

**Brandon Baseball Program
(a/k/a Brandon Valley Baseball Association)
Amended and Restated Bylaws**

ARTICLE I- Name of Organization

The name of this organization shall be the “Brandon Baseball Program” a/k/a “Brandon Valley Baseball Association,” hereinafter referred to as the “Association.”

ARTICLE II- Objectives

The objectives of the Association shall be to organize a baseball program for the enjoyment and enrichment of youth in the Brandon Valley School District and to conduct said program in accordance with the guidelines, rules and regulations set forth in the Bylaws.

ARTICLE III- Goals

The goals of the Association shall be to provide Participants with the opportunity to gain a basic understanding of the rules and concepts of the game of baseball, to acquire basic baseball skills, and to play the game of baseball in an atmosphere that promotes good sportsmanship and respect for teammates, opponents, coaches, game officials, and the game of baseball itself.

ARTICLE IV- Membership

All parents of Participants, coaches of teams organized under the Association, and any individual (not business) who is a Grand Slam Sponsor during the current playing season shall be Members of the Association. All Members will be extended rights and privileges as defined in these Bylaws. All Members will assume the responsibility to abide by the guidelines, rules and regulations defined in these Bylaws.

ARTICLE V- Board of Directors and Officers

The Association will be governed by a Board of Directors, which shall consist of a President, Vice President, Secretary, Treasurer, League Representatives from each league, and Fundraising Coordinator. The Board Directors shall be elected by the Association Members at the Annual Meeting of Members. Each Director shall serve a term of one (1) year unless the Director resigns or is removed as provided herein. To vote for Board Directors, the Member must be present at the Annual Meeting of Members. A Member may not vote by proxy. A Nominating Committee, appointed by the President, shall provide the Board with a slate of candidates at least two weeks prior to the date of the Annual Meeting of Members. The Board of Directors shall be voted on from the listed candidates and nominations from the floor made during the Annual Meeting of Members.

To be eligible to serve on the Board of Directors, the individual must be a Member and reside within the Brandon Valley School District or own a business interest or be employed by a Brandon or Valley Springs business. No Board Director may serve more than six consecutive one-year terms. Board Directors who serve six (6) consecutive one-year terms are eligible to serve again after a lapse of one (1) one-year term.

The Board of Directors officers shall consist of a President, Vice President, Treasurer, Secretary, League Representatives and Fundraising Coordinator. The terms and general duties of these positions are as follows:

President: The President shall conduct and schedule Board meetings, help and advise Committees, be responsive to questions and concerns of Members, shall present at each Annual Meeting of Members a report of the business of the Association for the preceding fiscal year, promote Brandon Valley Baseball with the cities of Brandon and Valley Springs, and to outside organizations, and shall perform whatever other duties the Members may from time-to-time prescribe.

Vice President: The Vice President shall conduct and schedule Board meetings in the absence of the President, and shall assist the President with his/her duties, as the President directs, and shall perform whatever other duties the Members may from time-to-time prescribe.

Treasurer: The Treasurer shall have custody of funds of the Association. The Treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit all monies and other valuable effects of the Association in the name and to the credit of the Association in a depository designated by the Board of Directors. The Treasurer shall disburse the funds of the Association and shall render to the President or the Members, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Association. If required by the Members, the Treasurer shall furnish a bond payable to the Association, satisfactory to the Members. The Treasurer shall control the purchase order forms, which must be signed by the President, Vice President or Treasurer in order to be valid.

Secretary: The Secretary shall attend all meetings of the Board of Directors. The Secretary is responsible for taking and maintaining a true and complete record of the proceedings of each Board meeting, timely mailing or electronically mailing the minutes to each Board Member, and updating the Bylaws with any amendments made pursuant to Article XIII and distributing a copy to each Board Member. The Secretary shall give, or cause to be given, notice of all meetings of the Members and meetings of the Members and shall perform whatever additional duties the Members or President may from time-to-time prescribe.

League Representatives: There shall be one League Representative from each of the following leagues, who shall serve on the Board of Directors: (1) Coach Pitch, (2) Jr. Bantam, (3) Sr. Bantam, (4) Bantam Coordinator, (5) Jr. Teener, (6) Sr. Teener, (7) High School/Middle School, and (8) Legion. The League Representatives are responsible for reporting concerns relating to the league that they represent, for communicating with the coaches in their respective leagues about rule changes and current events, helping to initiate new coaches to the league, and shall perform whatever additional duties the President may from time-to-time prescribe.

Fund Raising Coordinator: The Fund Raising Coordinator is responsible for selecting and administering Fund Raising Committee, organizing and coordinating all Association fund raising activities and shall perform whatever additional duties the President may from time-to-time prescribe.

Any Board of Director may resign at any time by giving written notice to the President; unless otherwise specified in the notice, the resignation shall take effect upon receipt by the President. Any Board Director may be removed by a majority vote of the Members whenever, in the judgment of the Members, the best interest of the Association would be served thereby. Upon the happening of a resignation or removal, the President may fill the vacancy for the unexpired duration of the term.

The Board of Directors shall appoint a Tournament Director, who shall receive compensation as determined by the Board. The Tournament Director is responsible for tournaments hosted by the Association, for coordinating registration, for scheduling of games and umpires, and for assignment of volunteers. The Tournament Director shall also serve as Umpire-in-Chief for the entire season. An Assistant Tournament Director may also be appointed by the Board of Directors, who shall receive compensation as determined by the Board, and who shall assist the Tournament Directors with his/her duties.

ARTICLE VI- Meetings

Board Meetings:

The Board shall hold periodic meetings as needed, at least annually. The Board will determine the time and place of each meeting. Meetings may be postponed and rescheduled by the Board. Special meetings may be called at any time when called for by two or more Board Directors. The format of the meetings will be as follows: The first 30 minutes will be open to Association Member for comments to the Board of Directors \. There will be no more than 10 minutes of discussion on any given topic. After the first 30 minutes, the Board of Directors will meet with no other Association Members present, except for the Tournament Director.

A majority of the Board of Directors will constitute a quorum for conducting business. Any Board action requiring a vote shall be by majority of the quorum, unless otherwise provided herein. Each Board Director shall have one vote on all Board issues.

Association Member Meetings:

An Annual Meeting of Members will be held the last quarter of each calendar year. Each Member shall have one vote on each matter submitted to a vote at a meeting of Members, including, but not limited to, the election of the Board of Directors. Any Member action requiring a vote shall be by majority of the Members attending the meeting. A Member may not vote by proxy.

Notice of Meetings:

Notice of all meetings of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally and/or sent by mail or email to each Director at his or her address as shown by the records of the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

Notice of all meetings of the Members shall be give at least one (1) week prior thereto by publication through the local media. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

ARTICLE VI- Committees

The Board may establish Committees as necessary to the further the purposes of the Association. All Committees shall report to and be under the direction of the Board of Directors. The Committees may be standing or ad hoc, as the Board determines. The Committee shall be made up of Members of the Association. The following are Committees that may be established to function as follows:

Game and Practice Schedule Committee: This Committee shall set all schedules for games and practices.

Tournament Committee: This Committee shall manage all aspects of the Association tournaments.

Sign-up Committee: This Committee shall establish guidelines for sign-ups, including but not limited to advertisements, forms, and staffing.

Equipment Committee: This Committee shall control all equipment and uniforms to ensure safety of all players, coaches, umpires and fans.

Fund Raising Committee: This Committee shall organize fund-raisers and contact sponsors to raise money for the Association, under the direction of the Fund Raising Coordinator.

Nominating Committee: This Committee shall present a slate of candidates for annual election of Board Members.

Association Finance Committee: This Committee shall ensure the Association has sufficient funds to operate a safe, quality baseball program, and shall oversee and execute the principles of the Association Funding set forth below.

Grievance Committee: This Committee shall hear any written grievance submitted on the form provided by the Association. This Committee shall be made up of the President, Vice-President, and League Representative from which the grievance was filed.

ARTICLE VIII- Policies and Procedures

Policies, regulations, guidelines and philosophical spirit under which the programs will be conducted include:

PARTICIPANTS

1. Eligibility: All youth residing in the Brandon Valley School District may register to play on a team organized by the Association. Special exceptions may be made by the Board for unusual circumstances; however, no exceptions will be made for players under the age of 7 years on April 1, or over the maximum age of 18 by December 31 of playing year.
2. Registration: Registrations will be accepted between January 1 and March 15 of each year. The Sign-up Committee shall publicize registration through the local media and the Brandon Valley School District. Late registration will be handled at the discretion of the Board.
3. Registration Fees: All players registering with the Association will be required to pay a participation fee according to the schedule set by the Board.

TEAM COACHES

Coaches for teams organized under the Association will be selected through expression of interest to the Board. Coaches of all teams must be at least 18 years old. Coaches will be selected at the discretion of the Board. The Board will resolve any conflicts arising over the selection of coaches.

All coaches are expected to comply with the guidelines set forth in the Association's Coach's Code of Ethics, and are subject to the guidelines set forth in the Coaches Misbehavior Policy.

TEAM ORGANIZATION

The organization of teams under the Association will be done by the Board according to the following guidelines, which may vary according to age divisions of the team being formed:

1. League teams shall be organized in an effort to establish parity among the teams in the Coach Pitch through Senior Bantam leagues.

2. League teams shall consist of no fewer than 11 and no more than 15 players, unless the number registered makes it impossible to meet this requirement. League teams in each age group will have as close to the same numbers of players as possible.
3. A player whose parent coaches a league team within his/her age group will be assigned to that team. However, no league team will be allowed to invoke this guideline for more than one head and one assistant coach.
4. Requests by a parent for a player to be placed in a specific league team will be evaluated and decided by the Board on a case-by-case basis.
5. The Association reserves the right to establish travel teams.
6. Each team shall include one (1) head coach and one (1) assistant coach, unless otherwise approved by the Board.

ASSOCIATION FUNDING

Association revenues will be generated by the following mechanisms and by other mechanism approved by the Board:

1. Registration Fees: Fees shall be collected annually from all players according to guidelines previously outlined by these Bylaws.
2. Fund Raisers and Tournaments: The Association from time to time may generate revenue by conducting specific fund raising activities and by sponsoring baseball tournaments during the playing season. The fund raising activities shall be approved by the Board.
3. Community Support: The Association recognizes that in order to successfully accomplish its objectives and goals, financial support from the community will be required. Annually the Association will solicit financial contributions from businesses, service organizations and individuals.

UNIFORMS AND EQUIPMENT

The Association will supply all basic uniforms and equipment for teams organized under the Association. Junior and Senior Bantam jerseys will carry the Association logo and will be of contrasting color from team to team. Basic equipment will be provided to all teams.

UMPIRES

The Umpire-in-Chief will sustain a pool of umpires who will be paid by the Association and assigned by the Umpire-in-Chief to work home games.

MISCONDUCT

Policies pertaining to misconduct by coaches and/or Members are set forth in the Association's Coaches Misbehavior Policy, Parents' Misbehavior Policy, and/or Coach's Code of Ethics. Any Member or Coach guilty of conduct contrary to these policies or the spirit of these Bylaws is subject to removal from the Association by a majority vote of the Board.

ARTICLE X- Rules of Play

Prior to the beginning of each season, the Board shall adopt for each league rules of play.

ARTICLE XI- Grievances

Any Member may file a written grievance with the Board utilizing the form provided by the Association. The Grievance will be heard by the Grievance Committee, who will report to the Board. The Board will make resolution of the issue and prescribe a course of action.

ARTICLE XII- Insurance

The Association will provide all players and coaches supplemental athletic accident insurance with a maximum coverage of \$5000. Member coverage will include such activities as practice sessions, games, fund-raisers, care of playing fields, trips, picnics, parades and sport clinics. Further information and claim forms are available from the Secretary.

ARTICLE XIII- Amendments

These Bylaws may be amended by the Board according to the following procedure: Any Board of Director may propose to amend the Bylaws by presenting in writing the proposed amendment to the Board at any regular or special meeting. The proposed amendment will be considered in discussion by the Board and tabled until the following meeting, at which time it can be further discussed, if desired by any Member. Following discussion at the second meeting, the proposed amendment will be adopted or rejected by a majority vote of the Board.

ARTICLE XIV- Dissolution Clause

The Association is organized as a 501(c)(3) organization under the Internal Revenue Code.

Upon the dissolution of the Association, the Association shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association 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 XV – Definitions

As used in these Bylaws, the following terms have the following meanings:

“Association” means the Brandon Valley Baseball Association.

“Board of Directors” means the Board of Directors of the Association.

“Bylaws” mean the Bylaws of the Association.

“Coach’s Code of Ethics” means the policy issued by the Board of Directors addressing the Association’s expectations of its coaches, as amended from time to time.

“Coaches Misbehavior Policy” means the policy issued by the Board of Directors outlining standards of behavior and consequences for breach of such standards for coaches in the Association.

“Committees” shall have the meanings as set forth in Article VI.

“Grand Slam Sponsor” are individuals who donate at least \$100 to the Association.

“Members” shall have the meaning as set forth in Article IV.

“Parents’ Misbehavior Policy” means the policy issued by the Board of Directors outlining standards of behavior and consequences for breach of such standards for parents in the Association.

“Participants” shall have the meaning as set forth in Article VIII.

Adopted this 14th day of March, 2007.

“Brandon Valley Baseball Association”

By _____
Its President

ATTEST:

Its Secretary