

**CONSTITUTION AND BYLAWS
OF THE
SENOIA AREA ATHLETIC ASSOCIATION, INC.
Last Amended _____**

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CONSTITUTION

Article I. Name

This organization shall be known as the Senoia Area Athletic Association (“SAAA”), hereinafter referred to as “SAAA” or the “Association.”

Article II. Statement of Objectives

The objective of the SAAA shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens.

To achieve this objective, the SAAA will provide a supervised program governed by the rules and regulations set forth by the organization chosen by the Association (i.e. Little League, USSSA, ASA, AABC, Dixie Youth, etc.). 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. In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the SAAA shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball and softball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

Article III. Purpose

The purpose of SAAA shall be to organize, teach, and supervise the playing of baseball under specialized rules and regulations, to secure suitable and adequate financial backing for these purposes, and provide suitable playing facilities and equipment for these purposes.

Article IV. Membership

Section 1. Classes of Membership. Association shall have the following classes of membership:

(a) Player Members. Each player registered shall be deemed a Player Member. Player Members shall have no rights, duties or obligations in the management or in the property of the SAAA.

(b) Regular Members. Regular Members are comprised of the following:

- (i) *Adult Member.* The parent(s), guardian(s), or other adult responsible for registering the Player Member or the Player Member, if over the age of 18, shall be deemed a Regular Member. There shall be only one vote per Player Member; thus, if there is more than one parent, guardian, or other adult responsible for registering the player, the vote must be used jointly. By way of example, a parent with three players would be entitled to a total of three votes (one for each player).
- (ii) *Volunteer Member.* Officers, Board Members, and any Board approved and registered Coach, Umpire, Volunteer Leader, or Manager shall be deemed a Regular Member. Each person of this category can exercise a separate vote regardless of his or her being a parent, guardian, or other adult being responsible for registering the player. For example, a manager (who also is a parent to one player, would have a total of two votes (one for the player and one for being the coach).
- (iii) *Interested Member.* At the discretion of the Board of Directors, the Board of Directors, by majority vote, may approve any adult interested in the Association so long as the membership is recorded in the regular minutes.

- (iv) Regular Members may be issued a card numbered in sequential order annually. The secretary shall maintain the roll of membership to qualify voting members.
- (v) *Only Regular Members in good standing are eligible to vote at General Membership Meetings.*
- (vi) As used hereinafter, the word “Member” shall mean a Regular Member unless otherwise stated.

(c) Honorary Members. Any person may be elected as Honorary Member by the 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 in the property of the SAAA. All sponsors shall be made Honorary Members of the Association.

Section 2. Membership Dues. The Association is prohibited from imposing any fee for Regular Members.

Article V. Board of Directors

Section 1. Election of Board Members Required. The Board of Directors shall be those persons elected by the Regular Members of the Association at the Annual Meeting or by specially set meeting with required notice.

Section 2. Powers of Board of Directors. The Board of Directors shall have the power, by virtue of their position to perform the following:

- (a) Manage the operations relating to the SAAA including but not limited, registration, communications, fundraising, sponsorships, scholarships, equipment, concessions, facility repair, installation, and/or removal, athletic competitions, and other operational decisions not otherwise restricted by County guidelines and regulations;
- (b) To purchase or otherwise acquire for the Association any property, right, or privilege which the Association is authorized to acquire by the Association’s membership;
- (c) To appoint or remove or suspend subordinate agents or volunteers;
- (d) To suspend or remove Members of the Board of Directors pursuant to the bylaws;
- (e) To determine, delegate, and remove duties of any volunteer;
- (f) To determine who shall be authorized, on behalf of the Association to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments binding the Association; and
- (g) To delegate any powers of the Board of Directors to any standing committee, special committee or any officer or agent of the Association under the direct supervision of a designated Director.

Section 3. Compensation. Directors shall not be compensated for services as such unless and only to the extent that compensation is authorized by a Majority of the total eligible Association Members vote. Directors may be reimbursed for the expenses incurred in carrying out their duties upon approval of such expenses by the Board of Directors. Directors also may be given nominal gifts or tokens of appreciation by the Association for recognition of services performed, not to exceed a value of One Hundred and No/1000 (\$100.00) per calendar year. For purposes hereof, reasonable food and beverage purchased for the Board meetings shall not be considered compensation.

Article VI. Government

Section 1. Authority. The management of the property and affairs of the SAAA shall be vested in the Board of Directors.

Section 2. Composition of the Board. The Board of directors shall be comprised of the following officers and positions. Positions may be filled by an officer or another director or a volunteer appointed by and serving at the pleasure of the Board.

- (a) **Officers.** The Board of Directors shall include the offices of President, Vice President, Treasurer, and Secretary.
- (b) **Required positions to be assigned by the Board of Directors.** The Board of Directors shall assign one or more of the following, who may or may not hold an office:
 - (1) Player Agent;
 - (2) Umpiring Coordinator;
 - (3) Safety Officer;
 - (4) Coaching Coordinator; and
 - (5) Concession Coordinator.
- (c) **Number of Board Members.** The number of Directors elected shall be not less than seven (7) and shall be no more than thirteen (13) and shall always be made of an odd number.
- (d) **Vacancies.** If any vacancy occurs in the Board of Directors, by death, resignation or for any other reason, it may be filled by a majority vote of the remaining Directors present at a specially set meeting with notice for the purpose of appointing a person to fulfill the remaining term of the departing director.

Section 3. All rules governing the playing of baseball, the legality of players and related questions shall be in accordance with the Rules and Regulations of the league or association the Association participates in (USSSA, ASA, Little League, etc.).

Article VII. Bylaws

Any Bylaw, not inconsistent with this Constitution, embodying additional provisions for government of the Corporation, shall be adopted and may be amended by the Board of Directors, or at a special meeting of the Association membership with a majority vote of those being present.

Article VIII. Amendments

This Constitution may be amended by a two-thirds (2/3) vote of the Regular Members at the Annual Meeting, or at a special meeting of the Association called for that purpose with a majority vote of those being present.

BYLAWS

Article I. Finances.

Section 1. Fiscal Year. The fiscal year of the SAAA shall begin on August 1 and shall end on July 31.

Section 2. Authority. The Board of Directors shall decide all matters pertaining to the finances of the SAAA and it shall place all income including Auxiliary funds, in a common league treasury, directing the expenditure of funds in such manner as will give no individual or team an advantage over those in competition with such individual or team.

Section 3. Contributions. The Board shall permit the contribution of funds or property to individual teams. Such contributions are fixed until the end of the fiscal year identified in Article I, Section 1. At the end of the fiscal year, any designated funds not used by the team shall be redirected to the common treasury of the SAAA. Contributions will be deposited in the SAAA Bank Account, and disbursements will be requested in writing from the manager of the team to the Board of Directors. Designated funds may be used to cover tournament fees, equipment, or additional uniforms for the team as a whole. In no way shall such funds be used to benefit a single individual.

Section 4. Solicitation. The Board of Directors shall and is permitted to engage in solicitation of funds and fundraising efforts. Any funds raised through league-wide fundraisers shall be placed in the common treasury.

Section 5. Disbursements and use of Association funds. The following rules shall govern the use of Association funds:

- (a) The Board of Directors shall not permit the disbursement of Association funds for any purpose other than to conduct Association activities in accordance with the rules, regulations and policies of the Association.
- (b) All disbursements shall be made by check or by authorized debit card. All checks shall be signed by the Treasurer or such other officer or officers or person or persons as the Board of Directors shall determine. At least, two (2) officers shall be named as signers on the bank account(s). Members of the same family (through blood or marriage) or household may not be signers on the account(s).
- (c) Permitted uses include but are not limited to the following:
 - (1) Tournament fees;
 - (2) Equipment;
 - (3) Uniforms;
 - (4) Necessary fees required to fulfill the Association's objective and purpose (umpires, field, insurance, etc.)
 - (5) General repairs and improvements benefiting the Association;
 - (6) Professional/administrative services;
 - (7) Concessions or fundraising efforts; and/or

- (8) Other approved expenditures that the Board of Directors reasonably believes serves to benefit the Association.

Section 6. Compensation. No Director, Officer or Member of the SAAA shall receive, directly or indirectly any salary, compensation or emolument from the SAAA for services rendered as Director, Officer or Member. However, this provision does not prohibit the payment of compensation either in money or in kind to persons, including payment to a family member (blood or marriage) of a director, officer or member of SAAA, working the concession stand. Under no circumstances should this provision be interpreted as allowing payment to the Board Member on Duty.

Section 7. Banking or Financial Institution. All monies received, including Auxiliary Funds, shall be deposited to the credit of the SAAA in/at a bank of the Board of Director's choosing. Said Bank must have a physical branch that is reasonably accessible by members of the Board of Directors and must be affirmed or reaffirmed on the minutes after each board election.

Article II. [Annual Meeting, Regular Meetings, Special Meetings and Voting](#)

Section 1. Annual Meeting.

- (a) **Notice.** Notice of each Annual Meeting shall be delivered electronically to each Member and a general notice shall be posted on the general message board at the ball fields and on any website or message board managed by the Association. Notice for the Annual Meeting must be giving at least thirty days prior to the Annual Meeting. A ballot naming those seeking election to the Board of Directors must be included with the notice.
- (b) **Time and purpose of Annual Meeting.** The Annual Meeting of the Members of the SAAA shall be held no earlier than May 1st and no later than June 30th of each year for the purpose of electing the Board of Directors, receiving reports, making general comments or recommendations, and for the transaction of such business as may properly come before the meeting.
- (c) **Quorum.** The presence in person or representation by absentee ballot of one-tenth (1/10) of the members (as defined in Article IV - Membership) shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.
- (d) **Required Agenda Items.** The Membership shall receive at the Annual Meeting of the Members of the SAAA a report, verified by the President and Treasurer, or by a majority of the Directors, showing:
 - (1) The condition of the SAAA, to be presented by the President or his/her designee;
 - (2) A general summary of funds received and expended by the SAAA for the previous year, the amount of funds currently in possession of the SAAA, and the name of the financial institution in which such funds are maintained;
 - (3) A report identifying of any and all real and personal property owned by the SAAA and its location;
 - (4) For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made;
 - (5) The names of the persons who have been admitted to regular membership in the SAAA during such year. This report shall be filed with the records of the SAAA and entered in the minutes of the proceedings of the Annual Meeting.

- (e) **Increase the number of directors.** At the Annual Meeting, one-third (1/3) of the Members or a director of the Board of Directors may make a motion to increase the number of Directors. Said motion shall be made prior to the election of the new Board of Directors. Said motion shall be voted for by the current Board of Directors. If the number Directors is increased, a subsequent special election shall be held in accordance with the following rules:
- (1) There will be a five (5) day nomination period from the date of the annual meeting;
 - (2) An election, by substantially similar means, will be held no earlier than fifteen (15) days and no later than thirty (30) days after the annual meeting.
 - (3) The number of Directors elected shall be not less than seven (7) and shall be no more than thirteen (13) and shall always be made of an odd number.

Section 2. Regular Meetings. The Board of Directors is expected to meet regularly and sufficiently so that the business of the Association is attended to. To fulfill this objective, the Board must ensure the following is completed:

- (a) The Board of Directors shall meet at least once per month in person to address Association business.
- (b) The Board of Directors shall be permitted to meet as needed and to conduct business through electronic meetings or voting. Any business conducted shall be reported at the next in-person meeting.
- (c) At least seven (7) days notice must be provided to the members of the in person meeting to the Board of Directors.
- (d) Required Meeting.
 - (1) The Board of Directors shall meet within the 15 days after the conclusion (last game) of the Fall baseball season. The Board shall provide at least 10-days notice to the members of the Fall meeting.
 - (2) A meeting of the newly elected Board of Directors shall be held within fifteen (15) days of the election for organizational purposes at a time and place determined by the Board for the purpose of assigning offices to newly elected board members and to calendar upcoming meetings and to discuss other relevant business of the board. Notice to Members is not required.
- (e) Notice of each Board meeting shall be given by the Secretary electronically or personally to each Director at least seven (7) day(s) before the time appointed for the meeting. The Board shall cause notice of Board Meetings to be placed on its website or social media pages and Members shall be welcomed to attend and make comments during open session.
- (f) The Majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted. However, if no quorum is reached, those Directors present may allow the members in attendance to make their comments which, if necessary, can be addressed at the next meeting or through electronic vote.
- (g) Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings.

Section 3. Special Meeting. Special meetings may be call pursuant to the following rules and procedures.

- (a) **Call for Special Membership Meeting.** A call for a special meeting can be requested as follows:
 - (1) At the discretion of the Board of Directors and with at least fourteen (14) days notice, or in case of emergency, with as much notice as possible, the Board of Directors, by one-third vote, may call for a Special Membership Meeting.
 - (2) One-third of the Members may petition the Board of Directors to call a Special Membership Meeting by sending to the Secretary of the Association a petition signed by one-third of the Membership. The Petition must specifically state the purpose of meeting and provide a proposed motion for action. If the Board is met with said petition, the Board shall set the meeting as if the Board had called for the meeting at the earliest convenient time.
- (b) **Required Notice.** The notice of a Special Membership Meeting shall state the time and place of the meeting and shall set forth the purpose and subject matter of the meeting. Only business identified on the notice will be conducted at the Special Membership Meeting.

Section 4. Voting

- (a) **Subjects of Voting by Regular Members.** Regular Members shall be entitled to vote at the Annual Meeting on the following matters:
 - (1) The election of directors on the Board of Directors;
 - (2) Change in baseball or softball association (USSSA, Little League, Pony League, etc.);
 - (3) Amendment to governing documents (by-laws and/or constitution); or
 - (4) Capital expenditures that will be deferred for a period of two or more years and exceeding twenty-five percent (25%) of the annual budget.
- (b) **No voting rights during regular meeting, but shall have the right to be held in due course.** During the General Membership Meeting, the Board of Directors shall provide and invite members to make comments or presentations relevant to the Association and limited only by rules of decorum.
- (c) **Absentee ballot.** For the expressed purpose of accommodating a Regular Member in good standing who cannot be in attendance at the Annual Meeting, or any Special Meeting at which a new Board member will be elected, an absentee ballot may be requested and obtained from the Secretary of the SAAA by any individual who is a member, as defined in the Constitution, Article IV - Membership. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary prior to the date of the election or by electronic vote. The Secretary shall present all absentee ballots to the Election Chairman (appointed at the meeting) on the date of the meeting, prior to the voting portion of the election process.

Section 5. Action without a meeting. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if a Majority of the director's consent to such action is in writing via email. Such votes shall be incorporated into the minutes or maintained on the Associations communication board.

Section 6. Liability and Indemnification of Officers, Directors, and Committee Members. The Association shall indemnify every officer, director, and committee member against any and all expenses, including attorney's fees, reasonably incurred by or imposed upon such officer, director or committee member in connection with any action, suit, or other proceeding (including settlement of any such action, suit, or proceeding, if approved by the then Board of Directors) to which he or she may be made a party by reason of being or having been an officer, director or committee member, whether or not such person is an officer, director or committee member at the time such expenses are incurred subject to the limitation below. The officers, directors and committee members shall not be liable for any mistake of judgment, negligent or otherwise, or for injury or damage caused by any such officer, director or committee member in the performance of his or her duties, except for his or her own individual willful misfeasance or malfeasance. The Association, in determining whether or not to indemnify a director, officer or committee member, shall not impute knowledge to said director, officer or committee member from any source whatsoever; rather, any such determination shall be based on the actual knowledge of the director, officer, or committee member. The officers, directors and committee members shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers, directors or committee members may also be members of the Association), and the Association shall indemnify and forever hold each such officer, director or committee member free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director or committee member or former officer or director, may be entitled. The Association shall maintain, as a Common Expense, adequate general liability and, if obtainable, officer's and directors' liability insurance to fund this obligation.

Article III. Election of Board of Directors

Section 1. Election of Board of Directors. Stating with the 2016-2017 election, there will be an election for seven (7) board members. The four (4) directors receiving the highest number of votes shall be elected for terms of two (2) years, and the remaining three (3) will be elected for terms for one year. At each annual meeting thereafter, a successor shall be elected to serve for a term of two years. The members of the Board of Directors shall hold office until their respective successors have been elected by the Association.

Section 2. Nomination. Nomination for election to the Board shall be made from the floor of the meeting or the Board may also accept nominations prior to the meeting. Any Member in good standing may nominate himself.

Article IV. Board of Directors

Section 1. General Duties and Powers.

- (a) 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. Appointed officers or agents shall have no 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.
- (b) The Board of Directors shall have the power to appoint such standing committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.
- (c) The Board may adopt such rules and regulations for the conduct of its meetings and the management of the SAAA as it may deem proper, provided such rules and regulations do not conflict with this Constitution.

Section 2. Suspension or Removal of Director

- (a) **Members.** Membership may be terminated by resignation or action of the Board of Directors, by a two-thirds vote of those present at any duly constituted specially called Board meeting. The Board of Directors shall have the authority to discipline or suspend or terminate the membership of any Member of any class, including managers and coaches, when the conduct of such person is considered detrimental to the best interests of the SAAA. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.
- (b) **Length of Termination or Suspension.** The Board of Directors shall have the power to suspend or terminate the membership of any Member for all or part of their remaining term. If suspension or termination is to last for more than the remaining term, then the suspension or termination must be reaffirmed by vote at a specially set meeting held within 30 days after the general election of the Board Members. Notice of such meeting must be given to the person or persons whose membership is being suspended or terminated.
- (c) **Removal of a Director.** The Board shall have the power by a two-thirds vote of those present at any regular Board or Special Board Meeting to discipline, suspend or remove any Director or Officer or Committee Member. The procedure to remove a Director shall be the same as set forth in Article XII, Section 6. The Board of Directors may remove or suspend a Director on the basis of the following grounds:
 - (1) Failure to perform duties;
 - (2) Excessive absenteeism from board meetings;
 - (3) Misconduct; and/or
 - (4) Conduct detrimental to the SAAA.
- (d) **Effect of Removal.** Removal of a Director does not automatically result in the loss of voting rights if otherwise entitled to vote as a member. The Board of Directors must provide an opportunity for the accused director to discuss the situation with Board of Directors prior to a vote to remove or suspend. Said hearing can be open to the general membership or closed at the request of the accused Director.

Section 3. Director Conflicts of Interest. Nothing herein shall prohibit a director from entering into a contract and being compensated for services or supplies furnished to the Association in a capacity other than as director, provided that the director's interest is disclosed to the Board and the contract is approved by a Majority of the directors who are at a meeting of the Board of Directors at which a quorum is present, excluding the director with whom the contract is made. The interested director shall not count for purposes of establishing a quorum of the Board. The interested director shall be entitled to be present at any meeting at which the proposed contract is discussed and to discuss the proposed contract, unless requested by other director to leave the room during the discussion.

Article V. Concessions and Auxiliary organizations

Section 1. Concessions. The Board of Directors are permitted to delegate its authority to manage the operation of a concession stand to a third party or to a committee formed for the purpose of operating the concessions stand. All activities are subject to the Board of Directors approval.

Section 2. Financial information. Financial statements must be prepared on a monthly basis by the Treasurer or varied by the Treasurer if prepared by the third party or committee. A report on must be presented to the Board of Directors at the monthly meeting.

Article VI. Duties of Board of Directors Members

Section 1. President. The President shall:

- (a) Conduct the affairs of the SAAA and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of the SAAA 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 SAAA.
- (d) Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of the SAAA such contracts and leases they may receive and which have had prior approval of the Board.
- (e) Investigate or delegate the investigation of complaints, irregularities and conditions detrimental to the SAAA and report thereon to the Board or Executive Committee as circumstances warrant.
- (f) Prepare and submit 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 support proof-of age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.

Section 2. Vice President. The Vice President shall:

- (a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. While so acting, the Vice President shall have all the powers of that office.
- (b) Perform such duties as from time to time may be assigned by the Board of Directors or by the President.

Section 3. Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of the SAAA and maintain 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 Regular, Sustaining, Honorary Members, Directors, Committee members and give notice of all meetings of the SAAA, the Board of Directors and Committees.
- (d) Issue membership cards to Regular Members, if approved by the Board of Directors.
- (e) Keep the minutes of the meetings of the Members, the Board of Directors and the Executive Committee, and cause them to be recorded in a book kept for that purpose.
- (f) 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.
- (g) Notify Members, Directors, Officers and committee members of their election or appointment.

- (h) Responsible for passing Minutes/Binder onto the next incoming Board Member who is voted to be the next/current Secretary.

Section 4. Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein set forth and such other 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 for the receipt and disbursement of all monies and securities of the SAAA, including the Auxiliary, approve all payments from allotted funds and draw checks therefore 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 Board of Directors at the Annual Meeting.
- (e) Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the Annual Meeting, and to SAAA.
- (f) Be responsible for filing Annual Registration with Secretary of State, Form 550 Federal, or seeing that a third party Accountant is filing correct forms.

Article VII. Required Positions

Section 1. 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 verifying residence and age eligibility.
- (c) Conduct the tryouts, the player draft and all other player transaction or selection meetings.
- (d) Prepare and maintain team rosters, including players claimed, and the tournament team eligibility affidavit.
- (e) Be responsible for setting date, time, facility, communicating to parents and board about the Draft, etc.

Section 2. Safety Officer. The Safety Officer shall:

- (a) Be responsible to create awareness, through education and information, of the opportunities to provide a safer environment for all children and all participants of SAAA.
- (b) Develop and implement a plan for increasing safety of activities, equipment and facilities through education, compliance and reporting.
- (c) *In order to implement a safety plan using education, compliance and reporting, the following suggestions may be utilized by the Safety Officer:*
 - (1) Education - Should facilitate meetings and distribute information among participants including players, managers, coaches, umpires, league officials, parents, guardians and other volunteers.
 - (2) Compliance - Should promote safety compliance leadership by increasing awareness of the safety opportunities that arise from these responsibilities.
 - (3) Reporting - Define a process to assure that incidents are recorded, information is sent to league/district and national offices, and follow-up information on medical and other data is forwarded as available.

Section 3. Association Information Officer. League Information Officer shall

- (a) Manage the league's home page (site authorized by SAAA);
- (b) Manage the online registration process and ensure that league rosters are maintained on the site;
- (c) Assign administrative rights to league volunteers and teams;
- (d) Ensure that league news and scores are updated on a regular basis;
- (e) Collect, post and distribute important information on League activities to the public, league members, and media;
- (f) Serve as primary contact person for league administration and for distributing information to league members.

Section 4. Concession Manager. The Concession Manager shall maintain concession operation facilities, organizes purchases of products, responsible for the management of sales at league events, schedules volunteers to work during league events, organizes tally's sales and keeps detailed record of concession purchases, and sales.

Section 5. Coaching Coordinator. The coaching coordinator shall:

- (a) Represent coaches/managers in interleague discussions;
- (b) Present a coach/manager training budget to the Board;
- (c) Gain the support and funds necessary to implement an Association-wide training program;
- (d) Order and distribute training materials to players, coaches and managers;
- (e) Coordinate mini-clinics as necessary; and
- (f) Serve as the primary contact person for SAAA managers and coaches.

Article VIII. Vending and Corporate Sponsorship

The Board of Directors shall have the authority to enter into any Vending and/or Corporate Sponsorship so long as the Corporate Sponsorship is in compliance with other contractual relationships and does not damage the Association's reputation or that of its members. Unless the Sponsorship is in exchange in part for maintenance of facilities, scoreboards, equipment or other valuable equipment or facilities valued at over \$500, no sponsorship shall last for more than two seasons without the opportunity to review.

Article IX. Roberts Rules of Order

Robert's Rules of Order shall govern the proceedings of all Meetings, except where same conflicts with this Constitution of the SAAA.

Article X. Amendments

These Bylaws may be amended unilaterally at any time and from time by the Board of Directors if it is necessary to bring any provision into compliance with any applicable governmental statute, rule, regulation, judicial determination, or City/County ordinance with which it is in conflict. In addition, these Bylaws may be amended upon the affirmative vote or written consent, or any combination of affirmative vote and written consent, of Members by at least two-thirds vote.

Article XI. Distribution of property upon Dissolution

Upon dissolution of the SAAA and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the SAAA to another Federally Incorporated entity which maintains the same objectives as set forth in Article II of this Constitution, 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. Code of Ethics and Conduct

Section 1. Purpose. The purpose of the Code of Ethics and Conduct is as follows:

To prevent any misunderstanding or misinterpretations when problems occur during the baseball season, the SAAA Board of Directors has instituted the following Code of Conduct for players, managers, coaches and parents. This will be distributed to our managers, coaches, Board members, players and parents this season in the hope that it will strengthen our organization and its policies, and will clearly state the expectations that our organization has with regard to our standards of behavior.

Section 2. Parents Code of Conduct

As a parent of a player in the SAAA, he or she agrees to:

- (a) **Respect the managers and their coaching staff.** Managers and coaches are volunteers who donate their time and expertise to the SAAA. My appreciation of their efforts is paramount to ensuring an ample supply of managers and coaches in the program. I will take practices and games seriously by making sure that my child(ren) are available and on time as scheduled. I will collect my child(ren) in a timely manner when practices and games are finished.
- (b) **Respect all players.** All players are contributors to a team and should be positively encouraged by all parents. I will not engage in insults or criticisms of players. Such behavior does not promote team spirit but breaks apart a team and will not be tolerated.
- (c) **Follow proper channels to resolve any dispute with the SAAA.** The SAAA is willing to assist any parent that has a problem with any of its programs. If I have an issue or problem, I understand that I should approach the manager or coaches of my child's team, the league coordinator, any individual member of the Board or the entire Board to address it. No parent should ever feel that the SAAA is unapproachable.
- (d) **Display good sportsmanship at all times.** The children are learning to become team players and work toward a common goal. I will always be non-judgmental and my support for their attempts and their outcomes.
- (e) **Be a contributor to the Senoia Area Athletic Association.** I will volunteer in some aspect of the program and will be a supportive and positive influence for all efforts made by the SAAA.
- (f) **Appreciate that the SAAA is striving to provide the best baseball program for my children.** The programs of the SAAA are intended to be learning and fun experience for all players. I will relax and enjoy the youth baseball experience.

Section 3. Player's Code of Conduct.

As a player for the SAAA, I agree to:

- (a) **Respect my manager and coaches.** The managers and coaches are volunteers who donate their time to our organization and my appreciation of their help should be reflected in all my actions on the playing field. It is my duty to listen to and follow the directions of my manager and coaches and to obey the rules set forth by the manager and coaches of the teams.
- (b) **Respect my team members and other players.** I will not insult, criticize or verbally abuse any other player. Such behavior does not promote but destroys team spirit and will not be tolerated by the SAAA.
- (c) **Never resort to physical threats or actions to rectify a situation.** Physical outbursts are unacceptable and will be dealt with using a zero-tolerance policy. Any occurrence will be immediately directed to the Board of Directors.
- (d) **Display good sportsmanship at all times.** As a representative of the SAAA, it is my duty to reflect the characteristics of fair play at all times. I will display to others that competition is healthy and I will not lower the standards of the SAAA by engaging in unsportsmanlike conduct.
- (e) **Be a contributor to the SAAA.** I play baseball not only for my own personal pleasure and benefit but for the benefit and as a representative of the SAAA. I will always give 100% to my team by doing the best job that I can.

Section 4. Code of Conduct for Managers and Coaches. As a manager/coach for the SAAA, I agree to:

- (a) **Respect all players.** I will ensure that all criticism I offer to the players will be constructive and balanced with compliments. I recognize that all players are contributors to my team and will treat them all fairly and equitably within the rules.
- (b) **Respect all parents.** I recognize that baseball is a big commitment for parents. I will keep my team parents informed as well as possible to ensure that the whole team is pulling in the same direction.
- (c) **Follow proper channels to resolve any disputes.** I understand that I am not alone in my position as manager or coach. I have a strong organization to assist me in the resolution of problems, issues or disputes. If they arise, I will discuss problems with my manager or coaches, the player(s), the parents, the Board members or the entire Board as necessary. With the manager or coaches I will schedule a team meeting before our first practice to formulate the expectations for our team. These expectations will be published in writing and given to all my team players and parents.
- (d) **Display good sportsmanship at all times.** I understand that all players are learning to be good sportsmen and team players and are quick to copy all behavior they see on the field, particularly that of me in my position as manager or coach. I will show respect to my Association, my team's manager, coaches, players and parents and the opposing managers, coaches, players and parents at all times. The umpires and fans will also have my respect and I will respectfully take care of the playing fields, facilities and equipment that we use.
- (e) **Be a positive contributor to the SAAA.** I will be a positive and caring influence and an encouraging force in teaching the lessons of team play through baseball to all the players I encounter.

Section 5. Manager and Coaches Code of Conduct Regarding Umpires. The following is the Code of Conduct for managers and coaches regarding umpires. This code is in addition to the basic Code of Conduct for managers and coaches. It deals strictly with the manager/coach interaction with umpires. SAAA has a strict "zero tolerance" policy.

- (a) No manager or coach shall verbally or physically accost an umpire.
- (b) Calls may not be argued in any unsportsmanlike manner.
- (c) Managers and coaches shall not speak to the umpires alone. An umpire must be present for any conversation, and ideally the opposing manager as well.
- (d) Commentary on umpires' decisions is not permitted. This includes indirect commentary such as "Don't worry Johnny, that wasn't a strike".
- (e) No excessive negative commentary or personal attacks targeting the umpire shall come from the dugout.
- (f) The manager is ultimately responsible for the behavior of his coaches and his dugout.
- (g) Managers will fill out an umpire evaluation at the completion of every game.
- (h) Manager being ejected from a game is unacceptable and will not be tolerated. If a manager, coach, player, or fan is ejected from a game, he/she must leave the playing field immediately and the park within 10 minutes of the ejection. (A coach or fan can only return to the park to pick up a player once the game is completed.) Failure to act accordingly will result in the forfeiture of the game and suspension from the league for the rest of the season. Additionally, the SAAA may pursue criminal trespass charges if the police are required to remove someone from the park.
- (i) The first offense will be either a three game suspension or removed from his position and not allowed to manage or coach in the SAAA ever again. The executive board will hear both from the coach and umpire and make a decision on his/her future as a manager.

Section 6. Infractions. Infractions of the Code of Conduct for Players, Parents and Managers/Coaches will result in the following.

- (a) Suspended from participating in any event held by SAAA until a hearing is held by the Board of Directors. The hearing will take place 72 hours from the time of the occurrence which will include a quorum of the Board of Directors, the individual that violated the code of conduct, any witnesses that are willing to participate, written statements, if collaborated by a phone call or communication through a board member for authenticity purposes, and the umpire if possible.
- (b) The Board of Director's decision will make a decision of the outcome after all parties have been heard. Infractions could result in written warning, game(s) suspension(s) or removal from the league.

[Article XIII. Registration and Drafts](#)

Section 1. Registration. The dates and times for opening and closing registration will be set by the Board of Directors and will be in sufficient time to allow for the sufficient time for players and coaches

to practice and field competitive teams. When practical and possible, there should be at least three weeks between the last day to register and the first game of the season.

Section 2. **Freezing Players, Drafts and Placement of Late Registrants.**

- (a) **Freezing players.** The freezing of players shall be in accordance with the affiliated association rules (i.e. USSSA) and any rules agreed to at the interleague meeting. In any event all players frozen must be registered by the start of the draft as scheduled. Unless otherwise limited by the organization the Association participates in, coaches are allowed a total of six (6) frozen players. Any and all coach's kids count toward the number of frozen players.

- (b) **Drafts.** The drafting of the players shall occur, when practicable, no later than three weeks prior to Opening Day. The drafting of each age group will be overseen by at least two board members. A list of the players available and those frozen by the teams will be given to the coaches participating in the draft the day of the draft and at least 30 minutes prior to the start of the draft.
 - 1. Any changes or substitutions must be made in writing and signed by all coaches at that age group and the board members conducting the draft.

 - 2. Any restrictions on players (i.e., players needing to be on the same team for transportation/participation purposes) (Restricted Players) must be disclosed prior to the draft. A board member must verify the actual existence of a restriction and make a determination as to whether or not it will be recognized by the Association. Common recognized restrictions are siblings and families with multiple kids spanning different age groups who need to coordinate travel. A request to play with a friend is usually insufficient to justify an restriction, unless the restriction would further the best interest of the Association.

 - 3. If one of the restricted players are frozen, the coach must freeze the other player as part of restriction and it counts against his number of frozen players.

- (c) **Supplemental Draft.** Any players registering after the draft, including those that were frozen but not yet registered, shall be waitlisted and placed in a supplemental draft. The supplemental draft shall be held, no later than ten (10) days after the draft. The supplemental draft will be in the same order as the initial draft of players and will begin with the team with the least amount of players based on the initial drafting of players. However, if the team has a reduced number because a player has left the team, the draft will continue in order and the team with the reduced players will have the last players to even out numbers on the team. Any player refusing to play for the team drafted will not be allowed to play in the Park that season, unless approved in writing by all coaches at that age group.

- (d) **Creation of new teams after the draft.** The Board is to conduct the Associations' business with the intent of what is in the best interest of the league and players participating in the Association's activities. Therefore, the Board has the discretion of creating a team when the following is met:

- (1) It is in the best interest of SAAA to have a new team because it promotes involvement in the Association and will result in a better playing experience; and either (a) or (b):
 - a. After the draft, there is only a single team in consecutive age groups (ex. 12U and 14U) but both age group teams have 14 or more players on each team; or
 - b. There are two or more teams at the same age group that have 14 or more kids on each team and there are kids available in the supplemental draft.
- (2) If there are sufficient kids to create a team from the supplemental draft, then all kids available at that age group will be made a team. If a parent whose child is on an original team decides to coach the newly created team, the team in which the coach leaves will not be entitled to any compensatory pick. Furthermore, the supplemental team would have first option as to any player allowed to register which would be at the Board's discretion with input from the newly formed team.
- (3) The decision to create a new team or to remove players from created teams must be made no later than the date of the Supplemental draft. After that time, no team shall be created and any players that are registered shall be assigned to a team. The board of directors has the power to assign a player to any roster that has fewer than or equal to twelve (12) players at any time with or without approval by the coach. At no point in time will the Board of Directors assign a player to a team which would result in a team with more than thirteen (13) players without the coach's approval.

Article XIV. All-Star Teams

Section 1. Number of Teams. The number of All-Star teams will be in accordance with the rules and regulations of the affiliated association (e.g. USSSA) in which the Association plays. If there are no rules pertaining to the number of teams allowed to participate, then it will be up to the Board's discretion as to how many teams may represent the park.

Section 2. Selection of Coach for All-Star team. The following rules govern the selection of the coach for the All-Star team.

- (a) **Head Coach.** The head coach with the highest overall winning percentage for the season shall be the head coach of the All-Star team, if willing to serve in that role. The head coach may select his replacement if he has chosen not to participate in All-Stars. The Board of Directors reserve the right to exclude certain games from consideration in the event that there is a disparity in the level of competition amongst teams at the same age group (i.e., a team has played more games than the other, or a team has played Select/Travel teams and the other has not). The head coach position will be subject to the Board of Director's consent and approval.
- (b) **Assistant Coaches, Replacement.** The head coach of the All-Star team is allowed to select his/her own coaches as assistants. All coaching positions, including the head coach, is

subject to the consent by the Board of Directors. It is highly recommended that the head coach invite coaches from other teams at that age group to participate as assistants. The decision is ultimately at the discretion of the head coach but is subject to the consent of the Board of Directors.

- (c) **Tie Breaker.** If there is a tie, whether before or after the Board's reduction of countable games, the tie breaker will be the winning percentage of games played against other teams within the Association. The second tie breaker will be the results of head-to-head competition.

Section 3. Selection of Players. The All-Star team will be selected based on the following rules:

- (a) **All teams must be represented.** All teams must be represented by at least one player from each team at that specific age group.
- (b) **Tryouts.** The head coach, if determined, or the coaches for each team who could potentially serve as the head coach for All-Stars shall hold a tryout for players prior to the end of the regular season. The tryout date should, when practicable, be announced at least a week in advance and should be held at a time where all players are available. Each team shall designate at least two players to try out for All-Stars. Prior to the tryouts, each coach shall make sure the child sent to the tryouts will actually be available for the tournament and willing to participate if selected. Only those players who attended the tryouts, unless otherwise excused shall be eligible for the All-Stars. The head coach of the All-Star team shall be allowed to conduct tryouts in any way he or she sees fit to fairly evaluate the players and shall select the players for the team. If the head coach has not been selected, then those coaches shall devise a mutually acceptable plan for the tryouts and shall withhold selecting the team until the head coach is determined. In selecting a team, the head coach can consider any and all relevant factors in selecting the All-Star team, including but not limited to the player's athletic ability, sportsmanship, reception to coaching, and conduct of parents. Unless otherwise agreed to by all coaches, a disinterested board member or a disinterested coach designated by the board, shall attend the tryout to ensure that all players are fairly evaluated.
- (c) **Prior approval of Head Coach before playing at different level of competition for All-Stars.** Before a player will be allowed to play All-Stars at a different age group than what was played during the regular season, the head coach for the All-Star team in which the player was originally slated must consent to the placement of the player on another team. If there is no consent given, then the player(s) is/are prohibited from playing on any other All-Star team except for the one of their age group during the regular season.
- (d) **No limit on players from single team.** There will be no limit on the number of players from a single team. However, the Board of Directors reserves the right to evaluate and adjust rosters if it appears that the tryouts were unfairly performed.
- (e) **Maximum number of players for All-Star teams.** The maximum number of players for each All-Star team will be fourteen (14). Any additional players must be approved by the Board of Directors, and additional players will only be allowed on good cause shown.

- (f) **Penalty for failing to following rules.** The failure to fairly select the All-Star team can result in the reselection of the team and the removal of the head coach.

Article XV. Books and Records

Section 1. Access to Association Records. All members, in good standing, of the Association shall be entitled to inspect the following records at a reasonable time and location specified by the Association, upon written request at least five (5) days before the date on which the member wishes to inspect and copy:

- (a) Articles or restated Articles of Incorporation and all amendments to them currently in effect;
- (b) Its Bylaws or restated Bylaws and all amendments to them currently in effect;
- (c) Resolutions adopted by either its members or Board of Directors increasing or decreasing the number of directors or the classification of directors, or relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- (d) The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years;
- (e) All written communications to members generally within the past three (3) years, including financial statements furnished for the past three (3) years;
- (f) A list of the names and business or home addresses of its current directors and officers; and
- (g) Its most recent annual report delivered to the Secretary of State.

Section 2. Permissible access to records with showing of legitimate purpose. A member may inspect and copy the following records upon written notice at least five (5) business days before the date on which the member wishes to inspect and copy only if the member's demand is made in good faith and for a proper purpose that is reasonably relevant to the member's legitimate interest as a member; the member describes with reasonable particularity the purpose and the records the member desires to inspect; the records are directly connected with this purpose; and the records are to be used only for the stated purpose:

- (a) Excerpts from minutes of any Board meeting, records of any action of a committee of the Board while acting in place of the Board on behalf of the Association, minutes of any meeting of the members, and records of actions taken by the members or the Board without a meeting, to the extent not subject to inspection under Article XV, § 1;
- (b) Accounting records of the Association; and
- (c) The membership list only if for a purpose related to the member's interest as a member. Without the consent of the Board, a membership list or any part thereof may not be used to solicit money or property unless such money or property will be used solely to solicit the

votes of the members in an election to be held by the Association; used for any commercial purpose; or sold to or purchased by any person.

- (d) The Association may impose a reasonable charge, covering the cost of labor and material, for copies of any documents provided to the Member.

Section 3. Effective date of Minutes. Notwithstanding anything to the contrary, the Board may limit or preclude member inspection of confidential or privileged documents, including attorney/client privileged communications, executive session meeting minutes, and financial records or account of other members. Minutes for any Board or Association meetings do not become effective as an official Association record until approved by the Board or Association membership, as applicable, at a subsequent meeting.

Article XVI. Miscellaneous.

Section 1. Notices. Unless otherwise provided in this Bylaws, all notices, demands, bills, statements, or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally, or if sent by U.S. mail, first class postage prepaid, facsimile or electronic mail to the address, phone number, facsimile number, or email address listed on the registration form. Further, general notices to the entire association shall be deemed delivered if posted on the Association's website and/or official Facebook page.

Section 2. Severability. The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability, or effect of the balance of these Bylaws or Constitution.

Section 3. Captions. The captions herein are inserted only as a matter of convenience and for reference and no way define, limit or describe the scope of these Bylaws or the intent of any provision thereof.

Section 4. Financial Review. A financial review of the accounts of the Association shall be performed annually in the manner provided by the Board. However, after having received the Board's financial review at the annual meeting, the Members may, by a Majority of the total eligible Association vote, require that the accounts of the Association be audited as a Common Expense by an independent accountant.

Section 5. Conflicts. The duties and powers of the Association shall be those set forth in the Georgia Nonprofit Corporation Code, the Association's Constitution, these Bylaws and the Articles of Incorporation, together with those reasonably implied to affect the purposes of the Association; provided, however, that if there are conflicts or inconsistencies between the Georgia Nonprofit Corporation Code, the Association's Constitution, these Bylaws, or the Articles of Incorporation, then the provisions of the Georgia Nonprofit Corporation Code, as may be applicable, the Association's Constitution, these Bylaws, and the Articles of Incorporation, in that order, shall prevail, and each member, by participating in the Association, covenants to vote in favor of such amendments as will remove such conflicts or inconsistencies.

Section 6. Gender and Grammar. The use of the masculine gender in these Bylaws shall be deemed to include the feminine gender, and the use of the singular shall be deemed to include the plural whenever the context so requires.

This Constitution and Bylaws were approved by the Senoia Area Athletic Association Membership on June 21, 2016.

President's Name (Print)

President's Signature