

**Bylaws**  
of the  
**Livingston Baseball Association**  
**December 2017**

**Article I – Name and Purpose**

**Section 1 – Name:** The name of this organization is Livingston Baseball Association, doing business as Livingston Baseball and Softball Association. Referred to as LBSA.

**Section 2 – Purpose:** The purpose of this organization is to make available the necessary tools for youth players to experience and develop skills for competitive baseball and/or softball.

**Article II - Affiliation**

**Section 1 – Baseball league:** Shall be affiliated with Babe Ruth League, Inc., a New Jersey Corporation, and shall be governed by, and shall comply with the principles, rules and regulations enunciated and decreed by Babe Ruth League, Inc. Will make and enforce rules and regulations to govern itself on a local basis, but consistent with and not contrary to any rules and regulation promulgated by Babe Ruth League, Inc., a New Jersey Corporation, or by the Regional, or State echelons of said Babe Ruth League, Inc., to which this league is subject.

**Section 2 – Softball league:** Shall be affiliated with the USA Softball, and shall be governed by, and shall comply with the principles, rules and regulations enunciated and decreed by USA Softball. Will make and enforce rules and regulations to govern itself on a local basis, but consistent with and not contrary to any rules and regulation promulgated by the USA Softball, or by the Regional, or State echelons of said USA Softball, to which this league is subject.

**Article III - Membership**

**Section 1 – Board of Directors Membership:** The Board of Directors (BOD) shall not number more than twelve (12) and not less than one (1). New members will be voted on by entire BOD of LBSA if a quorum is present at a regularly scheduled meeting. Prospective members will be presented to the entire BOD prior to a scheduled meeting for discussion and review. The membership must be broad based with representation of community area members. Members must participate in meetings, serve on committees and work toward attaining the mission of LBSA. If members do not participate for three months, the Chairperson shall contact the member and attempt to re-motivate to participate, or seek resignation from the BOD. Board members can choose to be placed on inactive status if approved by the BOD and the duration of inactive status will be established on a case by cases basis.

**Section 2 – Player, Parent, Coach Membership:** Shall consist of eligible participants from the Upper Yellowstone Region of southern Montana, including Livingston, Big Timber, Shields Valley and Gardiner. The LBSA BOD will manage membership to ensure members conform with rules and policies of LBSA, Babe Ruth Baseball, Cal Ripken Baseball, USA Softball and the laws of the State of Montana. Expulsion of any member for willful nonconformity shall be decided by majority vote of the LBSA BOD.

## **Article IV – Board of Directors**

**Section 1 – Policies of the Organization:** The policies of the organization shall be managed by the BOD.

**Section 2 – Term:** All Board Members shall commit to a minimum one (1) year term with the exception of the Chairperson and Vice Chairperson. The Chairperson shall commit to serve their year as Board Chairperson as well as an additional year to support the next Chairperson. The Vice Chairperson will commit to one year as Vice Chairperson with the understanding they may become Chairperson after one year and agree to serve a third year following their year as Chairperson to support the next Chairperson.

**Section 3 – Meetings:** Meetings of the BOD shall be held at the call of the Chairperson as needed and are to be held monthly with a minimum of ten (10) per year. The BOD may provide, by resolution, the time and place for holding of additional regular or special meetings of the Board with notice in the posting of minutes and may provide that notice of special meetings be given via email or in any other manner deemed reasonable by them.

**Section 4 – Quorum:** A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. No business shall be conducted without a quorum being present. A written proxy for votes at meetings will be allowed for member's votes at meetings. A proxy may be used only twice in one year by any one member. Only members, not alternates, will be allowed to vote at meetings. Visitors are encouraged to attend, and can be asked for input by the Chairperson. On-line voting, via email is allowed for non-sensitive subjects. Voting results will be retained as part of the organizations minutes.

**Section 5 – Conflict of Interest:** It is necessary that Board of Directors are free from conflicts of interest which may interfere with the performance of their duties as a member of the LBSA Board. See Conflict of Interest Policy.

**Section 6 – Resignation or Removal from Office:** Any officer may resign by filing his/her resignation with the Chairperson or the Secretary. The Board may remove any officer for cause by a two-thirds (2/3) vote of the entire Board. Examples of cause include (but not limited to) a number of unexcused absences from regularly scheduled Board meetings and demonstrated unwillingness to participate in Board functions.

**Section 7 – Relationship Prohibitions:** No more than one (1) family member may be allowed to serve on the Board at any time. A family for the purposes of the exclusion shall consist of: 1. Husband and/or wife, 2. Children of subject 1, 3. Husband and/or wife of subject 2, 4. Brothers and sisters of any of the above, 5. First cousins, 6. Parents or grandparents, 7. In-laws.

## **Article V – Officers and other members**

**Section 1 – Officers and other members:** The officers shall be a Chairperson, Vice Chairperson, Secretary and a Treasurer. Other members may include Player Agents, Insurance Coordinator, Umpire-in-Chief, Equipment Manager, Concessions Manager, Chief Scorekeeper, Publicity Director, Groundskeeper, and Members-At-Large.

**Section 2 – Election:** The officers shall be elected annually at the annual meeting by a majority of the Board of Directors.

**Section 3 – Chairperson:** The Chairperson shall preside over and facilitate all meetings of the Board, prepare agendas, and work with other officers to attain the mission of LBSA. The Chairperson is also an ex officio member of all committees. This office assumes full responsibility for the operation of the local league and sees that the league adheres to the rules, regulations and policies of Babe Ruth League, Inc and USA Softball. The Chairperson will be sure the charter application or continuation form is submitted to Babe Ruth Headquarters and USA Softball, is responsible for local league protests and disputes and reviews finances with Treasurer. Is one of two signatures required to sign checks above single singer limits agreed on by BOD. The Chairperson shall be a non-voting position except in the event of a tie, where his/her vote will determine the outcome.

**Section 4 – Vice Chairperson:** The Vice Chairperson shall substitute for the Chairperson in his/her absence. The Vice Chairperson shall be in charge of Board member recruitment, promotion, and development, and will provide orientation for new Board members. The Vice Chairperson shall become the Chairperson by election by the BOD the year following the term as Vice Chairperson.

**Section 5 – Secretary:** The Secretary shall ensure that minutes are taken at all meetings. The minutes shall consist of summaries of discussion, notes on upcoming agendas, motions, and outcomes of motions. The Secretary shall also distribute the minutes and agendas prior to each meeting in a timely manner which will allow members time to prepare for the meetings.

**Section 6 – Treasurer:** The Treasurer shall work in conjunction with the Chairperson and any auditor as necessary. The Treasurer is responsible for reporting all fiscal resources and expenditures, and shall work with the Chairperson, auditor, and finance committee to understand and follow their established financial procedures and ensure grant fiscal requirements are adhered to. Financial procedures shall include: All expenses shall be approved by the Chairperson, up to \$1,000. Expenses in excess of \$1,000 require two signatures, one being the Chairperson or Vice Chairperson in the Chairpersons absence and one being the Treasurer or the Secretary in the Treasurers absence. All expenses exceeding \$3,000 require approval of the full Board of Directors. The Treasurer shall seek bookkeeping services.

**Section 7 – Vacancies:** In the event of a vacancy, for any reason whatsoever, in the office of the Chairperson, the Vice Chairperson shall assume their office and become Chairperson. In the event of a vacancy in any other office, including that of Vice Chairperson, such vacancy shall be filled by appointment made by the Chairperson from the members of the Board. An officer appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor in office.

**Section 8 – Members at Large / Disputes & Resolutions Committee:** Attend meetings and assist where needed with any board efforts. These three (3) members shall have full voting rights of all elected board members. In addition, these members will serve as the dispute Committee in issues involving coaches, players, parents, or league conduct. If the board deems it necessary to use the Dispute Committee meetings. This person shall then report to the full board any information gathered, to facilitate a Board of Directors decision. Any other board member, except for officers shall be selected to replace a Dispute Committee member, should a conflict arise for a committee member.

**Section 9 – Baseball Director:** Baseball programs will recognize the Baseball Director as the decision-maker for the league in matters pertaining to baseball.

**Section 10 – Softball Director:** Softball programs will recognize the Softball Director as the decision-maker for the league in matters pertaining to softball.

**Section 11 – Insurance Coordinator:** Responsible for obtaining proper accident and liability insurance coverage for the protection of the league players and volunteers. Completes insurance applications, maintains records of injuries and incidents, and is also responsible for filing claims with the insurance companies.

**Section 12 – Player Agent:** Appointed by LBSA Chairperson, Baseball Director and/or Softball Director. Conducts annual league registration and try-outs, presides at player selection meetings, supervises and coordinates the transfer of players, keeps up-to-date records of team rosters, checks players' eligibility.

**Section 13 – Umpire-In-Chief:** The Umpire-In-Chief is appointed by the League President, Baseball Director and Softball Director to coordinate and supervise the league's umpires and be responsible for the following duties:

- Assign umpires to all league games, conduct clinics on rules and field positions, notify umpires of cancellations, recruit new umpires, responsible for proper dress and conduct of umpires and be sure all umpires know proper local league protest procedures.

**Section 14 – Equipment Manager(s):** Procure and distribute equipment, uniforms, etc. Ensure adequate supply of baseballs or softballs is available for all games. Plan for the tournament teams to have the proper equipment.

**Section 15 – Concessions Manager:** Secure enough personnel and necessary supplies for operation of stand. Maintain records of purchases, make necessary arrangements for income to be turned over to the Treasurer.

**Section 16 – Chief Scorekeeper:** Secure enough trained scorekeepers for all local league games, assign scorers to each game, is responsible for all scorebooks needed as part of tournament documents.

**Section 17 – Groundskeeper Manager:** Secure necessary personnel required for maintaining field conditions, keep field properly groomed, see that field gates are open for all games and practices.

**Section 18 – Publicity Director:** Promote Livingston Baseball and Softball Association programs in their best image to the public to encourage the community interest needed in carrying out its full goals, benefits and operations. The person assigned as Publicity Director should collect news and prepare it for presentation by the LBSA website news and sports editors of the local newspapers and radio or television programs.

#### **Article VI - Recommendations**

**Section 1 – Recommendations:** The Board may direct that any officer(s), agent(s), of the organization enter into any contract or execute and deliver any instrument in the name of, and on behalf of the organization, and such recommendation may be general or confined to specific instances or purposes.

#### **Article VII – Order of Business**

**Section 1 – Agenda:** The order of business at any regular or special meeting of the Board shall be:

- Call to order
- Reading of minutes from the previous meeting
- Treasurer's report
- Chairperson's report
- Other committee reports
- Unfinished business

- New business
- Next scheduled meeting date, comments, announcement
- Adjournment

**Section 2 – Rules:** The rules of procedure in the conduct of the foregoing Order of Business may be used at all meetings of the Board, and shall be guided by the provisions of Robert’s Rules of Order. However, no action of the Board shall be invalid by failure to conform to either Section 1 or Section 2. These rules are meant to provide a structure for actions to take place and not as a means of stifling, intimidating or impeding actions. Facilitation protocol shall include one person speaking at a time, speaker is recognized before speaking, all comments made through Chairperson, comments confined to current issue, discussion should alternate between pro and con arguments, no lengthy papers to be read during meeting, no cross conversations, no verbal attacks of other members, all rules and members must be respected.

#### **Article VIII - Books and Records**

**Section 1 – Books and Records:** The Board shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of it’s Board. It shall also keep at the principal office a record giving the names and address of the members entitled to vote, including proxies. All books and records of the organization may be inspected by any Board member, or their agent or attorney, or member of the public for any proper purpose at any reasonable time.

#### **Article IX - General Provisions**

**Section 1 – Holding over after term expires:** All officers shall serve for the term for which they have been elected and until their respective successors have been elected and qualified.

**Section 2 – Fiscal year:** The fiscal year of the association shall be as determined and fixed by the Board.

**Section 3 – Committees:** Committees shall be created at the recommendation of the Board. The Committees shall set goals to be approved by the full Board, shall meet as deemed necessary, and shall provide written reports to the full membership upon completion of the project or as needed.

#### **Article X – Dissolution**

Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501( c )3 of the Internal Revenue Code, 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. Any such assets not disposed shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### **Article XI - Amendments to Bylaws**

**Section 1 – By whom amended: These Bylaws may be altered, amended or repealed and new Bylaws adopted by a majority of the entire Board of Directors.**

- a. At any regular meeting of the Board: or any special meeting of the Board providing at least five (5) days and not more than twenty (20) days written notice is given of the intention to alter, amend, repeal or adopt new Bylaws.**
- b. At any special meeting of the Board providing Waiver of Notice of meeting is signed by all Officers then in office and said notice is filed with the minutes of the meeting.**