

# ST. PETER BASEBALL ASSOCIATION

## BY-LAWS

(Amended 4/8/2018)

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## **Article I. Name**

Section 1. The name of this association shall be St. Peter Baseball Association, SPBA, a 501 (c)3 non-profit organization incorporated in the State of Minnesota.

## **Article II. Location**

Section 1. The boundaries include School District and such other contiguous or designated areas as determined by the Board of Directors.

## **Article III. Purpose**

Section 1. The purpose of the SPBA is to put forth a quality baseball program for young men ages 7 through 18 regardless of race, creed, religion, national origin, or ancestry.

Section 2. To teach, coach, and guide young men in the fundamentals of baseball, team play, and sportsmanship.

Section 3. To help young men achieve their highest competitive level of baseball, so that they might better succeed at higher levels in high school, college, and life.

Section 4. To abide by and follow the standards and regulations as set forth by the codes of the **Youth Legion Baseball (River Valley League), Metro Baseball League (MBL)**, VFW, and the American Legion relative to play and conduct.

## **Article IV. Membership**

Section 1. Membership in the SPBA shall include all of which shall automatically be members without formal application or admission.

- a. The parent/legal guardians of all young men who are or have participated in SPBA activities by registering during the current season.
- b. The coaches and assistant coaches of all SPBA sponsored teams during the current season. They shall continue to be members until new coaches are appoint for the following season.
- c. All duly elected Board of Directors hereinafter called the Board, of SPBA.
- d. Current membership year runs from registration to registration.

- e. Open enrollment into membership maybe permitted pertaining to league rules and regulations and approval of the Board.

Section 2. Each membership shall be entitled to one (1) vote per parent or a maximum of two (2) votes per family on each matter submitted to a vote of the members.

Section 3. The Board, by affirmative vote of at least two-thirds of the members of the Board present at any regularly constituted meeting, may suspend, expel a member, or terminate a membership, with or without cause following a fair and reasonable hearing.

Section 4. Membership in this SPBA is not transferable or assignable.

## **Article V. Board of Directors**

Section 1. SPBA shall be managed by a Board of Directors.

Section 2. Election of new Board of Director members will also take place at the Annual Board Meeting. The currently President of the Board will open the floor for nominations and select a committee to distribute, collect, and count votes or **maybe used by a show of hands.**

Section 3. The Board shall consist of not less than 7 or no more than 9.

Section 4. The Director's term shall be two (2) years. Each Director's term shall expire at the Annual Meeting of the Board in the final year of their term. Directors may serve a maximum of four (4) terms.

Section 5. A Director shall be subject to removal at any time by a two-thirds (2/3) majority vote by the exiting board. A Director who is absent from two (2) consecutive meetings without cause, may be subject to removal by a two-thirds (2/3) majority vote of the existing board.

Section 6. All Directors' will have one equal vote. Election of officers and members will require nomination and simple majority of acceptance. All other votes will require a two-thirds (2/3) vote of the members and/or quorum to pass.

Section 7. The Board shall have the power to select and/or elect Advisory Directors, without limitation as to number of tenure. An Advisory Director has no voting power.

Section 8. Vacancies on the Board may be filled for unexpired term by a Director recommending to the President, a name or names of someone to fill the vacancy. They shall be elected at any regular or special board meeting.

Section 9. The Board shall not receive any stated salaries for their services. Reimbursement of expenses incurred by individual Directors, if any, maybe allowed if such reimbursement is approved by a majority of the Board present at the meeting. Nothing herein contained shall be interpreted to mean anything other than reimbursement of expenses incurred.

Section 10. To the extent permitted by law and the Articles and By-laws of SPBA, the Board shall have the following powers, in addition to and not in restriction or limitation of the usual and statutory powers of like bodies and the other powers given by these By-laws.

- a. To admit applicants to membership and to suspend, expel, or terminate members.
- b. To make, alter, and amend Policies for the conduct of the members of SPBA.
- c. To fix and enforce penalties for violations of the By-laws and Policies.
- d. To call special meeting of SPBA to consider specific subjects.

## **Article VI. Elections and Officers**

Section 1. At the first meeting of the Board after the Annual Meeting of membership, the Board shall elect from among its members the following officers, whose duties include maintaining the integrity and purpose of the program in addition to the following:

Section 2. The President shall be the chief executive officer of SPBA. The President shall preside at all meetings of the Association, and the Board of Directors; shall sign all instruments executed on behalf of the Association; have supervision of the general business of the Association; and shall appoint the membership of all standing and special committees.

Section 3. The Vice-President shall preside in the absence of the President and while service and acting as President shall have the same power as the President. The Vice-President shall perform such other duties from time to time may be assigned to him/her by the President or by the Board.

Section 4. The Secretary shall keep files of all of the books and papers belonging to the SPBA; shall keep the minutes of the meetings; shall separate Board policy and League rules. The Secretary shall perform such other duties from time to time may be assigned to him/her by the President or by the Board.

Section 5. The Treasurer shall monitor the income and expenses belonging to SPBA; keep accurate records of all income and expenses; disburse funds as needed; provide an annual report of the yearly income and expenses. Two (2) Directors will audit the financial books kept by the Treasurer at the end of each fiscal year. The Treasurer shall

perform such other duties from time to time may be assigned to him/her by the President of the Board.

## **Article VII. Meetings**

Section 1. The Board of Directors will have a minimum of ~~eight (8)~~ **five (5)** meetings per calendar year and one (1) Annual Membership meeting during ~~December of the upcoming year~~ **August combined with the Coaches End of Year Meeting**. The date of the meeting will be set by the Board of Directors.

Section 2. Written notice or email of each meeting shall be sent to each Director prior to the meeting along with minutes.

Section 3. The President, or the Vice-President (in absence of the President), may call special meetings at any time or call a meeting of the Board of Directors to address a special need or emergency situation that might arise.

Section 4. At every such meeting each Director shall be entitled to cast one (1) vote per motion, which may be cast by him/her either in person or by proxy.

Section 5. All proxies shall be in writing and consistent with the motion on the table and shall be filed with a member of the existing Board twenty-four (24) hours prior to the time that the meeting is convened, and the Secretary shall enter such proxy of record in the minutes of the meeting.

Section 6. Annual Membership Meeting shall be publicly announced in the St. Peter Herald newspaper, Nicollet County Bank marquee, emails to parents of registered players from ~~previous season~~ **current season** at least one (1) week prior to the meeting date.

Section 7. The President will call all meetings necessary when business requires or when required to do so by written petition of two thirds (2/3) of its members. All meetings will be open to the public, but the board has the right to go into executive session at any time to have special deliberation and/or vote, which will include voting members only. Robert's Rules of Order, current revised edition, shall govern the actions of the SPBA, in all cases in which they are applicable and in which they are not inconsistent with the By-laws of the Association.

## **Article VIII. Quorum**

Section 1. An official meeting will require one-half (1/2) of the Board to be present to establish a voting quorum.

## **Article IX. Amendments**

Section 1. The By-laws may be amended or changed:

- a. A copy of the proposed amendment must be sent to all Directors at least two (2) weeks prior to the meeting at which the action is to be taken; or
- b. Motions from the floor may be accepted and approved at two (2) consecutive meetings.

## **Article X. Committees and Coaches**

Section 1. The President of the Board shall appoint all Committees and shall supervise the activity thereof.

Section 2. Committees appointed by the President shall serve for the period designated in such appointment, except that all Special Committees shall dissolve at the first meeting of the Board in a new year unless specifically continued by the President

Section 3. Committees consist of two (2) or more members appointed by the President of the Board.

Section 4. The Board will approve the volunteer head coaches of each team prior to team selection pending a background check. The head coach may select their assistant coaches with board approval and a clear background check.

## **Article XI. Authority**

Section 1. The Board of Directors will structure and enforce rules and regulations to govern itself on a local basis.

Section 2. The Board may authorize any officer or agent to enter into any contract on behalf of the Association, and such authority may be either general or specific. Unless so authorized by the Board, no Officer or agent, or employee shall have authority to bind the Association by contract or engagement to render it liable for any purpose.

Section 3. The Board of Directors will make all final decisions in the operation of the St. Peter Baseball Association.

Section 4. With the exception of intentional acts, the corporation shall indemnify any Director or Corporate Officer who shall become liable to any third party as a result of legal action taken against such Director or Corporation Officer.

**Article XII. Structure**

Section 1. The Board shall set all necessary guidelines and rules for each of the following groups:

- a. Youth Legion C                      Ages ~~8-9~~ 7-9 (current age at registration)
- b. Youth Legion B                      Age 10            (current age at registration)
- c. Metro Baseball League (MBL)     Ages 11 – 15 ~~(current age at registration)~~  
(follows MBL rules)
- d. VFW                                      Age 16            (current age at registration)
- e. American Legion                      Ages 17-18      (current age at registration)

**Article XIII. Motion**

Section 1. Each member of the Board of Directors will receive the By-laws and approve them.

Section 2. The foregoing By-laws approved on this, the \_\_\_\_\_ day of \_\_\_\_\_, in the year of \_\_\_\_\_.

\_\_\_\_\_  
 President

\_\_\_\_\_  
 Secretary

\_\_\_\_\_  
 Vice-President/Treasurer

Amended on Sunday, April 8, 2018.