

South Lakeland Babe Ruth League

By-Laws

ARTICLE I - NAME

The name of the corporation shall be South Lakeland Babe Ruth League, Inc., hereafter referred to as "SLBRL."

ARTICLE II – AFFILIATION

SLBRL shall be affiliated with, governed by, and comply with the principles, rules, and regulations established by Cal Ripken, Babe Ruth Baseball League and SLBRL Board of Directors.

ARTICLE III - PURPOSE

The purpose of SLBRL is to offer supervised youth baseball programs seeking to implant in the youth of the community the ideals of good sportsmanship, honesty, courage and respect so they may be stronger and happier youths who will grow to be respectful, healthy adults.

ARTICLE IV – OPERATION

Section A SLBRL will provide a supervised program under the Rules and Regulations of Babe Ruth League Incorporated. All Officers and Members must remember that the development of future citizens is of primary importance and that the advancement of athletic skill and the winning of games are secondary. In accordance with Section 501-(c)-(3) of the Federal Internal Revenue Code, SLBRL shall operate exclusively as a non-profit educational organization.

Section B The principal area of operation for SLBRL shall be located in South Lakeland, FL. Teams shall be assembled and organized in compliance with Babe Ruth League, Inc. Rules and Regulations. Official Baseball Rules and SLBRL Local Playing Rules shall govern game play. Local Rules may only be modified first by recommendation by the Rules Committee, and then by affirmative majority vote at any Board of Directors meeting in which a quorum is declared.

ARTICLE V – GOVERNING LAW

Section A These Bylaws shall be reviewed by a Bylaws Revision Committee (appointed by the Board of Directors) and amended as necessary. The committee should form and present to the Board of Directors their findings during the regularly scheduled May Board of Directors Meeting of years ending in an even digit.

Section B The Board of Directors shall review and consider any recommendation(s) and vote on the rejection or acceptance of all or any portion of the amendments proposed by the committee.

- Section C** Upon adoption, an amendment becomes effective immediately unless specified in the amendment itself.
- Section D** In the event that a circumstance or ruling arises that is not specifically covered in these Bylaws, the Executive Board of Directors has the authority to make decisions to resolve the issue. This includes the selection or replacement of committee members where a conflict of interest may exist or if a new responsibility has been identified that is pertinent to the function of any board member.
- Section E** The President is authorized to make any decision, not involving the expenditure of funds, of a time-sensitive nature. However, the Board of Directors must be presented all pertinent information at the next scheduled meeting. If the time for the decision allows, the Board may over-rule the President's decision following a 2/3 affirmative vote of those present for the Board meeting where a quorum has been declared.

ARTICLE VI – MEMBERSHIP, ELIGIBILITY AND PARTICIPANT RIGHTS

- Section A Membership:**
The membership of the corporation shall consist of the parents or legal guardians of registered players in SLBRL within a given season as well as those persons participating in an administrative capacity, regardless of whether they have a player registered with SLBRL. A given season shall be defined as: A complete baseball season—either Fall Season (August-December) or Spring Season (January-July).
- Section B Eligibility:**
Any child meeting the requirements as to age and residence as set forth in the local or Cal Ripken/Babe Ruth Baseball Rules shall be eligible to participate in the league. Every eligible child shall be given the opportunity to tryout prior to the registration deadline. The Board will place all registered players on a team.
- Section C Participant Rights:**
Each member shall have the right to voting privileges regarding the placement of elected league officials. Each family holds one membership within the organization and will have one vote regardless of the number of children they have in the league. Members with a child registered in another recreational baseball league are ineligible to serve on the SLBRL Board of Directors.
- Section D Suspension/Termination from the League:**
Membership may be suspended or terminated by a resignation of the member or by an action of the Executive Board of Directors; however, the Board Member on Duty shall have the authority to temporarily suspend a member if the Board Member deems the suspension is in the best interest of the league. As soon as practical following the temporary suspension, a disciplinary hearing will occur with the Executive Board. The member involved in the disciplinary action shall be notified a minimum of 48 hours prior to the disciplinary hearing. The disciplined member will be apprised of the general nature of the complaint and provided an opportunity to appear before the Executive Board to address the complaint if he/she should choose to attend. The Executive Board will then

review the complaint and take any action deemed necessary. A majority vote of the Executive Board is required for a suspension/removal of the member. Grounds for disciplinary action are based upon conduct detrimental to the best interest of SLBRL and/or Babe Ruth Baseball Inc.

ARTICLE VII – BOARD OF DIRECTORS

Section A Authority to Govern

The management of SLBRL property and its operations shall be entrusted to the SLBRL Board of Directors. The Board shall take no action that would otherwise breach the rules applicable to the governance of non-profit organizations. No sponsor or any other agency, may exercise control or influence over the League's operations. The Board shall adhere to the provisions established in these Bylaws, Local Rules, and applicable local, state, and/or federal laws. The Board shall at all times seek to advance the welfare and collective best interest of the children participating in SLBRL activities. The Board of Directors shall have the power to set such policies as may be necessary or desirable from time to time to carry out the purposes of the corporation except for League Rules which may only be amended once a year during the league rules review.

Section B Board Composition

Article 1 Executive Board of Directors

The Executive Board shall consist of the President, Vice-President, Player Agent, Secretary, and Treasurer. The Executive Board shall have the authority to rule over the affairs of the League between meetings, shall make recommendations to the Board of Directors, shall perform any duties specified elsewhere in the Bylaws, shall be the main body for rules clarification and interpretation, and shall act as directed by the Board of Directors. No action of the Executive Board shall conflict with actions taken by the Board of Directors. The Executive Board shall also be the officers of the corporation.

Article 2 Board of Directors

The Board of Directors shall consist of the Executive Board, , Equipment Manager, Sponsor Chairperson, Director of Senior/Prep Baseball, Director of Cal Ripken Major Baseball, Director of Cal Ripken Minor Baseball, Director of Cal Ripken Rookie Baseball, Cal Ripken T-Ball Director, Smart Start Director, Team Parent Coordinator, Director of Coach and Player Development, Umpire Coordinator, Field Maintenance Director, Travel Ball Coordinator, Web Master, and Booster Club President, should the Booster Club be active. The President may, as needs arise, appoint additional Board Members and/or non-voting committees.

Article 3 Limitations

Each member of the Board is limited to serving in one official board position. However, if an open board position exists, the President may appoint a member of the board to occupy a second position, with the approval of the Board at a regularly scheduled Board meeting where a quorum has been declared. This second

appointment shall terminate as soon as a replacement member of the Board has been appointed.

Article 4 Length of Term

The length of term for all members shall be for one year commencing August 1st and ending July 31st of the following year.

Section C Board Selection Process

Annual election of the Board of Directors will take place during closing ceremonies at the end of each spring season. A Nominating Committee determined by the Board shall be responsible for managing the annual election of the incoming Board of Directors. No less than 15 days prior to Election Day, the Committee shall begin soliciting volunteers who wish to have their names placed on the ballot for election to the ensuing Board of Directors. Such solicitation shall be open, widely publicized, and noted in SLBRL publications to all league members.

The Nominating Committee shall conduct the election of the Board of Directors by operating a polling place during closing ceremonies. The Committee shall construct an election ballot containing the names of all nominees. A space for write-in nominations must be available. Each voting member will select a maximum of 15 nominees from the ballot for the ballot to be valid. Twenty-One Board positions will be filled from the top vote receivers. Voting shall be conducted by secret ballot. A member roster will be maintained to ensure election integrity and voter eligibility. The Nominating Committee shall ensure that the ballot box is constantly monitored and secured.

Immediately following the election, the Nominating Committee, under the supervision of the President, shall tabulate all votes. The newly elected Board of Directors will be determined based upon total votes received. Within seven days following the election, the results shall be posted on the SLBRL Web Site.

The Board of Directors may increase or decrease the number of members of the Board of Directors; however, there shall never be less than three members. New members may be elected at any meeting of the Board of Directors upon approval of the majority of those present.

Section D Executive Committee Member Election

The Executive Board will be selected by the newly elected Board of Directors within 15 days of the commencement of the new term. Board members must be present at this meeting in order to be nominated for any elected positions. All Executive Committee nominees must achieve a minimum of 51% of the vote in order to qualify for office. All voting will be done by secret ballot. Open tabulation will be made by 2 designated Board Members and will be witnessed by a member of the past Executive Committee.

Section E Board of Directors Appointment

The newly elected President will appoint all Board of Directors positions with the assistance of the Executive Committee. Board members must make their desired positions of appointment made known to the Executive Committee immediately following the election of the Executive Committee.

Section F Removal from Office

A member of the Board who accumulates two consecutive unexcused absences during the term is subject to removal from office by the Executive Board; a member of the Board who is failing to fulfill their duties as defined by the bylaws is subject to removal from office by the Executive Board; board members' conduct that is deemed detrimental to the best interest of SLBRL and/or Babe Ruth Baseball, Inc. may be removed from the Board.

If a member is unable to fulfill the duties of their current assigned position, they may be reassigned to another available position at the discretion of the President. To remove any member from the Board, a 2/3 vote of those present at a regularly scheduled meeting where a quorum has been declared is required (with the exception of absenteeism). Any Board Member who misses two consecutive scheduled meetings shall immediately be advised in writing by the Secretary and dropped from the Board of Directors unless their reason for absence was given to the Secretary, President or Vice President prior to the missed meetings.

A Board Member who has been dismissed from the Board is also subject to forfeiture of their right to participate as a league member for the duration of the season. This penalty applies to the adult member, not the player.

Request for reinstatement shall be made, in writing, to the President. The Board of Directors will discuss an appeal by the removed Board Member for reinstatement to participate in the league at a hearing the following year if re-elected. A 2/3 vote of those present will be required for reinstatement. In the event of a vacancy of any board position, SLBRL shall publicly announce such opening prior to the selection of a replacement member. League members will be notified via the league website within two weeks of the position becoming available. Any mid-term Board replacement must be ratified by a majority vote at any duly constituted meeting in which a quorum has been declared.

All Board members have an obligation to participate in the operation of the league. Any Board Member unwilling or unable to fulfill a position is subject to immediate removal from the Board.

Section G Annual Meeting

The annual meeting of the Board of Directors shall be the first week of September of each year at a time and place designated at a membership meeting. Other meetings of the Board Directors of this corporation shall be held at the call of the President or on written request of 1/3 of the current members of the Board of Directors. All regular meetings of the members of the Board shall be held on the first Wednesday of each month. Notice of special meetings of the members of the Board shall be mailed and/or emailed to each member of the Board of Directors at his/her usual place of business or residence.

Section H Quorum

A majority of the Board of Directors whose positions have been filled shall constitute a quorum for the transaction of business at any directors meeting. But, if at any such meeting there should be less than a quorum, a majority of those present may adjourn the meeting. If the meeting was a regularly scheduled meeting, the President shall reschedule the meeting during the same month in order to obtain a quorum.

Section I Voting

Every Director of the corporation (including the President) in good standing shall have the right and be entitled to one vote in person or by written proxy upon every proposal properly submitted at any meeting of the Board of Directors. However, in the event of a tie, the President shall hold an additional tie-breaking vote. All vote tallies on motions as well as elections shall be recorded in the meeting minutes.

Section J Rules of Order

Roberts Rules of Order shall be the parliamentary authority for all matters and procedures not specifically covered by the Articles of Incorporation or by these by-laws in respect to all meetings of the Board of Directors of SLBRL.

ARTICLE VIII – BOARD MEMBERS

Section A President

The President shall be the principal executive officer of the corporation and shall supervise and assume full responsibility regarding the affairs of the league. Furthermore, the president shall ensure the league adheres to the rules, regulations, and policies set by Babe Ruth League, Inc.; shall preside at all meetings of the Board of Directors; shall appoint all elected Board Members; shall appoint committees and supervise the activities thereof; shall be an ex-officio member of all committees except the nominating committee; shall ensure the charter application and insurance agreement are submitted to Babe Ruth Headquarters; shall oversee background checks for all coaches and parent volunteers; and shall be responsible for local league protests and disputes. During the August meeting of the Board of Directors, the President shall provide a general fiscal plan, provide a league schedule for the coming year, present league goals for the coming year and distribute Bylaws to all members of the Board.;

The president, along with the treasurer, shall be one of the two signatures eligible to sign checks or authorize debit purchases for amounts less than \$300. All purchases exceeding \$300 shall require two signatures comprised of the President OR Vice-President AND the Treasurer. The president may not sign checks that are payable to him/her.

As enumerated in Article V, Section E, the President may make any decision of a time-sensitive nature, not including the expenditure of funds. The president shall also have the authority to require such reports from the treasurer, secretary and other officers and employees as in his/her judgment are necessary or desirable.

Section B Vice President

The Vice-President presides in the absence of the President and carries out such duties and assignments as may be delegated by the President. In the event the President resigns or is unable to act, the Vice President shall assume all powers and responsibilities of the President. The Vice-President shall administer the collection of birth records for each registered child; be the chairman of the Protest committee; shall oversee each age group director regarding any protests or complaints from teams in their division; shall attend all tryouts; shall serve on the Local Rules and Protest committees; and shall be involved in the selection process of perspective managers and coaches; shall, at the request of the President, investigate complaints concerning managers and coaches and make a report thereof to the President.

The Vice President shall also be an authorized signature for certain purchases—all purchases exceeding \$300 shall require two signatures comprised of the President OR Vice President AND the Treasurer. The Vice President may not sign checks that are payable to him/her.

Section C Treasurer

The Treasurer shall receive all monies of the corporation and have custody thereof. He/she shall deposit the funds of the corporation in one or more banks selected by the Board of Directors to be dispersed in accordance with the direction of the Board of Directors and upon the signature of any two of the President OR Vice-President, AND the Treasurer on checks or purchases greater than \$300.00. The Treasurer shall keep a full account of all monies received and paid out and shall make such reports thereof to the President and the Board of Directors as they may require, to include a reading of the monthly financial statement, as well as any errant financial affairs at every regularly scheduled Board Meeting; shall cause to be prepared and file such reports and returns as may be required by governmental agencies; shall receive and have custody of all deeds, security notes, contracts and other financial papers of the corporation and shall place them for safe keeping; shall sign such papers as may be required by the office or as many be directed by the Board of Directors; shall cooperate in such audits of the accounts and records as shall be required or requested by the Board of Directors; shall perform such duties as may be incidental to the office of Treasurer. Report filings are as follows:

1. Annually in March the Treasurer must file a form 690 tax return with the IRS. This reporting must be confirmed by the board.
2. Twice annually in January and July, the Treasurer must file and pay the sales tax report for the concession stand to the Florida Department of revenue.
3. Annually, February, the Treasurer must file a renewal of the articles of incorporation with the Florida Department of Corporations. There is a filing fee that must be paid.
4. Every 5 years, the latest in 2008, the Treasurer must, file a renewal of the tax exempt corporation status with the Florida Department of Revenue. This includes getting copy of the letter of tax exempt status form the IRS.

Section D Player Agent

The Player Agent shall be responsible for overseeing league registration and try-outs; presides over player draft; supervises and coordinates the transfer of players; checks players' eligibility; and shall be involved in the selection process of perspective managers and coaches. All issues involving players shall be reported to the Player Agent. The Player Agent shall moreover perform such duties as may be designated by the Board of Directors or the President.

Section E Secretary

The Secretary shall provide the members of the Board of Directors with written notice of all meetings; shall record the minutes of meetings of the Board of Directors; shall be the custodian of all records of the corporation, except such records and papers as shall be kept by the Treasurer; shall sign such papers as may be required by the office or as directed by the Board of Directors; shall carry on all necessary correspondence of the corporation; and shall perform such duties as may be incidental to the office of Secretary. In August, or upon the replacement of the President, Vice-President, or Treasurer, the Secretary shall prepare meeting minutes showing the election of the new officers and shall present them to the Treasurer so that banking signatory cards may be changed.

Section F Division Directors

All Division Directors will attend tryouts and assist the Player Agent in their appointed division's draft procedure; assist the Player Agent in the coordination and transfer of players; keep current records of team rosters; assist in the verification of player eligibility; assist the President in the scheduling and rescheduling games as needed; ensure that all official division records are correct; ensure that every coach and manager of his/her respective teams is in compliance with the coaching certification requirement. Each Division Director shall be a member of the Protest Committee and Local Rules Committee for the division they represent. The Division Director is also responsible to report game scores in a timely manner to the Webmaster.

Section G Director of Coach and Player Development

The Director of Coach and Player Development will be responsible for organizing manager, coach, and player development clinics; shall supply league managers with age-appropriate coaching literature and a list of local area pitching and hitting instructors as requested; shall observe coaching strategies and techniques and provide input where necessary; shall report his/her observations to the President as directed; shall be involved in the selection process of perspective managers and coaches; shall provide all managers with a copy of the league rules; shall assist the Player Agent in the player draft for those leagues which conduct a draft; shall be a member of the Local Rules Committee; shall ensure each and every parent participant in direct contact with the players is in possession of the league-issued identification card. Additionally, the Director will assist the President in ensuring all managers and coaches have successfully earned a coaching certification from an approved organization and may perform other duties as assigned by the President.

Section H Equipment Manager

The Equipment Manager will present vendor and equipment recommendations to the Board for consideration for any expenditure over \$100. Upon approval, he/she

will procure and distribute playing equipment from approved vendors. He/She will ensure that an adequate supply of baseballs is available for all league and playoff games. Additionally, he/she will make arrangements for All-Star teams to have sufficient equipment. Division Directors will assist the Equipment Manager as necessary in his/her absence. The Equipment Manager will maintain detailed records of equipment issued to each manager, and collect security deposits on behalf of the treasurer.

Section I Sponsor Chairperson

The Sponsor Chairperson will be responsible for all activities related to league sponsorships. He/she shall be responsible for obtaining new and renewal of, league sponsorships and will assist league teams with obtaining sponsors; will send thank you letters with tax-exempt information at the conclusion of each season; will secure photography bids to be presented to the Board of Directors prior to each season. Additionally, the Sponsor Chairperson will be responsible for securing banners and plaques for league sponsors from approved vendors, as well as assuring appropriate delivery of said plaques.

Section J Umpire Coordinator

The Umpire Coordinator is responsible for coordinating and supervising the league's officiating crew to include procuring bids for umpire services within a given season and presenting those bids to the Board of Directors; shall assign officials to all league games; assist the Director of Coach and Player Development in conducting training and clinics that teach and/or review rules and field mechanics; notify umpires of suspended or rescheduled games; recruit new officials; enforce proper dress code and conduct of the umpires, coaches, and players. The Umpire Coordinator shall also be a member of the Protest Committee, the Local Rules Committee and will ensure that no conflicts of interest exist regarding the officials.

Section K Field Maintenance Director

The Field Maintenance Director will coordinate with the Division Directors to ensure the fields are properly maintained both mechanically and aesthetically; will present vendor and equipment recommendations to the board for consideration for any non-budgeted item. Additionally, his responsibilities will include coordinating and maintaining a field maintenance agreement for preparation work on the fields, scheduling facility/field work parties, and procuring any necessary supplies.

Section L Team Parent Coordinator

The Team Parent Coordinator shall facilitate communication between the Team Parents and Division Directors; shall coordinate with the Concessions Manager to ensure adequate personnel are scheduled to operate the Concession Stand; will preside over the meeting(s) with all Team Parents within thirty days following team formation; will be responsible for the distribution of league information including league activities, yearbook information, fundraising, and Rays night; shall be the liaison for securing additional parent volunteers league-wide as needed.

Section M Travel Ball Coordinator

The Travel Ball Coordinator shall be a liaison between the Travel Ball Coaches and the Board of Directors; shall serve as a focal point for all travel coach's request for information; notify travel coaches of allotted field usage times in conjunction with the league master schedule; communicate all rule and calendar related information to all travel coaches; secure a Travel Ball Agreement Form from each team requesting to partake in travel ball with the SLBRL; shall perform other duties related to travel ball as directed by the President.

Section N Concessions Manager

The Concessions Manager will coordinate with the Team Parent Coordinator to ensure adequate personnel are scheduled to operate the Concession Stand. He/She will procure supplies from approved vendors, maintain records of purchases and make arrangements for the revenue to be submitted to the Treasurer. The Concession Manager shall not be required to attend Board Meetings and therefore shall not possess voting rights afforded to Board Members.

Section O Webmaster

The Web Master will be responsible for posting league news and information in a timely manner. He/She will keep scores and standings current and will train team webmasters on developing their team pages and provide necessary access for those team parents. The Webmaster shall not be required to attend Board Meetings and therefore shall not possess voting rights afforded to Board Members.

ARTICLE IX - FUNDRAISING

All fundraising activities by the league or by any team or any members for any purpose shall be by prior approval of the Board of Directors.

ARTICLE X - COMMITTEES

Section A The Board of Directors shall appoint such other committees as may be needed from time to time to carry out the purposes of the corporation. Each committee shall have, at least one member of the Board of Directors. The chairman of each committee shall be elected by a majority vote of the members of that committee. The duties of each committee shall be outlined in writing by the Board of Directors and as otherwise necessary and desirable to carry out the functions for which the committee was appointed.

Section B The findings of a particular committee shall be presented to the Executive Board for approval. The purpose of the presentation is not for the Executive Board to break down the committee's findings; instead, the purpose is to simply approve or deny the findings of the committee as presented. Those members who wish to partake in the findings of a committee shall become members of that committee upon its inception.

Section C Nominating committee - The Board of Directors shall appoint 5 members of the Board of Directors to serve as members of a nominating committee at least 30 days prior to the end of the Spring season, report the recommendations of the nominating committee in respect to a slate of officers and any additional Directors

of the Corporation for the ensuing year shall be made at the respective meeting held in June of that year.

Section D Rules committee - The Board of Directors shall appoint 5 members of the Board of Directors to serve as members of a rules committee. It is the job of the rules committee to make recommendations to the Board of Directors regarding any league rule changes. The committee should complete its work by June. A complete list of rules changes will be established by said committee and presented for approval to the Board of Directors during the July meeting.

Section E The Finance committee will be formed at the June meeting. Said committee will consist of the Vice-President, Treasurer, Equipment Manager and any other member appointed by the Board of Directors. A complete operating budget will be established by said committee and presented for approval to the Board of Directors during the August meeting.

ARTICLE XI - LOCAL RULES

This corporation shall have the powers in addition to the powers expressly or implicitly conferred in our By-Laws to make and enforce rules and regulations to govern itself on a local basis but consistent with and not contrary to any rules and regulations promulgated by Babe Ruth League, Inc. or by the regional or state echelons of said Babe Ruth League, Inc. to which the corporation is subject. Local league rules to include any changes or amendments shall be published no later than the first day of spring or regular season registration.

ARTICLE XII - COMPLAINTS

Any complaints regarding managers, players, members or officers of Board of Directors or any other person involved in the program must be submitted in writing to the league President giving in detail cause for the complaint. Such written complaints will be considered by the Executive Board of Directors and appropriate action will be taken if necessary. Verbal complaints will not and can not be considered nor should such verbal complaints be discussed with individuals registering the complaint. Board members with complaints against them will be excluded from participating in a vote on disciplinary action.

ARTICLE XIII - BOOSTER CLUB

If a local Babe Ruth Booster Club is established, the officers of the Club shall be selected from those league Administrators serving on the Board. The purpose of the Booster Club is to support and promote the aims and ideals of the Babe Ruth League program and to provide aide to the local league. The club is part of the league and is bound by all regulations and policies established by the Board. The SLBRL President shall be a voting member on the Booster Club Board.

These By-Laws were adopted by the Board of Directors, South Lakeland Babe Ruth League, on January 8, 2011.

Bobby Kirkpatrick, SLBRL League President

Date