

**BYLAWS  
OF  
YOUTH BASEBALL ASSOCIATION OF ROYAL PALM BEACH, INC.,  
a Florida not-for-profit Corporation**

**ARTICLE I – NAME**

The name of this Corporation is YOUTH BASEBALL ASSOCIATION OF ROYAL PALM BEACH, INC., (referred to herein interchangeably as the "Corporation" or the "League").

**ARTICLE II – PURPOSE**

The purposes for which the Corporation is organized are exclusively charitable, religious educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, and the prevention of cruelty to children or animals, within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by an organization exempt from federal income taxation under section 501 (c)(3) of the Code.

Additionally, the general purpose and objective of the Corporation is the education of the youth of Palm Beach County in the ideals of sportsmanship and fair play; to so educate them that they will be better able to conduct themselves in future years in a manner becoming good citizens of the United States of America and the State of Florida. It will seek to implant in the youth of the community the ideals of good sportsmanship, honesty, loyalty, courage and reverence so they may be finer, stronger and happier youths who will grow up to be good, clean and healthy adults. This shall be accomplished through the medium of a supervised, competitive baseball program.

**ARTICLE III – BOARD OF DIRECTORS**

**General Powers:** All Corporate powers, business and affairs will be exercised, managed and directed under the direction of the Board of Directors.

**Number of Directors:** The number of Directors shall consist of not less than five (5) and not more than nine (9) directors.

**Term:** The first election for the Board of Directors shall be held in 2011. The Directors shall be elected at the first election as follows:

- a) If there are 9 Directors, five (5) Board members shall be elected for a term of two (2) years, including all Officers and Commissioner, and the remaining four (4) Board members shall be initially elected for a term of one (1) year. Thereafter all Board members shall be elected for a term of two (2) years; or
- b) If there are 7 Directors, four (4) Board members shall be elected for a term of two (2) years, including all Officers and the remaining three (3) Board members including the Commissioner shall be initially elected for a term of one (1) year. Thereafter all Board members shall be elected for a term of two (2) years; or
- c) If there are 5 Directors, three (3) Board members shall be elected for a term of two (2) years, including any President, Vice President and Secretary and the remaining two (2) Board members including the Commissioner shall be initially elected for a term of one (1) year. Thereafter all Board members shall be elected for a term of two (2) years.

At the expiration of any term, any Director, Officer and Commissioner may be re-elected.

**Duties:** The Board of Directors shall have the authority to:

Administer the bylaws of the Corporation and any amendment thereto;

Appoint an Elections Committee consisting of not less than three (3) persons for the purpose of the annual election of Board Members;

Participate in the selection of Managers and League Leaders prior to the start of any baseball season;

Oversees an annual audit of the League's books and accounts. The audit shall be prepared by an outside accounting firm.

Sixty (60) days following the end of each year, prepare a financial report of total receipts and total expenditures for that year. Such report shall be made available to all members.

Make, set and enforce League Regulations and Park Baseball Rules, as amended from time to time.

Obtain Directors and Officers insurance for all Board members.

Obtain a fidelity bond covering all Directors and Officers.

**Qualification:** Directors must be natural persons of 18 years of age or older and must be a member of the Corporation.

**Vacancies:** Any vacancy occurring in the Board of Directors will be filled by the affirmative vote or a majority of the Directors or of the remaining Directors even though less than a quorum of the Board of Directors. A director elected to fill a vacancy will hold office only until the next election of directors by the members.

**Removal and Resignation of Directors:** At a meeting of the Board of Directors, any Director or officer may be removed, with or without cause, by a vote of the majority of the Board, then entitled to vote.

A Director may resign at any time by delivering written notice to the Board of Directors or its President. Such a resignation is effective when the notice is delivered unless a later effective date is specified in said notice.

**Quorum and Voting:** A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

#### **ARTICLE IV – OFFICERS**

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and Commissioner.

**President:** The President shall have the authority to:

The President shall preside over all meetings of the League.

The President shall appoint all committees of the League, unless such appointments are otherwise specifically provided or ordered.

The President shall ensure that all required state and federal filings are timely executed, including, but not limited to, federal income tax returns, uniform business reports, required licenses, etc.

The President shall see that the League adheres to the rules, regulations and policies set forth by the sanctioning body.

The President shall be one of the "two (2) signatories" on all League account(s) and checks.

The President shall exercise general supervision over all of the affairs of the League and shall perform all duties incident to his office.

**Vice President:** The Vice President shall have the authority to:

In the absence or disability of the President, the Vice President shall perform all duties of the President, and in so acting, shall have powers of and be subject to all restrictions on the President.

The Vice President shall be responsible for purchasing baseball and field equipment, and end-of-year and tournament awards and trophies, including obtaining bids from potential vendors and placing and receiving orders.

The Vice President shall be responsible for tournament play and shall oversee the select/travel baseball program.

The Vice President shall be an alternate signatory on all League accounts and checks when the President and/or Treasurer is not available to sign.

**Secretary:** The Secretary shall have the authority to:

The Secretary shall keep a complete record of all proceedings and correspondence of the League, including documenting any rule changes, amendments to the bylaws or special projects set forth by the Board of Directors.

The Secretary shall be responsible for the upkeep and maintenance of the Organization's corporate records book, including, but not limited to, the inclusion in such book of any state filings (i.e., annual report), amendments to the Articles of Incorporation or Bylaws of the Corporation, if any, written consents, actions, etc.

The Secretary shall be responsible for arranging for a photographer for team picture day, including, but not limited to, inviting potential photographers to attend an open meeting of the Board of Directors for the purpose of making a presentation to the League. Once the League has selected a photographer, the Secretary shall schedule teams to be photographed.

The Secretary shall send notices of annual meetings to the Members of the League.

The Secretary shall maintain a database of all League directors, officers, League Leaders and coaches, and disseminate a contact list to all appropriate personnel.

The Secretary shall, upon receipt of a final game schedule from the League Administrator, assign Field Directors on a rotating basis.

The Secretary shall perform all other duties usually appertaining to the office of Secretary.

**Treasurer:** The Treasurer shall have the authority to:

The Treasurer shall oversee the books and accounts of the League and be an authorized signatory on League account(s).

The Treasurer shall be one of the "two (2) signatories" on all League account(s) and checks.

The Treasurer shall have the authority to dispense League funds as appropriate in connection with the day-to-day business of the League. Any disbursement over \$1,000.00, however, will require the approval of the Board of Directors.

The Treasurer, President and Vice President will be the authorized signatures on all league accounts and two signatures are required for any disbursement of league funds.

The Treasurer shall keep financial records and is responsible for all monies collected by the League.

The Treasurer is responsible for reporting the financial status of the League at the annual meeting of the Board of Directors and all open meetings of the Board of Directors.

The Treasurer shall oversee the Concession Manager and the day-to-day operations of concession, including, but not limited to, pricing, reconciliation and deposit of monies, inventory costing, etc.

Treasurer will ensure that all League funds will be deposited within 72 hours.

Treasurer is required to be at all registration dates to collect the monies and deposit into the bank.

The Treasurer shall perform any duties usually assigned to a Treasurer.

**Baseball Commissioner:** The Baseball Commissioner shall have the authority to:

The Baseball Commissioner is responsible for the day-to-day field operations of baseball, as authorized by the Board of Directors.

The Baseball Commissioner shall provide input as to additions, deletions or changes in the League's Park Baseball Rules; however, the Board shall determine the final ruling on such proposed revisions.

The Baseball Commissioner shall oversee the Umpire in Chief, the Head Scorekeeper, the Equipment Manager and the Divisional Directors, including, but not limited to, providing a copy of the League Regulations and Park Baseball Rules to all Divisional Directors and ensuring that such rules are complied with.

The Baseball Commissioner shall receive, in writing, complaints/disputes and handle the same on a case-by-case basis. If the Baseball Commissioner is unable to resolve such complaint/dispute, he shall present the same to the League Officers.

The Baseball Commissioner shall participate in the selection of Managers prior to the start of any baseball season.

## **ARTICLE V – LEAGUE LEADERS**

The League Leaders shall be appointed by the President and affirmed by the Board of Directors.

### **League Administrator**

The League Administrator shall be responsible for ordering team uniforms, including obtaining bids from potential vendors and placing and receiving orders.

The League Administrator shall be responsible for the scheduling of all baseball games and shall provide a copy to the Baseball Commissioner and the Secretary and shall post a copy of the same in the Main Concession.

The League Administrator shall be responsible for rescheduling of rained out/called games, and shall advise the Baseball Commissioner, the Umpire-in-Chief, the Concession Manager and the Field Directors of such schedule changes.

### **Registrar**

The Registrar is responsible for advertising and overseeing registration of all players, including the receipt of all registration fees, which fees shall then be turned over to the League Treasurer.

The Registrar shall be responsible for maintaining a record of all participants' birth certificates, as well as contact information.

The Registrar is responsible for preparing and maintaining tryout rosters, evaluation sheets and all necessary paperwork for baseball evaluations.

Upon the completion of baseball evaluations, the Registrar shall retain, with strict confidence, all evaluations sheets, and shall participate in the averaging of participants' overall scores and rankings, which shall be used on draft day.

## **Divisional Directors**

Divisional Directors shall report to the Baseball Commissioner.

Divisional Directors shall be responsible for obtaining a list of eligible returning Managers, and shall participate in the selection of Managers prior to the start of any baseball season.

Divisional Directors shall be responsible for checking NYSCA certification cards for all Managers and Coaches in their respective divisions.

Divisional Directors shall conduct the player evaluations at the beginning of a baseball season and preside over the draft process in their respective divisions.

Divisional Directors shall be responsible for setting practice schedules in their respective divisions.

Divisional Directors shall be available (either at the field or by telephone) to all Managers and/or Coaches in their respective divisions.

Divisional Directors shall receive complaints/disputes from within their respective divisions and handle the same on a case-by-case basis. If a Divisional Director is unable to resolve such complaint/dispute, he shall present the same to the Baseball Commissioner.

## **Umpire-in-Chief**

The Umpire-in-Chief shall report to the Baseball Commissioner.

The Umpire-in-Chief shall oversee all League umpires and be responsible for scheduling the necessary umpires for each game in each division.

The Umpire-in-Chief shall provide input as to additions, deletions or changes in the League's Park Baseball Rules; however, the final ruling on such proposed revisions shall be determined by the Board.

## **Head Scorekeeper**

The Head Scorekeeper shall oversee the press box scorekeepers utilized by the League, including, but not limited to, the training and scheduling of such press box scorekeepers.

The Head Scorekeeper shall also be responsible for providing the League Treasurer with payroll information for all scorekeepers and umpires, which information shall be obtained from the Official Score sheets.

### **Equipment Manager**

The Equipment Manager shall be responsible for disseminating baseball equipment to all Managers at the beginning of a baseball season and ensuring that such equipment is returned to the League in good working order at the conclusion of the season.

The Equipment Manager shall take inventory of all baseball equipment and provide the same to the Treasurer and the Vice President.

### **Concession Manager**

The Concession Manager shall be responsible for the day-to-day operations of all concession stands operated by the League, including purchasing all supplies needed to properly operate the same.

The Concession Manager shall be responsible for making necessary arrangements to ensure that all income derived from concession sales is turned over to the League Treasurer.

### **League Website Manager**

The Editor of the League website shall be responsible for preparing and disseminating an updated website.

### **Field Directors**

The Field Director shall be responsible for, on a daily basis, assisting the Concession Manager set up and tear down, making sure that each team provides a parent volunteer to staff the Concession, ensuring the timely playing of the National Anthem, ensuring that game baseballs are available (in the absence of the Equipment Manager), ensuring that the Scorekeepers have cleaned their workspace and returned all scoreboard controllers to the appropriate concession, securing the facilities, including ensuring that the lavatory facilities are locked and the field lights are turned off, and be available to Managers, Coaches, Parents, etc. should questions or concerns arise, etc. The Field Director should be the last person to leave.

All members of the Board of Directors and League Leaders shall serve as Field Director on a rotating basis.

## **ARTICLE VI – MEETINGS**

### **General Rules of Order**

All meetings of the Board of Directors and open meetings of the Board of Directors shall be conducted according to Roberts Rules of Order, where they are applicable and not inconsistent with these bylaws and any other policies and procedures adopted by the Board of Directors.

### **Meetings of the Board of Directors**

Other than the annual members meeting, meetings of the Board of Directors shall be held on a monthly basis and shall be open to all members. However, upon adequate notice, meetings of the Board of Directors may be held less frequently depending upon the availability of the members of the Board of Directors.

### **Order of Business**

At the open meetings of the Board of Directors, the following shall be the order of business:

1. Roll call
2. Reading of the minutes of the preceding meeting and action thereon
3. Reports of Directors, League Leaders and Committees
4. Old business
5. New business
6. Village Report
7. Member comments
8. Adjournments

### **Elections**

Each position on the Board of Directors, including the 5 officers and 2 at-large members, are elected to 2 year terms.

The Elections Committee shall take nominations beginning 90 days prior to the annual members meeting. The deadline to submit a nomination is 30 days prior to the annual members meeting. The Elections Committee shall present a slate of candidates to the Board of Directors upon the close of nominations.

Each of the 7 positions on the Board of Directors is individually voted upon in head-to-head elections between any individuals nominated for that specific position. The candidate for each specific position with a plurality of the member vote wins the election and is awarded the position.

Elections shall be held by written ballot at the annual members meeting in May of each year, commencing in 2011. Votes must be cast in person; no proxies shall be allowed. After the voting shall be declared closed, the Elections Committee shall then proceed to count the ballots in full view of the members.

### **Annual Members Meeting**

The elected Directors shall be seated immediately following the election.

The annual members meeting for the election of Directors and the transaction of the general business of the League shall be held during the second (2<sup>nd</sup>) Tuesday of May of each year.

### **Notification of Annual Members Meeting and Meetings of the Board of Directors**

Written notice of the annual members meeting and all open meetings of the Board of Directors, stating the date, place and time of the meeting, shall be publicly posted not less than ten (10) days before such meeting or by U.S. mail to each member of record entitled to vote at such meeting.

## **ARTICLE VII – MEMBERSHIP**

A "Member" is defined as (i) the parent and/or guardian of a child registered to play baseball in the League's baseball program, (ii) an individual appointed to a position of authority within the League, such as Divisional Director, Manager, Coach, etc., or (iii) an individual elected to a position of authority, such as an officer of the Corporation.

Membership rights and privileges are not transferable.

Members in good standing shall be entitled to voting privileges at the elections held at annual meeting of the League.

## **ARTICLE VIII – AMENDMENTS**

These Bylaws may be amended, in whole or in part, by the majority vote of the Board of Directors. Notice of such amendment(s) and the nature thereof shall be given to the Members of the League. Any duly adopted amendment(s) to the Bylaws shall be binding on all Members.