



**BYLAWS OF A MINNESOTA
NON-PROFIT CORPORATION**

**BRAINERD BAXTER BASEBALL
ASSOCIATION, INC.**

Revised 12/11/23

**BRAINERD BAXTER BASEBALL ASSOCIATION, INC.
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ARTICLE I. NAME AND BOUNDARIES

Section 1. The name of this corporation is BRAINERD BAXTER BASEBALL ASSOCIATION, INC.

Section 2. The boundaries of this corporation shall be Brainerd ISD 181 to also include students who open enroll, are home taught, attend private or charter schools within the district (Hereinafter referred to as “The District”).

This corporation may waiver in on an equal basis, individuals from other school districts that don’t have organized youth baseball programs, or in certain circumstances the board may use its discretion in reviewing special situations that may arise.

ARTICLE II. OFFICES OF THE CORPORATION

Section 1. PRINCIPAL OFFICE

The principal office for the transaction of the activities, affairs, and business of the corporation is located at 724 West Washington Street, Brainerd, Crow Wing County, Minnesota 56401.

The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2. OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III. PURPOSE

Section 1. The mission of this corporation shall be to:

To provide The District student athletes the opportunity to play competitive baseball. It is the philosophy of BBBA that we develop our youth to become well-rounded baseball players.

Our purpose, in conjunction with Brainerd Community education, the Brainerd Baxter Park District, and ISD 181, is to develop student/athletes into productive citizens of the community in which they live through the emphasis on education, improving baseball skill sets, building interpersonal skills through friendships, and utilizing good sportsmanship.

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- Section 2.** It is the intent of this corporation to follow and abide by the rules of the National Federation of State High School Associations.
- Section 3.** No member, director, or officer of this corporation shall have any right, title, or interest in, or any property of any kind owned by this corporation, nor any income or other funds received or held by this corporation, except in return for services rendered to the corporation.
- Section 4.** No substantial part of the activities of this corporation shall be to carry on propaganda, or otherwise, attempt to influence legislation, nor participate in or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distributing of statements.

ARTICLE IV. MEMBERSHIP

- Section 1.** Voting members of this corporation:
All Directors and Executive Board members of the Brainerd Baxter Baseball Association in good standing.
- Non-voting membership: The Board shall have the authority to establish and define non-voting categories of membership.
- Section 2.** Information regarding all association activities will be relayed to association members through email, social media, and/or posted on the association's website.

ARTICLE V. MEETINGS

- Section 1.** The annual meeting of this corporation shall be in December, at which time the officers for the ensuing year shall be elected. Officers will be sworn in at the January meeting pending passing an approved background check.
- Section 2.** The Executive Board/Board shall hold monthly meetings and other meetings as the President deems necessary. Special meetings may also be called by at least three members of the Executive Board.

ARTICLE VI. GOVERNMENT

- Section 1.** Nominations for the Executive Board shall be submitted to the existing Board at the November Board meeting. The existing Board shall vote on these nominations during the December meeting.
- New Board members shall be sworn into office during the January meeting and will start their position immediately. Voting power transfers to a newly elected position

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once sworn into office.

All Board positions will have a 3-year term limit.

Section 2. The Corporation Board of Directors shall consist of 4 Executive Board Members and up to 7 Directors

Position	Term
President	3 years
Vice President	3 years
Secretary	3 years
Treasurer	3 years
Director	3 years
Director	3 years
Director	3 years
Director	3 years
Director	3 years
Director	3 years
Director	3 years

Section 3. Voting for open Director positions shall be done by ballot at the December meeting and results shall be announced immediately. A voting member in good standing unable to attend the December meeting may ask for and receive an absentee ballot. The ballot shall be submitted to the President prior to the meeting in a sealed envelope. The ballot shall allow for voting for candidates nominated at the November meeting and any write-in candidate(s). A member casting an absentee ballot shall not be entitled to a vote under Section 4 unless present at the election.

Section 4. In the event of a tie, voting will continue by present voting members until one candidate receives a higher number of votes than the other candidate.

Section 5. *All elected persons must pass an approved background check prior to being accepted onto the Board.*

Section 6. The Executive Board, in the case of the resignation, death, or inability of an elected officer of the corporation, may, by majority vote, select a replacement for the remainder of the term of the office affected.

Section 7. An elected officer of the corporation may be removed for just cause by recommendations of the Executive Board and a 2/3 majority vote at an Association meeting. The affected officer shall have the right to have the cause presented in writing and appear before the Executive Board or Association. President-appointed committee members/coordinators may be replaced by the President at his/her desire.

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**ARTICLE VII.
OFFICERS AND DUTIES**

Section 1. Executive Board/Board

- A. The Executive Board consists of the President, Vice President, Secretary, and Treasurer. The remainder of the Board will consist of up to seven (7) Directors.
- B. The Executive Board shall have the authority to make all necessary decisions during the interval between the meetings of the corporation to manage the corporation in such manner as the Executive Board shall deem best in the interests of the corporation and the baseball program.
- C. Unless otherwise delegated, the Executive Board shall, among other things, be responsible for the following matters:
 - 1. Financial planning and policies.
 - 2. Organization of tryouts and selection of teams.
 - 3. Selection of coaches.
 - 4. Scheduling of practice time.
 - 5. Registration and certification of players.
 - 6. Supervision of all activities of the teams.
 - 7. Recruitment of new players and the promotion of baseball.
 - 8. Proposed guidelines for all standing committees and proper procedures to be followed and presented to the Executive Board.
 - 9. Supervise all chairs, coordinators, coaches, or other appointed positions.
 - 10. Promoting the league activities to gain both recruitment and funding in the community.

Section 2. Duties of a President

- A. Preside at all meetings of the membership or Executive Board and shall be an official member of all standing committees.
- B. Subject to the Board:
Shall have general charge and supervision over the business affairs of the corporation.
- C. Shall execute all bonds, contracts, and other agreements as authorized by the membership and/or Executive Board.
- D. ***Further details in BBBA Handbook – Board Member Selection / Responsibilities / Job Descriptions***

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Section 3. Duties of a Vice President

- A. Shall assume the duties of President in the absence of the President.
- B. ***Further details in BBBA Handbook – Board Member Selection / Responsibilities / Job Descriptions***

Section 4. Duties of a Secretary

- A. Shall keep and report the minutes of all regular, special, and Executive Board meetings.
- B. Shall record minutes in a book for that purpose.
- C. Shall keep attendance at all meetings.
- D. ***Further details in BBBA Handbook – Board Member Selection / Responsibilities / Job Descriptions***

Section 5. Duties of a Treasurer

- A. Shall have custody of all funds of the corporation.
- B. Shall keep accurate records of all receipts and disbursements, make monthly reports to the Board and submit a written year-end statement.
- C. Shall pay all bills incurred by the corporation under the authorization of the Executive Board or general membership.
- D. All checks shall be signed by one of three authorized officers: Treasurer, President, or Vice President unless otherwise approved by Board action.
- E. Shall have books and ledgers reviewed quarterly by Executive Board.
- F. Outgoing Treasurer’s duties will include a 90-day transition period with the incoming treasurer to complete all financial reports.
- G. ***Further details in BBBA Handbook – Board Member Selection / Responsibilities / Job Descriptions***

Section 6. Duties of Directors

Each Director shall Chair or Co-Chair a committee of the baseball association.
Further details in BBBA Handbook – Board Member Selection / Responsibilities / Job Descriptions

ARTICLE VIII. FINANCES

Section 1. The fiscal year of this corporation shall be from January 1 to December 31.

Section 2. Completed financial statements and proposed budget for the coming year shall be presented at the December meeting.

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**ARTICLE IX.
COMMITTEES**

- Section 1.** The Executive Board shall determine the standing committees deemed proper and necessary to fulfill the purpose of this corporation.
- Section 2.** The President shall appoint all chairs and co-chairs.

**ARTICLE X.
AMENDMENTS**

- Section 1.** These bylaws may be amended by a two-thirds (2/3) vote after which a 30-day notice has been given to all voting members.
- Section 2.** These bylaws may be suspended by a two-thirds (2/3) vote of the voting members present at any membership meeting, provided a quorum is present.

**ARTICLE XI.
DISSOLUTION**

- Section 1.** Upon dissolution of this corporation, any remaining assets are to be given to organizations organized exclusively for the promotion of baseball, or any other charitable, educational, or scientific purpose as shall at that time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954.

President:	<i>Chris Velasco</i> Brainerd Baxter Baseball Association	Date: <u>01/11/2024</u>
Vice-President:	<i>Corey L Johnson</i> Brainerd Baxter Baseball Association	Date: <u>01/11/2024</u>
Treasurer:	<i>Matt Castle</i> Brainerd Baxter Baseball Association	Date: <u>01/11/2024</u>
Secretary:	<i>Andy Campbell</i> Brainerd Baxter Baseball Association	Date: <u>01/11/2024</u>