

# CONSTITUTION & BY LAWS

## Keene Cal Ripken Association

Keene, New Hampshire

Ratified by the Membership on September 23, 2001

Amended November 1, 2010

Amended October 19, 2014 (General revisions)

Amended January 25, 2015 (Article VII and VIII added)

Amended October 25, 2015 (Softball added)

Amended January 17, 2016 (Redefine Roles and Board with Addition of Babe Ruth Baseball)

## PURPOSE AND GOALS

The purpose of the Keene Cal Ripken Association is to provide an opportunity for youngsters to learn the fundamentals of baseball and softball in order to facilitate their enjoyable participation in this activity so they may become happier and better people. Objectives include the development of positive social values and character traits, good citizenship, physical and mental well-being, and a knowledge, appreciation and interest in baseball. The primary goal of this program is that all boys and girls who sign up and try out, be placed on a team and given the opportunity to participate in every game. Additionally, that the welfare of all participants be kept free from any adult ambition or personal glory.

## **Article I- Description and Function of the Association**

### **Section 1**

The Association will be composed of **three (3)** Leagues, one known as Keene Cal Ripken Baseball, one known as Keene Babe Ruth Softball, and one known as Keene Babe Ruth Baseball. Each League will be divided into seasons. Keene Cal Ripken Baseball will have three (3) seasons, one known as Spring League, one known as Summer League, and one known as Fall League. Keene Babe Ruth Softball and Baseball will have one (1) season which will be known as Spring Season.

### **Section 2**

The Association will be governed by a Board of Directors. The Board of Directors (Board) shall consist of: An Executive Board which will oversee all Leagues, and three (3) Sub-Committees for each League consisting of At Large Members which will align with each league and season. These Positions shall be defined as: The Officers of the Association listed in Article II Section 1 of the Constitution voted by the Membership at the annual fall meeting.

### **Section 3**

The Association will meet at least once annually, in the fall. The President may call any additional meetings he/she deems necessary. A quorum shall consist of one-third of the membership.

### **Section 4**

The Board will meet at least once quarterly. A legal act of the Board shall consist of a majority vote of the qualified voters present. A quorum shall consist of 51% of the Board, authorized and present. The President may call any additional meetings as he/she deems necessary.

## Article II

### Section 1 - Election of Officers

Officers shall be elected by the membership at annual fall meeting, with the terms of office to be two years for Executive Board members and one year for At Large members. Should an office become vacant during the term, the President may appoint a replacement.

The Officers shall consist of:

#### Executive Board

- President
- Vice President of Cal Ripken Baseball League
- Vice President of Babe Ruth Softball League
- Vice President of Babe Ruth Baseball League
- Secretary
- Treasurer

#### At Large Members (Minimum 11, Maximum 19)

- Communications Representative
- Equipment Manager
- Fields and City Liaison
- Fundraising Coordinator
- Registrar
- Keene Cal Ripken Baseball Commissioners
  - Spring Senior League Commissioner
  - Spring Junior League Commissioner
  - Spring Rookie League Commissioner
  - Spring Pee Wee League Commissioner
  - Spring Tee Ball League Commissioner
  - Summer Major League Commissioner
  - Summer Minor League Commissioner
  - Summer Instructional League Commissioner
  - Fall League Commissioner
- Keene Babe Ruth Softball Commissioners
  - Spring Softball 12U League Commissioner
  - Spring Softball 10U League Commissioner
  - Spring Softball 8U League Commissioner
- Keene Babe Ruth Baseball Commissioners
  - Babe Ruth At Large
  - Babe Ruth At Large

### Section 2 - Members

Members of the Association will consist of current spring season Managers and current Board Members. Each member will have one vote for each Officer position being elected.

### Section 3 - Rules Committee

The Rules Committee shall consist of 6 members: the Rules Chairperson (League Vice President) and one Manager from each Spring League, appointed by the respective League Commissioner.

### Section 4 - Volunteer Coordinators

League volunteers (Umpiring Coordinators (Cal Ripken, Softball, and Babe Ruth), Player/Coach Evaluator, Tournament Directors, Rules Chairperson, and Snack Bar Manager) are nominated by the President and require a majority vote of the board for final approval. Officers will have one vote for each position being selected.

## Article III- Powers and Duties

### Section 1 - President

The powers, duties and responsibilities of the President are as follows:

1. Direct and guide the Association.
2. Carry out the will of the members as expressed by a majority vote.
3. Represent and speak on behalf of the Association.
4. Preside at meetings of the Board.
5. Carry out such other duties as requested by the Board.
6. Supervise the League Commissioners in the performance of their responsibilities.
7. Determine when games are to be cancelled and coordinate the scheduling of makeup games.
8. Coordinate the recruitment and assignment of managers with the Commissioners of each league.
9. Appoint a Supervisor of Umpires for the Association.
10. Oversee individual responsible for communications to local news media.
11. Appoint and over-see all *ad-hoc* study committees.

### Section 2 – League Vice-Presidents

The powers, duties and responsibilities of the Vice President are as follows:

1. Assist the President in the performance of his/her responsibilities.
2. Act for the President in his/her absence.
3. Oversee Leagues represented at Sub Committee meetings
4. Make list of field availability for practices.
5. Over-see *ad-hoc* study committees as directed by the President.
6. Undertake any such other duties assigned by the President.
7. Serve as the Rules Chairperson.

### Section 3 - Treasurer

The powers, duties and responsibilities of the treasurer are as follows:

1. Receive all monies for deposits/disbursement and maintain the association's checking and savings accounts.
2. Keep an exact account of all receipts and expenditures of monies and all monies on hand.
3. Prepare an accurate, written and current Treasurer's report for all Board Meetings. This is defined as a financial sheet including income, expenditures, and year-to-date account balance.
4. Pay all bills in a timely manner.
5. Oversee the financial accounting for the Association.
6. Prepare all records for an annual filing with the Internal Revenue Service and State of New Hampshire.
7. Prepare annual Budget for approval by the board.
8. Undertake any such duties as assigned by the President.

### Section 4 - Secretary

The powers, duties and responsibilities of the Secretary are as follows:

1. Handle all correspondence for the association, as directed.
2. Maintain a current list of Board Members and Team Managers.
3. Keep a record of all the meetings of the Board and the Association, and provide each board member with a copy of the minutes from each meeting.
4. Undertake other duties as assigned by the president.

### Section 5 - Equipment Manager

The powers, duties and responsibilities of the Equipment Manager are as follows:

1. Select and maintain all equipment. Maintain an inventory for all equipment.
2. Establish and maintain a replacement system for all equipment.
3. Prepare bid specifications on uniforms, bats, balls and other equipment necessary for league play. Bid specifications, with type and quantity of equipment, are to be presented to the Board for approval of purchases for the next season.
4. Solicit an appropriate number of bids on equipment purchases in excess of **\$500.00**. The bid shall be awarded to the lowest bidder, who meets terms and specifications.
5. Issue Board approved purchase orders. Forward purchase orders and invoices to the Treasurer for payment.
6. Submit a written report to the Board as to equipment replacement and purchases.

### **Section 6 - Commissioners**

The powers, duties and responsibilities of each League Commissioner are as follows:

1. Coordinate with League Vice-President to prepare their respective League schedules.
2. Recommend ground rules for each field at which games in their respective Leagues are to be played.
3. Keep current standings in their respective Leagues and forward them to the President, Secretary, and Communications Representative for publication. Not applicable for Pee Wee and Tee Ball divisions.
4. Call meetings of the team managers in their respective Leagues as necessary, to resolve questions and problems make recommendations concerning program administration and bring unresolved problems to the Board.
5. Obtain and Maintain rosters for their respective Leagues.
6. Check player eligibility by reviewing the rosters of their respective Leagues as to age, team affiliation and participation.
7. Conduct a draft of players for the various teams within a League or division in compliance with the Association player selection (draft) system.
8. Arrange for playoffs where applicable.
9. Maintain a list of players that can be made available (on a first come – first serve basis), should a team be unable to field a team of nine players due to short-term unavailability of several players.
10. Appoint a rules committee representative for their respective league.
11. Summer League Commissioners are responsible for coordinating with other leagues via the Communications Representative for registration of players.

### **Section 7 - Rules Chairperson**

The powers, duties and responsibilities of the Rules Chairperson are as follows:

1. Chair the Rules Committee of representatives from each league.
2. Bring all recommendations for changes of rules before the Board of Directors for their vote.
3. Provide interpretation of all rules, as requested.

### **Section 8 - Fields and City Liaison**

The powers, duties and responsibilities of the Fields and City Liaison are as follows:

1. Supervise the maintenance, repair, and improvement of all Association facilities, including, but not limited to, playing fields, snack bar, snack bar equipment, scoreboards, and fences.
2. Coordinate all volunteer work projects.
3. Obtain bids for all contract labor.
4. Report to the Board of Directors regarding the status of all GKYBSA facilities and work projects.

### **Section 9 - Communications Representative**

The powers, duties and responsibilities of the Communications Representative are as follows:

1. Promote the league by providing the Media with announcements.
2. Maintain and/or direct the operations of the league via web site and social media outlets.
3. Post a weekly update of the League standings on the league web site throughout the season.
4. Create, maintain, and post a yearly calendar of events. Undertake other duties as assigned by the president.

### **Section 10 - Registrar**

The powers, duties and responsibilities of the Registrar are as follows:

1. Conduct annual registration.
2. Conduct annual evaluation registration.
3. Preside over player selection meetings.
4. Supervise and coordinate transfer of players.
5. Maintain current records of team rosters.
6. Verify player eligibility.
7. Coordinate background checks for league volunteers.
8. Coordinate coaching certifications.

### **Section 11 – Fundraising Coordinator**

The powers, duties and responsibilities of the Fundraising Coordinator are as follows:

1. Conduct annual fundraiser.
2. Coordinate sponsorships for each League.

### **Section 12 - Team Managers**

The powers, duties and responsibilities of the Team Managers are as follows:

1. Cooperate with the Board of Directors to see that the objectives of the league are fulfilled.
2. Complete ASEP coaching online course, and pass appropriate background checks. Provide appropriate documentation to Registrar.
3. Encourage and exhibit good sportsmanship on and off the playing field.
4. Conduct sufficient practice sessions to afford their players a reasonable opportunity to benefit from the baseball program and to attend games and practices.
5. Ensure that all players participate in accordance with League rules.
6. Do their best to implement the provisions and best intentions of this constitution and by-laws.
7. Elect officers at annual fall meeting.
8. Attend and participate in all association meetings.

## **Article IV- Amendments**

1. This Constitution may only be amended at a duly called Association meeting, with a minimum of 15 days notification.
2. A two-thirds majority vote of the membership present is required to amend this Constitution.

## **Article V- Board of Arbitration**

1. The Arbitration Board shall be made up of members as follows: the President, the Commissioner of the League involved and the Supervisor of Umpires of the League involved.
2. No member of the Arbitration Board shall sit in judgment if their team or any member of their team is involved. The remaining members plus a member of the Association appointed by the President shall sit in judgment.
3. The Arbitration Board shall settle all disputes concerned with other members of a team.

## **Article VI- Dismissal from the Association**

1. Any member of the Association may be removed by a two-thirds vote of the Board membership.
2. Said individual must be notified by certified mail of the specific charges.
3. A meeting will be scheduled on a date agreeable to both parties, not to exceed 30 days from the date of notification. At said meeting, the individual will be presented the opportunity to show just cause why he/she should not be removed from his/her position.

## **Article VII- Conflicts of Interest**

### **Refer to KCRBA- Conflict of Interest Policy- Adopted 2014.**

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

## **Article VIII- Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, shall distribute the assets for one or more exempt exclusively for the purposes of the Corporation in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at any time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.