and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance.

Section 2

In accordance with Section 501-(c)-(3) of the Federal Internal Revenue Code, the Piedmont Baseball League shall operate exclusively as a non-profit organization providing a supervised program of competitive baseball games. No part of the net earnings shall inure to the benefit of any private entity or individual.

ARTICLE III – MEMBERSHIP

Section 1

Eligibility. Any person sincerely interested in active participation to effect the objective of this Local League may apply to become a member.

Section 2

Classes. There shall be the following classes of Members:

- (a) **Player Members.** Any player candidate meeting the requirements of Local League Regulations and who resides within the authorized boundaries of the Local League shall be eligible to participate but shall have no rights, duties, or obligations in the management or in the property of the Local League.
- (b) **Regular Members.** Any person actively interested in furthering the objectives of the Local League may become a Regular Member upon paying dues as hereinafter provided. The secretary shall maintain the roll of membership to qualify voting members. Only Regular Members in good

standing are eligible to vote at the annual meeting. All Officers, Board Members, Committee Members, Managers, and other elected or appointed officials must be active Regular Members in good standing.

- (c) As used hereinafter, the word “Member” shall mean a Regular Member unless otherwise stated.

Section 3

Other Affiliations.

Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of the Local League.

Section 4

Suspension or Termination. Membership may be terminated by resignation or action of the Board of Directors.

- (a) The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting of the Board, shall have the authority to discipline or suspend or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interests of the Local League. The Member involved shall be notified of such Board meeting to answer such charges and given an opportunity to appear at the Board meeting to answer such charges.
- (b) The Board of Directors shall, in the case of a Player Member, give notice to the manager of the team of which the player is a member.

ARTICLE IV – DUES

Section 1

Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any membership period.

Section 2

Members who fail to pay their fixed dues within thirty (30) days from the time the same become due may be dropped from the rolls and forfeit all rights and privileges of membership.

Section 3

A reasonable Local League non-involvement fee in addition to the membership fee may be assessed as a parent’s obligation to assure the operational continuity of the Local League.

ARTICLE V – ANNUAL MEETINGS/SPECIAL MEETINGS OF MEMBERS

Section 1

Annual Meeting. The annual meeting of the Members of the Local League shall be held in October each year for the purpose of electing a Board of Directors, receiving reports, and for the transaction of such business as may properly come before the annual meeting. After the Board of Directors is elected, the Board shall meet to elect Officers and appoint Commissioners and Committee Chairs.

Section 2

Notice of Annual Meeting. Notice of each annual meeting shall be mailed or otherwise delivered to each Member at the last recorded address of such Member at least ten (10) days in advance thereof setting forth the place, time, and purpose of the meeting; or in lieu thereof, notice may be given in such form as may be authorized by the Members from time to time, at a regularly convened meeting.

Section 3

Special Meetings. Special meetings of the Members may be requested by the Board of Directors or by the Secretary or President, at their discretion. Upon written request of ten (10) Members, the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members.

Section 4.

Quorum. The presence in person or representation by absentee ballot of two-thirds (2/3) of the Board of Directors shall be necessary to constitute a quorum for the annual meeting, or any special meeting of the Local League.

Section 5

Voting. Only Regular Members shall be entitled to vote at any annual or special meeting of the Local League.

Section 6

Absentee Ballot. For the expressed purpose of accommodating a Regular Member in good standing who cannot be in attendance at the annual meeting, an absentee ballot may be requested and obtained from the Secretary of the League. The absentee ballot shall be properly completed, signed, and returned in a sealed envelope to the Secretary prior to the date of the annual meeting and the election of Members to the Board of Directors. The Secretary shall present all absentee ballots on the date of the annual meeting prior to the conduct of the election process.

ARTICLE VI – BOARD OF DIRECTORS

Section 1

Board and Number. The management of the property and affairs of the Local League shall be vested in the Board of Directors. The number of Directors shall

not be less than five (5) nor more than twenty (20). The Directors shall upon election immediately enter upon the performance of their duties and shall continue in office until their resignation or their successors shall have been duly elected and qualified.

Section 2

Required Members. The Board membership shall include the Officers, Commissioners, and Committee Chairs.

Section 3

Annual Election and Term of Office. The Board of Directors shall determine the number of directors to be elected for the ensuing year and the Members shall elect such number of Directors. Directors shall be elected for a term of three years, with at least one-third of the total number elected each year. Consecutive 3-year terms are permitted. All elections of Directors shall be by majority vote of all Members present at the meeting for election of Directors or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting at which there is a quorum.

Section 4

Vacancies. If any vacancy occurs in the Board of Directors, by death, resignation, or otherwise, it may be filled by a majority vote of the remaining Directors at any regular meeting or at any special Board meeting called for that purpose.

Section 5

Meetings, Notice, and Quorum. Regular meetings of the Board of Directors shall be held immediately following the annual election and on such days thereafter as shall be determined by the Board. The President or Secretary may, whenever they deem it advisable or the Secretary shall at the request in writing of five (5) Directors, issue a call for a special meeting of the Board. Notice of each meeting shall be given by the President or Secretary to each Director by e-mail at least two (2) days before the time appointed for the meeting, or by telephone or personal notice twenty-four hours preceding the meeting. In the case of special meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6

Duties and Powers. The Board of Directors shall have the power to appoint such standing committees as it shall deem appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Local League as it may deem proper.

The Board shall have the power by a two-thirds vote of those present at any regular or special board meeting to discipline, suspend, or remove any Director or Officer or Committee Member of the Local League in accordance with the procedure set forth in Article III, Section 4(a).

ARTICLE VII – COMMITTEES

Section 1

Nominating Committee. The Board of Directors shall appoint a Nominating Committee consisting of Three (3) Directors.

The Nominating Committee shall investigate and consider eligible candidates and submit prior to the annual meeting a slate of candidates for the Board of Directors.

Section 2

Auxiliary Committee. The Board of Directors may appoint an Auxiliary Committee consisting of the Local League Treasurer and two (2) other Directors and other appointed Regular Members.

The Committee shall coordinate, review and evaluate auxiliary projects for raising money and disposition of profits, and make recommendations to the Board.

The Board of Directors shall approve in advance all projects of the Auxiliary Committee.

Section 3

Audit Committee. The Board of Directors may appoint an Audit Committee consisting of three (3) Directors. The President, Treasurer, or signatories of checks are not eligible.

The Audit Committee may review the Local League's books and records when requested and may, if directed by the Board of Directors or a majority vote of the Membership, secure the services of a Certified Public Accountant to accomplish such review.

Section 4

Other Committees. The President may appoint other committees that are appropriate to the welfare of the Local League. Examples of such committees are, but are not limited to: Finance Committee, Building and Property Committee, Grounds Committee, Playing Equipment Committee, Manager Selection Committee, and Umpire Committee.

ARTICLE VIII – OFFICERS. DUTIES AND POWERS

Section 1

Election. Immediately following the annual meeting, the Directors present, provided there be a quorum, shall meet for the purpose of electing Officers and appointing Committee Chairs for the ensuing year.

Section 2

Officers. The Officers of the Local League shall consist of a President, a Vice President, a Player Agent, a Secretary, and a Treasurer; all of whom shall hold office for the ensuing year or until their successors are duly elected.

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 and may fill any vacancy which may occur in office. Appointed Officers or agents shall not vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.

Section 3

President. The President shall:

- (a) Conduct the affairs of the Local League and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of the Local League at the annual meeting.
- (c) Communicate to the Board of Directors such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the Local League.
- (d) Designate in writing other Officers if necessary, to have power to make and evaluate for/and in the name of the Local League such contracts and leases as they may receive and which have had prior approval of the Board.
- (e) Investigate complaints, irregularities, and conditions detrimental to the Local League and report thereon to the Board as circumstances warrant.
- (f) Prepare and submit, in coordination with the Treasurer, an annual budget to the Board of Directors and be responsible for the proper execution thereof.
- (g) With the assistance of the Player Agent, examine the application and proof-of-age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tournament team tryouts and selection.

Section 4

Vice President. In case of the absence or disability of the President, and provided he is authorized by the President or Board so to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of that office, and shall have such other duties as from time to time may be assigned by the Board of Directors or by the President.

Section 5

Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of the Local League and maintaining appropriate files, mailing lists, and necessary records.

- (b) Perform such duties as are herein specifically 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) Maintain a list of all Player Members, Regular Members, Directors, and Committee Members and give notice of all meetings of the Local League, the Board of Directors, and Committees.
- (d) Keep the minutes of the meetings of the Members, the Board of Directors, and cause them to be recorded in a book kept for that purpose.

Section 6

Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein specifically set forth and such duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors.
- (b) Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.
- (c) Keep records of the receipt and disbursement of all monies and securities of the Local League, approve all payments from the allotted funds and draw checks in agreement with policies established in advance of such actions by the Board of Directors.
- (d) Prepare an annual budget, under the direction of the President, for submission to the Membership and Board of Directors at the annual meeting.

Section 7

Player Agent. The Player Agent shall:

- (a) Record all player transactions and maintain an accurate and up-to-date record thereof.
- (b) Receive and review applications for player candidates and assist the President in checking residence and age eligibility.
- (c) Conduct player drafts and all other player transaction or selection meetings.
- (d) Prepare for the President's signature tournament team rosters and the tournament team eligibility affidavit.

ARTICLE IX – MANAGERS, COACHES, AND UMPIRES

Section 1

Team Managers shall be appointed annually by the League Commissioners. National League Managers must be approved by the Board of Directors.

Section 2

Umpires shall be appointed annually by the Umpire Committee Chair, who shall be responsible for their assignments.

Section 3

While holding such office, the President, the Vice-President and the Player Agent shall not manage, and Commissioners shall not manage a team in their respective league, unless said Officer obtains a special dispensation by a majority vote of the Board of Directors.

ARTICLE X – AFFILIATION

Section 1

Charter. The Local League shall be affiliated with Babe Ruth League, Inc., a New Jersey corporation, and shall be governed by, and shall comply with the principles, rules and regulations enunciated and decreed by Babe Ruth League, Inc.

Section 2

Powers. The Local League shall, in addition to the powers expressly or implicitly conferred on it by law, have the power to make and enforce rules and regulations to govern itself on a local basis, but generally consistent with and not contrary to the rules and regulations promulgated by Babe Ruth League, Inc., a New Jersey corporation, or by the Regional, or State echelons of said Babe Ruth League, Inc., to which the Local League is subject.

Section 3.

Local League Rules. The local rules of this Local League 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 XI – FINANCIAL AND ACCOUNTING

Section 1

The Board of Directors shall decide all matters pertaining to the finances of the Local League and it shall place all income in a common league treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

Section 2

The Board shall not permit the contribution of funds or property to individual teams but shall solicit same for the common treasury of the Local League, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the Local League.

Section 3

The Board shall not permit the solicitation of funds in the name of the Local League unless all of the funds so raised are placed in the Local League treasury.

Section 4

The Board shall not permit the disbursement of Local League funds for other than the conduct of Local League activities.

Section 5

No Director, Officer, or Member of the Local League shall receive, directly or indirectly any salary or compensation from the Local League for services rendered as Director, Officer, or Member.

Section 6

All monies received shall be deposited to the credit of the Local League in a local bank and all disbursements shall be made by check. All checks shall be signed by the Local League Treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

Section 7

The fiscal year of the Local League shall be the calendar year.

Section 8

Upon dissolution of the Local League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Local League to another entity which maintains the same objectives as set forth herein, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE XII – AMENDMENTS

These By-Laws may be amended, repealed, or altered in whole or in part by a majority vote of the Board of Directors or by a majority vote of the Members present at any duly organized meeting of the Members at which there is a quorum provided notice of the proposed change is submitted in advance of such meeting.