

**BLOOMINGDALE BASEBALL AND SOFTBALL
ASSOCIATION
CONSTITUTION AND BY-LAWS**

(AS REVISED October 2010)

BBSA By-Law's Outline

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ARTICLE I
NAME

The name of the Corporation shall be the Bloomingdale Baseball and Softball Association (BBSA), sometimes referred to as the corporation.

ARTICLE II
PURPOSE

Section 1.

The purpose of the organization shall be to provide supervised, instructional yet competitive baseball and softball games. The supervisors shall bear in mind that the primary emphasis shall be to provide enjoyment to the children, as well as to implant firmly in players a sense of good sportsmanship, honesty, loyalty and an appreciation for the integrity of the game.

Section 2.

The Bloomingdale Baseball and Softball Association shall be noncommercial, nonsectarian and nonpartisan.

Section 3.

The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the purpose of the Bloomingdale Baseball and Softball Association.

ARTICLE III **TERRITORY**

The boundaries of the Bloomingdale Baseball and Softball Association will follow the guidelines of the Bloomingdale Park District in regards to registration. Boys and girls residing outside of the Bloomingdale Park District will be allowed to register only after all boys and girls interested in registering for play who live within the Bloomingdale Park District boundaries are accommodated. In the event registration is closed in any league of the Bloomingdale Baseball and Softball Association, Bloomingdale Park District residents will have preference over non-residents relative to registration. However, in the event of a league closing, non-residents already registered will not be denied.

ARTICLE IV **MEMBERSHIP**

Section 1.

Any boy or girl meeting the requirements as to age shall be eligible for active participation in this league. Written parental consent is required to play.

Section 2.

All NYSCA-certified BBSA managers and coaches, Board of Governor members, and any adult 21 years of age or older currently residing in the territorial boundaries prescribed in Article III who has an interest in and prescribes to the purpose and basic policies of the BBSA is considered a member of the Bloomingdale Baseball and Softball Association. Non-residents are also considered members if their child/children are/were active players in the BBSA as prescribed in Article III. Membership in the BBSA shall be available without regard to race, color, creed or national origin.

Section 3.

The Board of Governors, by quorum vote, shall have the authority to suspend any member where conduct is considered detrimental to the best interests of the league. Any suspension constitutes forfeiture of any monies paid to the BBSA.

ARTICLE V
BOARD OF GOVERNORS

Section 1.

General Powers --The affairs of the corporation shall be managed by its elected Board of Governors, who has full power to establish, implement and enforce rules of organization and play.

Section 2.

Number --The Board of Governors shall be comprised of the President, First Vice President, Second vice President, Third vice President, Fourth vice President, Fifth Vice President, Treasurer, Secretary, Player Agent for boys baseball and girls softball, and Tournament Director. In the event that a given year's outgoing President is not elected to a new office for the forthcoming year, and at the discretion of the current President, the previous year's outgoing President will serve in the capacity of Advisor to the President, a non-voting position on the Board.

Section 3.

Voting Members --Voting members of the Board of Governors shall consist of all board positions. The President only has a vote for the purpose of breaking a tie vote.

Section 4.

Quorum of the Board --Quorum of the Board shall consist of six members. A quorum is required for any board or general membership meeting to be considered official.

Section 5.

Board Meetings --Meetings of the Board of Governors may be called by or at the request of the President or any member of the Board at any time. Minutes of said meeting will be made available at the next general membership meeting.

Section 6.

Manner of Acting --The Act of Quorum of the Board of Governors shall be an Act of the Board, except when otherwise provided by law or these by-laws.

Section 7.

Vacancies --Any vacancy occurring in the Board of Governors shall be filled by nomination and election by the general membership at the next regularly scheduled general meeting, to complete the unexpired term of the vacancy.

Section 8.

Appointed Offices --Members of the Board of Governors shall review all candidates for all appointed offices (Commissioners, Committee, Chairpersons, etc.) no later than the December meeting. Appointments will require approval by the quorum vote of the Board of Governors.

ARTICLE VI
OFFICERS

Section 1.

Officers --The officers of the corporation shall be those positions described in Article V, section 2.

Section 1A.

President --The President shall preside at all Board and general membership meetings and shall supervise and control all business and committee affairs of the corporation. The President shall be advised of all playing and practice schedules by each individual league, and assign fields to each league. He shall be responsible to work as liaison with the Bloomingdale Park District for all official league matters. He shall also be responsible for securing all necessary insurance coverage for the BBSA and responsible for processing of all injury claims. The President is also responsible for publicity and public relations of the league, and serves as official spokesperson for league.

Section 1B.

First vice President --In the absence of the President, the First Vice President shall perform the duties of the President.

Section 1C.

Vice Presidents --The First, Second, Third, Fourth and Fifth vice Presidents shall each be assigned using the number of years of Board service. In the event of a tie, he/she shall be assigned according to their amount of coaches points. In the event of a second tie, the President will assign the titles.

Section 1D.

The assignments outlined in Section 1C of Article VI will be announced at the October general meeting of the Board of Governors.

Section 1E.

Secretary -- The Secretary shall keep the minutes of all board and general meetings; shall see that all notices are given in accordance with the provisions of these by-laws; shall keep a register of the postal address of each active member; and in general perform all duties to the office of Secretary as prescribed by the President. It shall also be the duty of the Secretary to place an attendance sheet at each general meeting and to mail meeting notices to all current year managers and any other active member who has attended at least three general meetings during the past 12 months.

Section 1F.

Treasurer -- The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; shall deposit all funds received in the name of the corporation in such banks and/or depositories as shall be selected in accordance with Article XI of these by-laws. The Treasurer shall furnish bond, at the corporation's expense, for the faithful discharge of his or her duties in a sum to be determined by the Board of Governors. The Treasurer shall pay all organization expenses from the funds on deposit. The Treasurer must issue a financial statement reflecting budget performance at the end of the previous calendar month at each monthly Board meeting, as well as a financial report reflecting cash flow at each monthly membership meeting. At the close of the corporation's fiscal year, the Treasurer must close the books and make them available for an independent audit, and file any/all required governmental statements.

Section 1G.

Boy's/Girl's Player Agent --The Player Agents shall provide the Board of Governor's with a list of all candidates interested in managing in the Bloomingdale Baseball and Softball Association; shall conduct annual ratings of players and organize each year's player's drafts; shall file with the Secretary rosters of all in-town and traveling teams fielded by the BBSA during a given season, and be responsible for the actions of the following committees: rules, registration and umpires. The Player Agents will also record and update seniority/service points from year to year, and pass records on to subsequent Player Agents.

Section 1H.

The Tournament Director coordinates all tournaments sponsored by the BBSA and held in Bloomingdale, as well as the annual In-Town All-Star Tournament weekend. Further, the Tournament Director is the central resource for information on area and other tournaments entered into by BBSA traveling boys and girl's teams. Duties include planning, marketing and physical coordination of tournament play, as well as solicitation of committee members for tournament execution, as well as any tournament-related duties assigned by the President and/or BBSA Board of Governors.

Section 2.

Nominations --Officers nominations may be made from the floor at the August general meeting.

Section 3.

Elections --There shall be a separate ballot for each office in the order named in section 1 of Article VI. Candidates for each office receiving the highest number of votes cast by eligible voters present at the September meeting shall be declared elected.

Section 4.

Vacancies --A vacancy in any office because of death, resignation, disqualification or otherwise will be filled per section 7, Article V.

Section 5.

Dismissal --All Board of Governors must attend 75% of all scheduled board meetings or may be dismissed by a majority vote of the Board of Governors.

ARTICLE VII **COMMITTEES**

Section 1.

After election, the President shall insure that the league's officers will appoint committees in accordance with Article VI. The President may appoint any other committees as the need arises. All committees are responsible to their respective league officer.

Section 2.

Examples of committees are: tournaments/in-town all-stars, equipment, awards, pictures, sponsors, fund raising, publicity, registration, rules, umpires, commissioners. Each league officer responsible for a committee function will determine that committee's specific responsibilities and timetables for the year in which the officer holds office. Should a respective league officer decide not to engage the services of a committee to complete an assigned duty/duties, it is his or her sole responsibility to complete the assigned duty/duties to the satisfaction of the Board of Governors.

ARTICLE VIII
MANAGERS

Section 1.

Selection of Managers --The commissioner of each league and the Player Agents will consider all prospective managerial candidates and then select managers within a respective league according to section 2 below. All final managerial designations are subject to approval by the Board of Governors.

Section 2.

Candidates for managerial positions will be given consideration prior to each season based on the following three criteria and in the following order of priority:

- 1) The following seniority/service system will be used to give priority consideration to candidates for managerial positions each year. Each candidate will be awarded points for each area of participation, and for each year of participation, as follows:

Manager- 5 points per year of service

If a candidate serves in more than one position in the same year (e.g. manages one team, coaches another; coaches two teams, manages two teams, etc.), he/she will only be awarded points for one position for that year. Service/seniority points will be grand-fathered for a period of 20 years, effective September 1992. Seniority points earned prior to September 1992 remain in tact according to point values then assigned.

Coaches --3 points per year of service.

Commissioner --4 points per year of Service.

Board of Governor member --6 points per year of service.

Commissioner and Board of Governor points will be awarded in addition to any accumulated manager/coach points in a given year.

2) If further consideration is required after applying point 1 above, managerial candidates returning to the same league in which they managed the previous year will be given next consideration to manage again in that same league.

3) If further consideration is required after applying points 1 and/or 2 above, managerial candidates returning from any league in which they managed the previous year will be given next consideration to manage in a league of their choice.

Section 3.

Removal --Managers may be removed for just cause after a hearing and with a majority vote of the Board of Governors.

Section 4.

Procedures for selection of in-town and traveling all-star managers will be prescribed annually in the BBSA's Home Rules. These procedures will be presented and approved by the Board of Governors no later than the January meeting of a given year.

ARTICLE IX **VOTING RIGHTS**

Any member who attends three general membership meetings in a successive 12-month period is entitled to one vote on any matter brought by the Board of Governors to the general membership. The attendance sheet signed by attendees at general meetings shall serve as official proof of attendance

ARTICLE X **MEMBERS**

Section 1.

Annual Meeting --An annual meeting of the members shall be held during the month of September each year for the purpose of electing and installing new officers and for the transactions of such business as may come before the meeting. All records, files and documents which are property of the Bloomingdale Baseball and Softball Association shall be passed on to the incoming Board of Governors members.

Section 2.

General Meeting --A general meeting of the members shall be held on a specified day each month, except in December, unless otherwise directed by the Board of Governors.

Section 3.

Place of Meeting --The place of meeting for any annual or general membership meeting shall be the place designated by the Board of Governors.

Section 4.

Roberts Rules of Order shall govern the proceedings of all meetings except where it conflict with these by-laws.

Section 5.

A majority vote will prevail at all general meetings where a call to vote is presented to eligible voters, as well as for the election of league officials.

Section 6.

A current BBSA manager and commissioner must attend a minimum of three general meetings during the course of the fiscal year in which he or she is actively managing to receive seniority points for that fiscal year and to remain eligible for future managerial consideration.

ARTICLE XI
FINANCIAL POLICY

Section 1.

The Board of Governors shall decide on all matters pertaining to the finances of the league and it shall be a permanent policy to place all income in a league treasury. Purchasing policies will be developed and approved by the Board of Governors which direct the expenditures of league funds so as not to give an individual or team an advantage over others as to equipment, uniforms, insurance, etc.

Section 2.

No purchases shall be made without the approval of the Board of Governors.

Section 3.

No solicitation of funds shall be made without the approval of the Board of Governors.

Section 4.

The Board of Governors may authorize any officer or officers, agent or agents of the corporation, in addition to the officer's so authorized by these by-laws, to enter into contract or execute and deliver any instrument in the name of and on behalf of the corporation.

Section 5.

All funds of the corporation shall be deposited to the credit of the corporation in such banks or other depositories as the Board of Governors may select. Only the league Treasurer and/or President may deposit funds on behalf of the league.

Section 6.

The organizational year of the corporation for the purposes of organizational functions such as the terms of elected officers shall begin on the first day of October in each year and end on the thirtieth day of September of the succeeding year. For financial purposes and the filing of all regulatory reports with the federal, state and local agencies, the fiscal year shall be coincidental with the organizational year.

ARTICLE XII **AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by two-thirds of the eligible voting membership present and voting at any meeting of the members, provided that at least seven days written notice is given each eligible voting member of such intention to alter, amend or repeal, or to adopt new by-laws at such meeting. Members meeting the rules of voting eligibility as outlined in Article IX have voting rights.

ARTICLE XIII **DISSOLUTION**

This organization or its successors may be dissolved by a two-thirds vote of the eligible general membership as outlined in Article IX after the Board of Governors has voted to dissolve the corporation. Upon dissolution, any of its assets shall be sold to pay any outstanding debts or encumbrances with the balance of the funds to be put into trust for any future Bloomingdale Baseball and Softball Association.

ARTICLE XIV **INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

The Board of Governors may authorize the corporation to indemnify any present or former member of the Board of Governors or officer, or employee, or agent of the corporation, against all expenses or costs actually and reasonably incurred by him or her in any action, suit or proceeding to which he or she is made a party by reason of his or her holding the position. This indemnification shall also cover expenditures incurred in good faith in anticipation of, or in preparation for, threatened or proposed litigation. It shall also cover the good-faith settlement of any action, suit, or processing, whether formally instituted or not. No indemnification may be authorized for any member of the Board of Governors, officer, employee, or agent adjudicated to be liable for negligence or misconduct in the performance of his or her duties toward the corporation, unless and only to the extent that the court in which such action was brought determines, despite adjudication of liability, but in view of all circumstances, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.