



# BYLAWS

Revision 2018.0

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# I. Name of Organization

Section 1. The name of the Organization shall be *Pro Elite Baseball Club*.

# II. Objectives

- Section 1. The objective of the Club shall be to instill the values of good sportsmanship, character, community, and integrity in our youth ages 8 through 18 and provide them with an enriching environment where they can reach their goals in the sport of baseball and exceed their own expectations.
- Section 2. To achieve this objective, the Club shall provide a supervised program under the rules and regulations of The Club shall seek to impress upon our youth the community ideals of the Official Baseball National Rules' commitment to their team and respect for others while having an environment that is safe and conducive to teaching the game of baseball.

# III. Membership

## Section 1. Eligibility.

- a. A Member must either be a player member, a board appointed coach, or a board of director.
- b. A player member must be invited to join the club by an active head coach/manager.
- c. A player member must be in good standings and must be current on all fee's.
- d. A coach (head or assistant) must be appointed by the BOD.
- e. A member must remain in good standings with the BOD and can be dismissed at any time via (2/3) vote by the BOD. (See Section 4a-4d of this article)
- f. Membership in the Club is good through the first day of December of the current season.
- g. Board Members must strictly adhere to the club Code of Ethics.

## Section 2. Terms in office.

- a. The term of office for all Board of Directors shall be two (2) years ending on March 1<sup>st</sup>.
- b. To eliminate the potential for a conflict of interest, no Board member may actively hold a position on another competing baseball program's Board of Directors.

## Section 3. Other affiliations.

- a. Members will not be required to be affiliated with another organization or group to qualify as a member of the Club.
- b. Managers and/or coaches may not be a Board member of other competing baseball programs.

## Section 4. Suspension or termination.

- a. Board members missing three (3) meetings of any type in any fiscal year (without an excused absence from the Board) are subject to suspension and/or removal from the Board by a two-thirds (2/3) vote of those Board members in good standing and in attendance at the meeting. The member will be notified in writing of the charges and will be afforded the opportunity to come before the Board and explain such circumstances.
- b. The Board, by a quorum two-thirds (2/3) vote and eligible to vote at any duly constituted meeting, shall have the authority to suspend or terminate the membership of any member or when conduct of such person is considered detrimental to the best interest of the Club.
- c. The Board shall, in the case of a member, give notice to the individual in writing and describe the general nature of the charges within seven (7) days of the incident. The member shall be given the opportunity to appear at a predetermined meeting by the Board to answer such charges. The Board shall have full power to suspend, terminate, or revoke the individual's membership.
- d. The Board shall, in the case of a player, give notice to the manager of the affected team of which player is a member within seven (7) days of the incident. The manager shall appear, in the capacity of an advisor, with the player before the Board and be given the opportunity to refute such charges. The Board shall have full power to suspend or

# V. Order of Business

Section 1. Annual election meeting.

The Annual election meeting of the Board of Directors shall be held no later than March 1<sup>st</sup> of the year of elections for the purpose of electing a Board of Directors.

Section 2. Regular meetings.

Notice of each regular meeting of the Board shall be made by email, mail or phone call to each Board member.

Section 3. Special meetings of the members.

Special meetings of the members may be called by a majority of the Board in good standing. The meetings must be coordinated through a Board Member who is then responsible for notifying all members of the place, time, date, and nature of the meeting. No business other than that specified shall be conducted at any special meeting for the members. Attendees must be given at least 48 hours advance notice of such meeting.

Section 4. Special meetings of the Board.

Special meetings of the Board may be called by any member of the Board in good standing. The meetings must be coordinated through a Board Member who is then responsible for notifying all other Board Members of the place, time, date, and nature of the meeting. No business other than that specified shall be conducted at any special meeting of the Board. Attendees must be given at least 48 hours advance notice of such meeting.

Section 5. Quorum.

The presence in person of six (5) of the eligible voting members is necessary to constitute a quorum. In the event that six (5) of the eligible members cannot make the meeting then the meeting shall be rescheduled to a later date. The second meeting attendees shall constitute a quorum.

Section 7. Rules of order.

Robert's Rules of Order shall govern the proceedings at all meetings, except where it conflicts with the bylaws of the Club.

# VI. Board of Directors

## Section 1. Board and number.

The management of the property and affairs of the Club shall be vested in the Board. The number of Directors shall not be less than two (2) or more than seven (7). The directors shall, upon election, transition into the position of their duties during the month of March with the help of the outgoing Board member(s) and shall continue in office until their successors have been duly elected and transitioned into the job not later than March 1st of the election year. Board members must be elected by the BOD via (2/3) vote and must first be nominated by an active board member who is in good standing.

## Section 2. Required members and term in office.

The Board membership shall include as a minimum the President and Secretary/Treasurer. Regular members elected to the Board will serve for a period of one (1) year. Husband and wife may not serve as Board members concurrently except if husband and wife are a founding member of the organization. For voting purposes, only one (husband or wife) shall be allowed to vote in a given meeting. Both husband and wife cannot vote in the same meeting.

## Section 4. Vacancies.

If any vacancy occurs on the Board by death, resignation, or otherwise, it may be filled by a majority vote of the remaining Board members eligible to vote at any regular meeting, at any special meeting called for that purpose, or at the annual election meeting. Only members that have not been suspended or reprimanded for any reason by the Board in the last twelve (12) months may be considered a candidate to fill the Board vacancy.

## Section 5. Duties and powers.

- a. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Club as it deems necessary. The Board shall have the power by a two-thirds (2/3) vote of the voting Board members present at any regular or special meeting to discipline, suspend, or remove any member, manager, coach, player, board member, or other person of the League in accordance with the procedures set forth in these bylaws.
- b. The Board shall receive at the first regular meeting after the two-year election meeting, a report verified by the President and Treasurer, or by a majority of the Board members attending, showing the financial statements and fund position for the year ended March 31st.
- c. The primary duties of members of the Board are as follows:
  1. Verify player eligibility.
  2. Approve for use the adequacy of each playing or practice field.
  3. Approve the Club practice and game schedules.
  4. Decide upon the number of teams in each age group.
  5. Set the sponsorship and registration fees with recommendations from team managers.
  6. Approve managers/coaches for each team.
  7. Establish policies and procedures for the selection of teams.
  8. Operate the Club with financial prudence.
  9. Oversee tournaments to host and attend.
  10. Supervise, approve and sanction fund raising.
  11. Appropriate funds.

# VII. Committees

The President, with the approval of the Board, shall have the power to appoint such standing committees as he/she determines and delegate such power to them as the Board deems advisable.

# VIII. Fees/Dues

## Section 1.

- a. A Club registration fee will be assessed as a parent's or guardian's obligation to assure the operational continuity of the Club. This fee is synonymous to the registration cost of each player or family of players.
- b. The Board, prior to the annual registration of players, shall determine the amount of the fee.
- c. It is the overall intent to establish fees that only represent the cost to the club for player members to participate. (i.e. uniforms, field/practice rental and /or maintenance, insurance, external membership fees, tournament registrations)

# VIX. Affiliations

## Section 1. Rules and regulations.

The Club shall abide by the official playing rules and regulations as set forth by tournaments or leagues including MLB Official Baseball, USSSA, LLB (Little League Baseball), Babe Ruth League, Inc., and Cal Ripken Baseball.



# X. Officers

## Section 1. The President shall:

- a. Preside over Board meetings, conduct the affairs of the Club and execute the policies established by the Board.
- b. Present a financial and operational report of the condition of the Club at the end of the fiscal year to all members in good standing.
- c. Communicate to the Board such matters as deemed appropriate and make suggestions that promote the welfare of the Club.
- d. Be responsible for the conduct of the Club in strict conformity to the policies, principles, rules and regulations of Travel Baseball as agreed to under the membership conditions issued to the Club by those organizations.
- e. Designate in writing to other Board members, if necessary, to have power to make and execute in the name of the Club such contracts and leases they receive that had prior approval of the Board.
- f. Investigate complaints, irregularities and conditions detrimental to the Club and report thereon to the Board as circumstances warrant.
- g. Represent the Club at meetings and on administrative transactions with merchants and other organizations.
- h. Appoint committees, Board members and/or regular members to serve as needed with the approval of the Board.
- i. Be responsible for attending public facilities meetings for field use and submitting the proper documents to authorities for obtaining field use permits.
- j. Allocate fields and field permits from public facilities to the appropriate teams.

## Section 2. The Vice President (if office will exist) shall:

- a. Perform the above said duties of the President when the President is unable to attend meetings and/or functions or is physically unable to perform his/her required duties.
- b. Act as Director of public relations overseeing letter writing to members, players, associated members and sponsors.
- c. Act as liaison contact for media relations and receive and coordinate incoming communications for response or delegation to appropriate parties.
- d. Process accident claims within the Club in a timely manner, maintain records of injuries and incidents, and file necessary claims with the insurance companies.

## Section 3. The Secretary shall:

- a. Be responsible for recording the activities of the Club and maintaining appropriate files, mailing lists, and necessary records.
- b. Keep an up-to-date record of all paid members.
- c. Perform such duties as described herein, in addition to other duties that may be assigned by the President and/or Board.
- d. Give notice to Board members of all meetings of the Club, including the date, time, and location.
- e. Keep minutes of all Board meetings on file.
- f. Conduct all correspondence not otherwise specifically delegated in connection with said meetings and carry out all orders, votes and resolutions.
- g. Facilitate the communication of the Club and public facilities for permits, field allocation, and schedules.

- h. Spearhead the development of gift materials i.e., plaques trophies, medallions, pictures, etc., with organizations partaking in this venture and distribute to appropriate team managers to deliver said gifts to those who participated in the sponsorship of the Club.

Section 4. The Treasurer shall:

- a. Perform such duties specifically set forth herein and any other duties customarily incident to the Office of the Treasurer that may be assigned by the President and/or Board.
- b. Receive all monies and deposit them in a checking and/or savings account approved by the Board.
- c. Keep records for the receipt and disbursements of all monies of the Club, including concessions and fundraisers (if applicable).
- d. Obtain proper accident and liability insurance coverage for the protection of players and volunteers.
- e. Approve all payments from allotted funds and draw checks in agreement with policies established by the President and/or Board.
- f. Prepare an annual budget, under the direction of the President, for submission to the Board at the first regular meeting after the beginning of the new fiscal year.
- g. Prepare and present formal financial statements at all regular Board meetings.
- h. Prepare and present a year-end profit and loss statement for the fiscal year at the first regular Board meeting after the beginning of the new fiscal year.
- i. Prepare all required tax forms as required by law.
- j. Recover bad debts in the form of returned checks. Resubmit checks to the bank for reprocessing. Notify appropriate manager so that they can call or write to applicable parties responsible for the bad checks. Present the board with a list of uncollected bad debts as part of the monthly financial report.
- k. Prepare thank you letters to those who provided a sponsorship.

Section 5. The Webmaster shall:

- a. Maintain the Club's website, which may include generating and revising web pages, replying to user comments, regulating and maintaining access by all members, generating content and/or posting content generated by the Board and Team Managers.
- b. Research, test, and implement new web techniques.
- c. Devise solutions for the benefit of use by Club members and outsiders who wish to use the website to gain public information about the Club including schedules, results, contact information, etc.

# XI. Records/Reports

- Section 1. The Board shall decide all matters pertaining to the finances of the Club and it shall place all income in a common Club treasury, directing the expenditure of same in such a manner as will give no individual or team an advantage over those in competition with such individual or team.
- Section 2. The Board shall not permit the contribution of funds or property to individual teams without Board approval.
- Section 3. The Board shall not permit the solicitation of funds in the name of the Club unless all funds raised are placed in the Club treasury. Funds will be allocated to respective teams as directed by the BOD by way of (2/3) vote. For intent, funds raised by or donated for a specific team shall have funds allocated to that team. Funds shall not be raised for the entire club unless a such fund raiser is determined to be for the entirety of the club prior to the fund raiser by the BOD. Funds raised by sale of club merchandise will be allocated to the club general fund.
- Section 4. The Board shall not permit the disbursement of Club funds for other than the conduct of Club activities.
- Section 5. No Board member of the Club shall receive directly or indirectly, any salary, compensation or enrollment from the Club for services rendered as a member of the Club.
- Section 6. The fiscal year of the League shall begin on the first day of February and shall end on the last day of January.
- Section 7. Any disbursement checks of \$2,500.00 or greater paid out from the Club must be endorsed by two officers of the Board. Endorsement shall come via the Club Treasurer and the President. The Vice President shall be the second party in the event the President or Treasurer is unavailable.
- Section 8. The Secretary may use \$25 or less for incidental expenses such as ink, paper, postage, etc. without approval of the board. Receipts are to be filed.

## **XII. Team Colors/Branding**

The official colors of the Club are navy blue, silver/grey, white and red. Any variations in these colors for uniforms must be approved by the board. All apparel, logos, signs, stickers, uniforms, letterhead etc. bearing the club logo shall be approved by the President.

## **XIII. Amendments**

These bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the Board members in good standing at a special meeting. The bylaws shall be reviewed by the newly elected Board members as soon as possible after the Annual election meeting.

## **XIV. Dissolution**

Upon dissolution of the Club and after all outstanding debts and claims have been satisfied, the Board shall direct the remaining property and cash of the Club to another federally incorporated entity that maintains the same objectives as set forth herein and are entitled to exemption under Section 501(C)(3) of the Internal Revenue Code or future corresponding provision.