

Frankenmuth
Baseball and Softball Association, Inc.

Bylaws

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Name and Purpose

Section 1. Name. The name of the corporation shall be FRANKENMUTH BASEBALL AND SOFTBALL ASSOCIATION, INC. (hereinafter referred to as the "Association"), a Michigan non-profit organization.

Section 2. Offices. The location of the registered office is 240 West Genesee Street, City of Frankenmuth, Saginaw County, Michigan 48734.

Section 3. Mission/Objectives

Mission Statement- Support Frankenmuth youth in the team sport of baseball & softball by providing an opportunity to enhance skills and knowledge of the game.

This objective of this Corporation is for the purpose of undertaking activities and programs to support and foster the sport of Baseball/Softball in the Frankenmuth, MI area to include:

- Programs of instruction
- Do other activities related to fostering and promoting the sport of baseball and softball.
- To engage in fund raising activities to provide funds to be utilized in connection with baseball/softball.
- Recognition of outstanding baseball and softball play by FSA Hall of Fame participation and scholarship selection
- Conduct and promote local and state tournaments

This Corporation is organized exclusively for charitable and educational purposes, and for the making of distributions to the organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code, or such other Internal Revenue Code as is presently in force or which may be in force in the future. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of Article II of the Articles of Incorporation. No substantial part of the activities of this Corporation shall be carried on nor any activities permitted, that are not permitted by an organization which is exempt under the provisions of the Internal Revenue Code, either now in force and effect, or which may be in force and effect in the future.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, intervene (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or such other Internal Revenue Code as is presently in force or which may be in force in the future. (2) by a corporation, contributions to which are deductible under Section 170 (c)(2)

Meetings

Section 1. Annual Meeting. An annual business meeting of the Association shall be held at such time and place as shall be determined by the Executive Board. Meetings will be held in a public setting.

Section 2. Monthly Meetings. Monthly meetings of the Association may be called at the request of the Executive Board President or a majority of the members of the Executive Board. Meetings will be held in a public setting.

Section 3. Notice. Notice of any annual or special meeting of the Association shall state the time, date, and place. Notice shall be delivered not more than thirty (30) days in advance of such meeting and not less than five (5) days prior to date of such meeting.

Section 4. Quorum. At least 75% of the voting board must be present to constitute a quorum for the transaction of business at any called meeting of the Association, provided that if less than a quorum is present, a majority of the board present may adjourn the meeting to another time without further notice.

Section 5. Motions. The act of the majority or more of the Executive Board present at a meeting at which a quorum is present shall be the act of the Association, unless the act of a greater number is required by these Bylaws.

Section 6. Voting. Voting by ballot, mail or electronic means shall be permitted to the full extent. A ballot, mail or electronic vote may only be called by the Executive Board.

Section 7. Motion without a Meeting. Any action requiring a vote by the Executive Board may be taken without a meeting if a written consent, setting of the action taken, is approved by a majority of all members of the Executive Board entitled to vote with respect to the subject matter.

Section 8. Agenda. Agenda topics should be communicated to the President or Vice President within 48 hours prior to meeting. Agenda will be distributed to Executive Board prior to or at meeting.

Section 9. Invited Participants. All community members are invited to attend and participate, without vote, in all monthly meeting of the Executive Board. Notice of attendance shall be provided to the President within 48 hours of scheduled meeting.

Section 10. Conduct. At all times the Executive Board shall approach meeting topics in a professional and appropriate manner. The Executive Board shall monitor and manage conduct of invited participants in keeping meeting professional. Attendance of less than 50% by Executive Board members shall result in Board review and possible removal from Board.

Leadership

Section 1. Authority and Responsibility. The Executive Board shall provide strategic direction and stewardship for the Association, and shall create policy for the Association. The Executive Board shall also:

- a. Develop preliminary budget for the Association and develop applicable player fees
- b. Develop an annual plan and establish interest groups to establish and develop plans
- c. Receive a report on financial standing
- d. Provide input and direction at meetings
- e. Make recommendations and implement policy

Section 2. Composition. The governing board of this Association shall be the Executive Board. The Executive Board shall consist of nine (9) voting members and five (5) non-voting members. Voting members include four (4) Officers, two (2) Liaisons and three (3) Representatives. The three (3) voting representative positions are determined by the specific interest groups. The Executive Board will request a representative from each group.

Executive Board Members	
Voting	Non-Voting
1. Officer - President	1. Varsity Softball Coach
2. Officer - Vice President	2. Varsity Baseball Coach
3. Officer - Secretary	3. Softball Tournament Director
4. Officer - Treasurer	4. Baseball Tournament Director
5. Liaison - Softball Recreation	5. Equipment Director
6. Liaison - Baseball Recreation	
7. Representative - Softball Competitive	
8. Representative - Baseball Competitive	
9. Representative - Hall of Fame	

Section 3. Terms.

Officers shall serve a two (2) year term on the Executive Board, or until such time as their successor are duly elected. An Officer can be re-elected for an additional one (1) year term, but cannot be re-elected for more than two – one year terms for a specific office. If interested or needed, the individual can be nominated for other positions.

The vacated President position will automatically be replaced by the Vice-President. Who will complete one (1) more term and cannot be re-elected to either the President or Vice-President Position.

Liaison members of the Executive Board shall serve a one (1) year term on the Executive Board, or until such time as their successors are duly elected. Each can be re-elected for additional years.

Representative members of the Executive Board shall serve a one (1) year term on the Executive Board, or until such time as their successors are duly elected by the interest group. No more than one (1) representative will be added to the Executive Board.

The members of the Executive Board shall take office immediately after the Annual Meeting at which the oath of office was administered.

Section 4. Qualifications. All interested Baseball and Softball community members in good standing are eligible to serve on the Executive Board.

Section 5. Nominations. Open nominations will be requested for open positions by members of the specific recreation or competitive groups. Voting ballots will be posted for Annual Business Meeting elections.

Section 6. Voting. All voting board members must cast a ballot for open positions. In event of three way tie, non-voting members would cast a vote. In the event, the existing voting membership is not represented by nine (9) different individuals the Hall of Fame Board will serve as part of the voting membership. The need of which shall be determined by the Executive Board.

Executive Board Member Responsibilities

Section 1. Resignations and Removal. Any Officer or Executive Board member may resign at any time by giving written notice to the President. In addition, any Officer of the Association may be removed by the Association Executive Board, whenever, in its reasonable judgment, the best interests of the Association would be served by such removal. Such removal shall be without prejudice of the person so removed. Removal of an officer will required 2/3 majority vote. The individual being voted for removal has no vote. Officers ceasing to be qualified automatically shall be removed from office and such vacancy shall be filled in accordance with these Bylaws.

Section 2. Board Vacancies. Vacancies in any position of the Association shall be filled by the Association at its next scheduled meeting or at a special meeting call for that purpose. An officer elected pursuant to this Section shall hold office until the next regularly scheduled election.

Section 3. Duties. Association Executive Board members will adhere to the following responsibilities.

Title	Responsibilities
President	<ul style="list-style-type: none"> • Prepare agendas for and preside over all regular and special meetings of the Association. • Be responsible for location, time and attendance at all meetings. • Assist in setting goals, policies, and procedures for the operation of the Board, so these goals are consistent to coach & player level. • Review overall performance and make recommendations for the future; maintaining continuity with overall objectives of the mission. • Participate in review of the General Ledger and approve Capital budget and expenditures. • Obtain Scholarship documentation/prepare meeting and Participate in Scholarship Selection. • Development of timeline of events document. • Appoint development and responsibilities of sub-committees as may serve the best interest of the organization.
Vice President	<ul style="list-style-type: none"> • Assist the President in the performance of duties and carry out any assignment as directed. • Shall perform the duties of the President in her/his absence. • Will make and recognize motions at monthly meetings. • Is responsible for maintaining the Rules of Procedure of the committee. Participate in review of the General Ledger and approve Capital budget and expenditures. Participate in Scholarship Selection Committee Be timekeeper at meetings. • Prepare nomination communication and ballot process for annual board membership.
Secretary	<ul style="list-style-type: none"> • Prepare and distribute minutes of meetings • Maintain a permanent historical file of all board business and records • Maintain a computerized, up-to-date membership roster, and distribute updates to board ASAP, and members as required • Inform all new members about the standard information packet. Send hard copy to new members without Internet access. • For current members without Internet access, send announcements of special club events and important updates of the Calendar of Events • Participate in review of the General Ledger and approve Capital budget and expenditures. • Participate in Scholarship Selection Committee

	<ul style="list-style-type: none"> • Will make and recognize motions at monthly meetings in absence of Vice President.
Treasurer	<ul style="list-style-type: none"> • Maintaining a positive balance in the account. Preparing a monthly fiscal report that is distributed at the Board meetings. At year end, the Treasurer initiates an audit of the books by the Audit Committee as determined by the members. • Maintains checking and savings account in a bank or savings institution approved by the Board. • Defines who is authorized to withdraw funds besides the Treasurer. • Prepares the annual budget and refers to the Board for approval. Ideally, the first draft of the budget should be submitted to the Board by the December Board meeting so that the amount of Association dues can be established for sign up window. • Issue appropriate IRS forms. • Expenditures over \$500 must be approved by quorum of board members. • Participate in review of the General Ledger and approve Capital budget and expenditures. • Participate in Scholarship Selection Committee • Will make and recognize motions at monthly meetings in absence of Vice President.
Liaison Baseball/Softball	<ul style="list-style-type: none"> • Follow agenda items and meeting protocol • Represent Association at community meetings regarding recreation ball. • Coordinate and seek out volunteers for spring sign up process. • Develop and implement coach and team structure. Communicate decisions to those members and back to Association • Work within recreation environments to ensure there is a team for each player interested. • Develop playing schedules for all teams and work with Competitive rep on field scheduling. • Volunteer for sub-committees as may serve the best interest of the organization. • Research team Insurance and provide Executive Board with purchase details. • Work with Equipment director to ensure equipment and jersey needs of teams are met and equipment returned at end of season.
Baseball/Softball Representatives	<ul style="list-style-type: none"> • Follow agenda items and meeting protocol • Represent specific teams regarding competitive ball. • Communicate Association decisions to competitive team members. • Volunteer for sub-committees as may serve the best interest of the organization. • Work with Liaison on field scheduling.
Hall of Fame	<ul style="list-style-type: none"> • Follow agenda items and meeting protocol • Provide reference to past. Support vision, mission of Association operations to assist with goals. • Participate in Scholarship Selection Committee
Varsity Coaches/Tournament Director	<ul style="list-style-type: none"> • Follow agenda items and meeting protocol • Provide vision, mission of Varsity operations to keep committee in-line with those goals. • Provide insight and guidance as needed relative to youth programs. • Participate in Scholarship Selection Committee & present award and Sports Honor's night.
Equipment Director	<ul style="list-style-type: none"> • Manage and maintain existing equipment • Be involved in the purchase of jerseys for recreation leagues. • Request financial support from Executive Board when needed. • Develop appropriate storage and equipment purchase protocol.

Finance

Section 1. Contracts. The Executive Board shall have the sole authority to authorize an officer or officers, agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by action of the Executive Board. In the absence of such determination by the Executive Board, such instruments shall be signed by the President and countersigned by the Vice President.

All checks in excess of \$1,000 require signature by two officers of the Association.

Section 3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Executive Board may select.

Section 4. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the meetings and acts of Executive Board.

Section 5. Optional Annual Audit. The Executive Board may, in its discretion, provide for an annual audit of the financial records of the Association by a certified public accountant. A report of the financial condition of the Association shall be made to the Executive Board.

Section 6. Fiscal Year. The fiscal year of the Association shall be determined by the Executive Board.

Amendments

These Bylaws may be amended or altered and new Bylaws may be adopted by the affirmative vote of the majority of the Executive Board at an annual meeting. All Executive Board members have the opportunity to provide input with respect to any proposal to amend or alter. Proposed changes must be presented to the Board in writing five (5) days prior to meeting. All amendments to these Bylaws adopted by the Executive Board shall be made available to the community.

Dissolution of Corporation

Upon the dissolution of this Corporation, the Board of Directors shall, after paying and making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the applicable sections of the Internal Revenue Code then in force and effect. Any such assets not so disposed of shall be disposed of by a Court having jurisdiction of such corporate matters in the County in which the principal office of this Corporation is 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.