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BYLAWS

OF

**IDAHO AMERICAN LEGION BASEBALL. INC.**

These bylaws are hereby written to guide the Idaho American Legion Baseball. Inc.

# ARTICLE I: OFFICES

The place where the principal business of this corporation is to be con­ ducted and transacted is at Boise, in Ada County, State of Idaho, and the location and post office address of its registered Office in the State of Idaho is 901 Warren, Boise, ID.

**ARTICLE** II: **MEMBERS**

**Section** 1. **Class of Members.** The corporation shall have one class of members.

**Section 2. Membership.** All paid up members of the American Legion, Department of Idaho, all paid up members in good standing of the Sons of Ameri­ can Legion and Women's Auxiliary, Department of Idaho, shall be members of the corporation.

**Section 3. Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 4. Transfer of Membership.** Membership in this corporation is 0t transferable or assignable.

**Section 5. Termination of Membership.** The Board of Directors or members, by affirmative vote of a majority of the Board of Directors or of the members, may suspend a member or terminate his membership, for cause, after an appropriate hearing.

**Section 6. Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of any obligation to the corporation, incurred prior to such resignation.

# ARTICLE Ill: MEETINGS OF MEMBERS

**Section 1. Annual Meeting.** An annual meeting of the members shall be held at the time and place of the annual convention of the American Legion for the Department of Idaho.

**Section 2. Special Meeting.** Special Meetings of the members may be called at any time by the Board of Directors, or by the Chairman, or by not less than Jive members.

**Section 3. Place of Meeting.** The place of meeting of the members shall be the registered office of the corporation in the State of Idaho. (Unless designated elsewhere within the State of Idaho by appropriate notice of meeting).

**Section 4. Notice of Meeting.** Notice of the time, place and purpose of meeting of members including annual meeting shall be given by the secretary (adjutant of the Department of Idaho) or other person authorized to do so to all members at least *five* (5) days prior to the day named for the meeting by written notice delivered personally or mailed to each member at his last known post office address, or by electronic mail to members' last known e-mail address.

**Section 5. Informal Action by Members.** Any action required by law taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if consent in writing setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**Section 6. Quorum.** A membership meeting duly called may be organized for the transaction of business when a quorum is present. One percent of the members shall constitute a quorum. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding withdrawal of enough members to *leave* less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine, and those who attend such adjourned meetings, although less than one percent of the members, shall never-the-less constitute a quorum and may transact the business of the corporation.

**Section 7. Proxies.** Proxies shall not be recognized at any meeting.

# ARTICLE IV: BOARD OF DIRECTORS

**Section 1. General Powers.** The affairs of the corporation shall be managed by a Board of Directors of the corporation. Directors, whether District or Area Directors, must be members in good standing of the American Legion, Department of Idaho, or members of the Sons of American Legion and Women's Auxiliary, Department of Idaho.

**Section 2a. Election of Directors.** The Directors shall be elected at the Fall District meeting by each participating District (one director per District) and an additional Director shall be appointed by the Vice Commander from each of the three areas.

**Section 2b. Fall Election.** Election at the Fall District Meeting gives a newly elected Director a chance to learn their duties before the season starts the next spring.

**Section 3. Election Terms.** Election shall be for a term of three (3) years. Starting with the year 2007 Fall District Meetings, District one (1), three

(3) and *five* (5) shall elect an Idaho American Legion Baseball Director; in 2008 - ----. Districts two (2), four (4) and six (6) shall elect an Idaho American Legion Baseball Director; and in 2009 District seven (7), eight (8) and nine (9) shall elect an Idaho American Legion Baseball Director for terms of three (3) years. Directors shall be elected *every* third year thereafter. This keeps continuity when new Directors are elected.

**Section 4. Director Vacancies.** If a District has a vacancy during a three

(3) year term of office, a replacement shall be elected at the next District meeting, or a replacement may be appointed by the District Commander, with approval of the District Executive Committee, to fill the unexpired term of the Director being replaced.

**Section 5. Area Directors.** The Department Vice Commander represent- 111g Areas A, B or C shall appoint an American Legion Baseball Director to represent his Area for term of one (1) year immediately after his election as Department Vice Commander or reappoint the current Director from his Area. If a replacement for the Area Director is required during his term as Director, the Department Vice Commander representing Area A, B or C, with the cooperation of the District Commanders from that Area shall appoint the Idaho American Legion Baseball Director for the remaining portion of the year.

NOTICE OF ELECTION OR APPOINTMENT OF AMERICAN LEGION BASEBALL DIRECTORS OR REPLACEMENT, AS NECESSARY, SHALL BE SENT TO THE DEPARTMENT ADJUTANT. AFTER EACH ELECTION OR REAPPOINTMENT, THE DEPARTMENT ADJUTANT SHALL SEND THIS INFORMATION TO THE CHAIRMAN OF IDAHO AMERICAN LEGION BASEBALL, INC. AND THE SECRE­ TARY/TREASURER OF THE IDAHO AMERICAN LEGION BASEALL, INC.

**Section 6. Baseball Chairman (or Representative) Duty.** The Chair­ man of the Idaho American Legion Baseball, Inc. shall be present, or his appointed

..r!;)presentative, at the annual American Legion Baseball Incorporation annual meet­

l at the Department Convention.

# DUTIES AND RESPONSIBILITIES OF DIRECTORS, IDAHO AMERICAN LEGION BASEBALL, INC.

1. **GENERAL**
   1. It is the duty and responsibility of Directors to ensure that teams in their respective jurisdictions comply with the state and national rules of the American Legion Baseball Program. Directors must also work cooperatively with other directors where mutual interests and concerns are shared. Collectively, the Directors are responsible for formulating rules and procedures for the operation of American Legion Baseball in Idaho.
   2. District Directors' primary responsibility is the AA teams; secondary responsibility is to help the Area Directors.
   3. Primary duty of Area Directors are A & B DIVISION teams; secondary responsibility is helping District Directors with AA teams.
   4. The Board of Directors shall make any rule changes as necessary Compliance with the National Baseball rules are mandatory. Any changes authored by the Board of Directors shall be reported to the Baseball Corporation at each annual meeting. Changes to the Bylaws must be approved at the annual meeting

*The* stockholders by a majority vote of those stockholders at the meeting.

# ESSENTIAL DUTIES & RESPONSIBILITIES

* 1. Directors must check proof of age and form #2s of all players listed on team rosters by July 15, or earlier if possible, so that any unacceptable proofs of age can be corrected prior to tournament times.
  2. Directors must ensure that Hosts for area and in-state regional tournaments are designated in a timely manner and that rules for participation in these tournaments, such as seedings, are fully understood by all baseball teams eligible to participate.
  3. A Director or his designee must be in attendance at area and in-state regional tournaments at all times; must ensure that tournament managers are fully informed in advance of the requirements for conducting an American Legion tournament and confirm that all requirements are met during the tournament.
  4. District and Area Directors shall report at the semi-annual district meetings to keep members informed on the activities of the program. Reports in person are, preferable, accompanied by a written report.
  5. Directors must investigate claims of inappropriate recruiting of players by teams in their respective jurisdictions.
  6. Directors must attend the annual meetings of the Board of Directors

and contribute in the formulation of policy and procedures for the management of the Idaho American Legion Baseball program.

* 1. Directors must make themselves available to promote and assist with the development of new American Legion Baseball organizations and established programs with new managers and administrators.
  2. Directors should make sure that teams are aware when they are eligible to host a state or regional tournament. If one or more teams wish to bid on such tournaments but representatives cannot attend the Board of Directors meeting, Directors should be prepared to submit the bid checks and make recommendation. to the Board.

# OPTIONAL DUTIES & RESPONSIBILITIES

* 1. Directors for each league may want to call a meeting of all teams in the league prior to the annual Board of Directors meeting. This meeting will be for the purpose of identifying problems or the need for specific changes in Idaho Directors meeting for consideration. This meeting is also an opportune time to let teams in the league bid for tournaments and to decide rules for participation in the t tournaments and in league play.
  2. Directors may want to call a second meeting of teams in the league after the annual meeting of the Board of Directors for the purpose of dis­ cussing rule changes or other actions by the Board.
  3. Directors should work with teams in their leagues for developing league schedules. It may be done at one of the meetings of teams by someone preparing a draft schedule which individual teams can modify, or by letting each team independently develop their own schedule.
  4. District/Area Directors may want to share responsibilities of meeting with local team organizations, checking proofs of age, attending tournaments, presenting trophies and such other activities that are more convenient for some than others.

**Section 3. Number. Tenure and Qualifications.** The number of Directors of this corporation shall not be less than ten (10) or more than fifteen (15), the number to be fixed at any annual meetings of the members; provided that if a number less than the (10) is fixed at any annual membership meetings the number may be increased at a later special meeting of the members and additional Directors may be elected thereat so long as the total number shall not exceed fifteen (15). Each Director elected shall hold office until his successor is duly elected and qualified except at any Director who misses two (2) successive annual meetings of the Board of Directors shall be dropped as a Director and shall not be allowed to vote on any matters being considered by the Board of Directors.

**Section 4. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held during the month of January at the annual Department mid­ winter meeting in Boise. Other regular meetings of the Board of Directors may be held at such times and places as may, from time to time, be fixed by the Board of Directors. These by-laws shall constitute notice of the annual meeting and no further notice thereof need be given. Directors shall be duly notified by the Secretary of the time, place and agenda of any other regular annual meetings. Any business which may be lawfully transacted by the Board of Directors of the corporation may be trans­ acted at such regular meetings.

**Section 5. Special Meetings.** Special Meetings of the Board of Directors may be called by or at the request of the Chairman or any three Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place thereof.

**Section 6. Notice.** The Secretary shall give Notice of special meetings of the Board of Directors at least fourteen (14) calendar days previously thereto by written notice delivered personally or sent by mail to each Director at his addressed

as shown by the records of the corporation, by telephone, or e-mail. If mailed, such notice shall be deemed to be delivered when deposited in the United Sates mail in a sealed envelope, with postage thereon prepaid. Any attendance of a Director at any meeting shall constitute a waiver of notice to such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The principal business to be transacted at a special meeting shall be specified in the notice of such meeting. Any business proposed to be transacted at a special meeting but not specified in the notice of meeting must be approved by unanimous consent of the Directors present

**Section 7. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors is present at such meeting, then a majority of the members present at said meeting may adjourn the meeting from time to time without further notice.

**Section 8. Manner of Acting.** The act of a majority of the Directors presents at a meeting in which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws. Each Director present, including the president or other chairman, shall have one *vote* on all matters submitted to a vote of the Board of Directors.

**Section 9. Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the District involved or by the Area Vice Commander involved. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 10. Compensation.** Directors shall not receive any compensation for their services as directors. The Board of Directors may, however, by resolution entered in the minutes reimburse a director out of corporate funds for actual expenses incurred in the performance of duties as director.

**Section 11. Executive Committee.** The Board of Directors may, by resolution passed by a majority of the whole Board, designate two (2) or more of their number to constitute an executive committee, who, to the extent provided in such resolution shall have and exercise the authority of the Board of Directors in the management of the business of the corporation.

# ARTICLE V. OFFICERS

**Section 1. Officers.** The officers of the corporation shall be a Chairman, or one or more Vice Chairmen (the number thereof to be determined by the Board

of Directors), a secretary, a treasurer and such other offices as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such other officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors Any two (2) or more offices except the office of Chairman may be held by the same person. Officers must be members in good standing of the American Legion, Department of Idaho, or members of the Sons of American Legion or Women's Auxiliary, Department of Idaho.

**Section 2. Election and Term of Office.** The offices of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified. The officer shall be elected to a one (1), two (2) or (3) three-year term according to the wishes of the Board of Directors.

**Section 3. Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby. An affirmative vote of a majority of the directors shall be required to remove an officer.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term in case the Districts or Vice Commander do not fill such vacancies within sixty (60) days.

**Section 5. Chairman.** The Chairman shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and the Board of Directors. He may sign, with the Secretary or any other proper office of the corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws, or by statute to some other officer or agent of the corporation; in general he shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice Chairman.** In the absence of the Chairman or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairman. The Vice Chairman shall perform such 1ther duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

**Section 7. Treasurer.** If required by the Board of Directors, the treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such money in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accord­

ance with the provision of Article IV of these by-laws; and in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the Chairman of by the Board of Directors.

# DUTIES AND RESPONSIBILITIES OF TREASURER, IDAHO AMERICAN LEGION BASEBALL, INC.

The Treasurer is responsible for collecting receipts and paying the bills of the organization. The Treasurer has a duty to keep complete records of how the organization's funds have been used. The following are some of the major duties and responsibilities of the Treasurer:

1. Keep a checking account in the organization's name where all receipts are promptly deposited.
2. Prepare an expense voucher form and insist that all expenses are documented before paying.
3. Prepare an annual financial report for presentation to the Board of Directors at the annual meeting.
4. Keep a file of all incidental expenses of the Secretary/Treasurer such as phone calls, postage, copying office supplies.
5. Pay such other bills and debts as authorized by the Board of Directors or the Chairman including:
   1. Travel expenses of Directors and Chairman to annual meeting
   2. Travel expenses of Chairman or his designee to State Tournaments
   3. Travel expenses of Chairman or his designee to Regional Tournaments
   4. Travel expenses of Chairman to National meeting of State Chairmen
   5. Mileage and per diem for umpires at State Tournaments
   6. Travel assistance to team traveling to Northwest Regional A tournament
   7. Dues to Host of Northwest Regional A Tournament
   8. Trophies for State Tournaments.

**Section 8. Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws and as required by law; be custodian of the corporate records and

of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

# DUTIES AND RESPONSIBILITIES OF

**SECRETARY, IDAHO AMERICAN LEGION, INC.**

The Secretary is the primary communicator of the organization and is responsible for the following activities:

1. Record the minutes of the annual meeting of the Board of Directors, make copies and distribute copies to all who attend the annual meeting, all Directors, all teams, the Department Adjutant and to such other Legion officials who are interested.
2. Report to the Board of Directors at the annual meeting activities of the organization as may be pertinent.
3. Have the Idaho American Legion Baseball rule book updated with rule

changes from the annual meeting. Have the rulebook published by late March, or as soon as dates for tournaments are reported to the secretary.

1. Prepare an annual registration form and distribute copies to all who

receive copies of the minutes of the annual meeting plus others who inquire about registering under the Idaho American Legion Baseball program.

1. Keep a file of teams who submit registration forms and keep the Chair­ man and local Directors informed of who has and has not registered.
2. Create listing of key people with such local baseball program.
3. Inform teams that the Official Baseball Rules are available on the internet at Idaho American Legion Baseball Home Page
4. Distribute to each registered team two (2) copies of the following

together with a memo explaining what is to be done with each, if appropriate:

* 1. Idaho American Legion Rulebook
  2. National American Legion Rulebook
  3. **Official Baseball Rules** - (see vii above)
  4. Any special insurance forms or information.

1. In cooperation with the Chairman, the Department Adjutant and the Host of the annual meeting, select a time and place for the annual meeting
2. In cooperation with the Chairman, prepare and distribute an agenda

and a memo to all teams and Directors announcing the time and place of the annual meeting and explain the significance of any special agenda items. This should be done three (3) weeks prior to the meeting.

1. Prepare the Idaho Corporation annual report form as received from the

Secretary of State by mid-October.

1. Maintain the files of the organization, including a historical record of minutes, registration forms, corporation papers, by-laws changes, state rulebooks, and other information of future value.

**Section 9. Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the assistant treasurer shall give bonds for faithful dis­ charge of their duties in such sum and with such sureties as the Board of Directors may determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as may be assigned to them by the treasurer or by the secretary or by the Chairman or by the Board of Directors.

**Section 10. Qualification of Officers.** All officers must be members of the corporation and except for the Chairman, shall be a Director.

**Section 11. Compensation.** The officers of the Corporation shall receive such compensation for their services as the Board of Directors shall determine.

# ARTICLE VI

**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board of Directors may authorize any office or officers, agent or agents of the Corporation, in addition to the officers, so authorized red by these laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instrument shall be signed by the Treasurer or Secretary.

**Section 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer may select unless directed otherwise by the Board of Directors.

**Section 4. Gifts.** The Board of Directors may accept in behalf of the corporation any contribution, bequest, or device for the general purpose or any purpose of the Corporation.

# ARTICLE VII LEAGUE PLAY

Section 1. Participation of teams and players shall be in compliance with the rulebook published annually by the Board of Directors, copies of which will be distributed by the secretary to all Directors and to all teams registered each spring.

Section 2. The Board of Directors shall consider the need for and make such revisions, additions, deletions or other changes to the rulebook at their annual mid-winter.meeting.

# ARTICLE VIII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and

records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and executive committee having authority

,f the Board of Directors, and shall keep at the residence of the secretary giving the name and addresses of the Directors. All books and records of

the Corporation may be inspected by any member, or his agent or attorney for any

proper purpose at any reasonable time.

# ARTICLE IX DUES

The dues shall be the annual dues for membership in the American Legion Department of Idaho that each respective Post normally charges. Upon payment of said dues, the dues in this Corporation shall be considered paid.

# ARTICLE X INDEBTEDNESS

No indebtedness shall be contracted in the name of the Corporation un­ less authorized by resolution of the Board of Directors.

# ARTICLE XI SEAL

The Board of Directors may acquire a corporate seal which shall be circular in form and shall contain the name of the Corporation and the state of incorporation and the work Seal. Such seal may contain such other words as the Board of Directors may designate.

# ARTICLE XII

**PRESUMPTION OF ASSENT**

A member or Director of the Corporation who is present at a meeting of the members or of the Board of Directors, as the case may be, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to any Director who voted in favor of such action.

# ARTICLE XIII WAIVER OF NOTICE

Whenever any notice is required to be given any member or Director of the Corporation under the provisions of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, and filed with or entered upon the records of the meeting either before or after the holding thereof shall be deemed equivalent to the giving of such notice. Whenever all persons entitled to vote at any meeting, whether of Directors or members, consent either by writing on the records of the meeting or filed with the secretary or by presence at the meeting, and oral consent entered in the minutes, or by taking part in the deliberations at such meeting without objection, the doings of such meeting shall be valid as if had at a meeting regularly called and noticed, and at such meetings any business may be transacted which is not excepted from the written notice or by the consideration of which no objection for want of notice is made at the time, and if such meeting be

irregular for want of notice or of such consent, provided a quorum was present at the meeting, the proceedings of such meeting may be ratified and approved and rendered likewise valid and the irregularity or defect waived by a writing signed by all parties having a right to vote at such meeting.

# ARTICLE XIV AMENDMENTS

These by-laws may be repealed or amended, or new by-laws may be adopted, at any annual meeting of the members, or at any special meeting of the members, or at any special meeting of the members called for that purpose, by the affirmative vote of two-thirds of the members present at such meeting, provided a quorum is present, or by the written consent duly acknowledged in the same manner as conveyances of real property are required to be acknowledged of two-thirds of the members, which written consent my be in one or more instruments. No rule, amendment or by-law adopted by the Corporation shall be contrary to the rules of the National American Legion Baseball rules and regulations. In the event of any differences, the National American Legion rules and regulations shall prevail.

**ARTICLE XV**

# NON-PROFIT CORPORATION

This Corporation is not organized for pecuniary profit The rights and interest of all members of this Corporation shall be equal, and no member shall have or acquire a greater interest in the Corporation than another member. This Corporation shall not issue any capital stock.

**END BY-LAWS OF IDAHO AMERICAN LEGION BASEBALL. INC.**