



East Ridge Athletic Association

Traveling Baseball

Bylaws

Last updated – November 6, 2022

ARTICLE I – MISSION AND PURPOSE

MISSION: Our mission is to support athletes who live within the East Ridge High School boundary in developing advanced baseball and teamwork skills and provide the opportunity to compete with other players of similar abilities at their highest competitive level. We strive to create an environment for East Ridge players to learn, grow and develop together so that they have the best opportunity to progress and play baseball for East Ridge High School.

The purpose of the East Ridge Athletic Association (hereafter known as ERAA) shall be to promote and operate traveling baseball programs for youth residing within the attendance area of East Ridge High School, Independent School District 833. Deviation from the eligibility area will require approval by the ERAA Traveling Baseball Board of Directors (hereafter known as Board). ERAA is organized exclusively for charitable purposes with the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE II – MEMBERSHIP

Membership is granted to each family with payment of traveling baseball fees. Board members must reside within the attendance boundaries of East Ridge High School or have a child in the East Ridge High School attendance area. Deviation from the eligibility area will require approval by the Board. The program year will be defined as commencing January 1 and terminating on December 31 of each year. The right of a sustaining member will be to vote at any general membership meeting called in accordance with the bylaws. Each family unit represents one member and shall have one vote.



ARTICLE III – BOARD OF DIRECTORS

SECTION 1 – Board Membership

The Board shall consist of a maximum of eighteen (18) members. At a minimum, the Board will consist of the elected officer positions of Director, Assistant Directors, Secretary and Treasurer. In addition, the Board may include a Tournament Chair, Equipment Chair, Fundraising Chair, Tryouts Chair, Player Development Chair, Coach Committee Chair, Team Manager Chair, and a Marketing, Communications and Recruiting Chair. All officers and chairs will be voting members of the Board. In addition, the Board may include non-voting General Members. With the exception of the General Members, the term will be two years. The General Members will serve a one-year term. Each person elected or appointed to a position shall assume office upon election or appointment and shall serve until a successor is chosen. Any vacancy shall be filled by a Board appointment by the Director. The person appointed to fill the vacancy shall fill that vacancy on the Board only for the balance of the regular term for the position. Such person may then be elected for an appropriate full term. No individual who has served two successive terms shall be eligible for appointment or re-election to the same position until a lapse of one term. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of this successive term limitation.

SECTION 2 – Removal of a Board Member

A Board member may be removed for failing to carry out expected duties or for having conduct detrimental to ERAA. In order to remove a Board member, a written complaint must be presented to the Board. The complaint will be reviewed and investigated by members of the Board. If there is sufficient justification, a hearing before the full voting Board will be held. The simple majority vote of the Board is required for the dismissal of a Board member. A Board member may also be dismissed without a written complaint for three (3) unexcused Board meeting absences within a membership year.

SECTION 3 – Resignation

Any Board member may resign at any time by giving written notice to the Director. The resignation will take effect on the date agreed upon by the affected Board member and Director.

SECTION 4 – Background Check

All Board members with direct access to Board finances will be required to complete a background check. It is the intent of ERAA to deny any person who has been convicted of a crime involving misuse of monies from serving on the Board in this capacity. The background check must be updated annually.



The Board will ensure that all coaches and any other program-related roles as deemed necessary who have direct access to ERAA youth will be required to complete a background check. It is the intent of the Board to deny any person who has been convicted of a felony, crime involving a minor and/or lesser offense crime that may lead to harm to a minor from serving on the Board in this capacity. The background check must be updated annually. In addition, the Board will ensure that all head and assistant coaches and officials are in compliance with required training, such as concussion or any other safe sport training.

ARTICLE IV – ELECTED OFFICERS

SECTION 1 – Number

The officers of this organization shall consist of elected individuals, which include the Director, Assistant Directors, Secretary and Treasurer.

SECTION 2 – Election and Term of Office

The positions of Director, Assistant Directors, Secretary and Treasurer shall be elected by members. Officers will be staggered for each election year on a rotating basis. Effective with the board election or appointments in 2022, the initial expiration of terms of office (not tenure) for the following positions shall be as set forth hereafter. Officers currently serving may continue their term to the date below or resign whereby a new appointment will be made to fill the vacancy.

Director	2024 and even years following (2026, 2028, 2030, etc)
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Assistant Directors	2023 and odd years following (2025, 2027, 2029, etc)
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Secretary	2024 and even years following (2026, 2028, 2030, etc)
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Treasurer	2023 and odd years following (2025, 2027, 2029, etc)
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The term of office shall be two years. Each person elected or appointed to a position shall assume office upon election or appointment and shall serve until a successor is chosen. Any vacancy shall be filled by a Board appointment by the Director. In the event the Director position is vacant, a Board vote will be required for appointment. The person appointed to fill that vacancy shall fill that vacancy on the Board only for the balance of the regular term for the position. Such person may then be elected for an appropriate full term. No individual who has served two successive terms shall be eligible for appointment or re-election to the same position until a lapse of one term. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of this successive term limitation.

SECTION 3 – Removal



Any officer elected or appointed may be removed from office by a majority of the membership present at the meeting whenever, in its judgment, the best interests of the organization will be served thereby. The process to remove an officer will follow Article III, Removal of a Board Member.

SECTION 4 – Resignation

Any officer may resign at any time by giving written notice to the Director. If the Director is the officer resigning, they must provide written notice of their desired resignation to the Assistant Director. The resignation will take effect on the date agreed upon by the affected Board member and Director or Assistant Director, as appropriate.

SECTION 5 – Vacancies

Any vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled by appointment by the Director. In the event the Director position is vacant, a Board vote will be required for appointment.

SECTION 6 – Director

The Director shall act as the principal executive officer of the organization and subject to the control of the Board and membership. The Director shall: a) supervise all business and affairs of the organization; b) preside at all meetings of the membership and the Board; c) serve as ex-official member of all committees; d) report to ERAA Executive Board of Directors.

SECTION 7 – Assistant Director

The Assistant Director shall perform the duties of the Director in the event of the inability of the Director to act and when so acting, shall have all the powers of and be subject to all the responsibilities upon the Director. The Assistant Director shall act as liaison between committees and the full Board. Other duties may be assigned by the Board.

SECTION 8 – Secretary

The Secretary shall perform all duties incident to the office of Secretary and other duties may be assigned by the Board. Minutes of the meetings will be recorded and copies maintained by the Secretary. Copies will be distributed to Board members. The Secretary shall also hold the official papers of the association, including the bylaws and handbook. Upon completion of term of office, the Secretary shall deliver all books, papers and reports as appropriate to the Board.

SECTION 9 – Treasurer



The Treasurer shall be a liaison between the Board and ERAA Executive Board of Directors and be responsible for all funds of the traveling baseball organization, receive and give receipts for monies due and payable to the traveling baseball organization from any source whatsoever and deposit all such monies in the name of the traveling baseball organization. The Treasurer shall in general perform all duties incident to the office of Treasurer and other duties may be assigned by the Board. Upon completion of term of office, the Treasurer shall deliver all books, papers and reports as appropriate to the Board.

ARTICLE V – MEETINGS

A general membership meeting shall be held annually at which time elections will be held for all open positions. At the request of at least 10% of the membership, a special meeting will be called by the Director or Board of Directors.

A special meeting of the membership for any purpose may also be called by the Director or ERAA Executive Board of Directors.

The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting. The affirmative vote of the majority (minimum 51%) of the membership present shall constitute an act of the membership.

A quorum for any Board meeting shall consist of a minimum two thirds of the Board members. If a quorum is present, the affirmative vote of a majority (minimum 51%) of Board members present shall constitute an act of the Board.

The Board will generally meet monthly and a minimum of ten times annually. Additional meetings may be scheduled as necessary. Meetings will be held at a designated location within the attendance area of East Ridge High School determined by the Director. Written notice of time and place of all meetings shall be available to each member with a minimum 48-hour notice. All meetings shall be open to the public and posted on www.eraamn.com.

During a regular or special board meeting, there may be times where sensitive or confidential information may be discussed. The Board can vote to go into a closed session. If the vote for closed session is passed, all non-Board members will be excused until the Board votes to end the closed session. Minutes shall state that the Board voted to go into closed session. Minutes will be taken during the closed session but will only be made available to the Board members for future reference upon request.

ARTICLE VI – STANDING COMMITTEES

EXECUTIVE COMMITTEE



The Executive Committee shall consist of the elected officers as members. The Director is designated as the Chair. The Executive Committee shall have the authority and power to act for the Board between meetings regarding time-sensitive matters. At the next regular or special meeting of the Board, the Executive Committee shall make a report of its activities since the last Board meeting; however, any action upon which a third party may have relied may not be modified or rescinded.

FINANCE COMMITTEE

The Finance Committee shall consist of, at a minimum: the Director, the Assistant Director-Operations and may include the Tournament Chair, the Fundraising Chair, and the Equipment Chair as members. The Treasurer is designated as the Chair. The Finance Committee is responsible for submission of the budget and oversight of the financial reports.

GOVERNANCE AND NOMINATING COMMITTEE

The Governance and Nominating Committee shall consist of, at a minimum: the elected officers and may include the Marketing, Communications and Recruiting Chair, the Coach Committee Chair and the Team Manager Chair. A Chair will be named by the committee.

ARTICLE VII – SPECIAL COMMITTEES

The Director or the Executive Board of Directors may establish special committees as needed. Actions of special committees are subject to approval of the Board. The special committee shall establish rules and regulations and operate the specific activity under its jurisdiction. The Director shall have final jurisdiction. Special committees may be reviewed and reappointed annually, if the committee is still necessary.

ARTICLE VIII – BYLAW CHANGES

Any article may be changed upon approval of the Board and a majority of the membership present at a scheduled general meeting provided the incorporation status of the Association is not altered. Two (2) weeks minimum advance notice to all membership is required before any changes can be made to the bylaws.

ARTICLE IX - INDEMNITY

ERAA Executive Board of Directors or ERAA Baseball shall indemnify and hold harmless any director or officer from any suit, damage, claim, judgment arising out of or asserted to arise out of the conduct of such person in their capacity of director or officer except in cases involving willful misconduct. The indemnification provided under this section shall



comply with and follow the requirements as provided by the statute. The Board shall have the power to purchase or procure insurance for such purposes.