

MERRIMACK YOUTH BASEBALL BY-LAWS

Article I- Name

This organization shall be known as the Merrimack Youth Baseball Association, herein after referred to as the "Local League."

All references including rules, regulations, and operating manual to Cal Ripken / Babe Ruth, Trenton, New Jersey shall be referred to as the "National Organization Affiliation."

Article II- Objective

Section 1 The objective of the Local League shall be to instill upon the youth of the community the ideals of loyalty, honesty, courage, and respect for authority through good sportsmanship in the hopes of assisting the youth of the community in becoming good, decent, and trustworthy citizens.

Section 2 To achieve this objective the Local League shall provide a supervised program under the rules and regulations of the National Organization Affiliation. All Directors, officers, and members shall bear in mind that the attainment of exceptional athletic skill or winning of games is secondary and the molding of future citizens is of prime importance.

Section 3 In accordance with Section 501- (c) – 3 of the Federal Internal Revenue Code, the Local League shall operate exclusively as a non- profit educational and recreational organization providing a supervised program of competitive baseball games. No part of the net earnings shall benefit any private shareholder or individual; no substantial part of the activities shall be carrying on propaganda, or otherwise attempting to influence legislation; nor shall activities be participation or intervention in any political campaign on behalf of any candidate for public office.

Article III- Membership

Section 1: Eligibility

- (A) Any Merrimack resident interested in active participation to promote the objective of this Local League may become a member.

- (B) A member in good standing is a member who has been Active in the Local League and has not had their Membership suspended or terminated according to Article III Section 4.

Section 2: Classes:

There shall be the following classes of members

(A) **Player Member**

Any player member meeting the requirements of the Local League and the rules and regulations of the National Organization Affiliation, and who resides in the Town of Merrimack shall be eligible to compete for participation but shall have no rights, duties or obligations, in the management of in the property of the Local League. Exception: National Organization Affiliation rules that conflict shall take precedence.

(B) **Regular Member**

Any Merrimack resident, age 18 or older, actively interested in furthering the objectives of the Local League may become a regular member by application, through volunteering, being parent or legal guardian of a player member, and on acceptance, the secretary shall maintain the roll of membership to qualify voting members. Only regular members in good standing are eligible to vote at the annual meeting.

All officers, board members, committee members, managers, coaches, volunteers, volunteer umpires and other elected or appointed officials must be active Regular Members in good standing.

(C) **Honorary Member (non-voting)**

Any person may be elected as honorary member by majority vote of the Local League board of directors at any duly held meeting of the Local League board of directors but shall have no rights, duties, or obligations in the management or in the property of the Local League.

(D) **Sustaining Member (Non- Voting)**

Any person not a regular member who makes financial or other contributions to the local league may by majority vote of the board of directors become a sustaining member, but such person shall have no rights, duties or obligations in the management of the local league.

(E) As used hereinafter, the word "member" shall mean a regular member unless otherwise stated.

Section 3 Other Affiliations

- (A) Members, whether regular or player, shall not be required to be affiliated with another organization or group to qualify as members of the local league.
- (B) Regular members should not be actively engaged in the promotion and / or operation of any other baseball program outside Merrimack Youth Baseball (MYB) sanctioned programs.

Section 4 Suspensions or Termination

Membership may be terminated by resignation or by action of the Board of Directors

- (A) Conduct by any member classification deemed detrimental to the Local League or the National Organization Affiliation shall be subject to either suspension or termination.
- (B) Any member (s) involved in conduct deemed detrimental shall be notified by the Local Board and instructed to appear at the next scheduled meeting. Upon notification of the Local Board, the offending member (s) shall be informed of such action deemed detrimental. The member (s) shall have an opportunity to answer such charges to the conduct at the next scheduled meeting.
- (C) In the case of a player member, the manager of the team on which the player is a member shall be notified, and said manager shall notify the parents or legal guardian of said player member and appear at the meeting as set forth in Article III, Section 4 (b). Both the manager and parent / legal guardian shall attend the meeting as an advisor.
- (D) Upon conclusion of said meeting, The Board of Directors, shall by two-thirds (2/3) vote of the Board members present have the authority to suspend or terminate the member (s), regardless of classification, when the conduct of such person is considered detrimental to the Local Board or its National Organization Affiliation.
- (E) Any member classification may at his / her will resign their respected position without prejudice. Any resignation shall be final and until not less than the next annual meeting which would elect positions for the following term.

ARTICLE IV- Fees

Section 1: A reasonable local league participation fee may be assessed as a parent's obligation to assure the operational continuity of the local league.

At no time should payment of any fee be a prerequisite for participation in the local league program.

ARTICLE V- Meetings

Section 1 Annual Meeting

The annual meeting of the members of the local league shall be held in September each year for the purpose of electing a board of directors and members, receiving reports and for the transaction of such business as may properly come before the meeting.

Section 2 Notice of Meeting

Notice of each meeting of the members shall be posted or otherwise published to notify each member at least 10 days in advance thereof setting forth the place, time and purpose of the meeting, or in lieu thereof, notice may be given in such form as may be authorized by the local league board of directors, from time to time, at a regularly convened meeting.

Section 3 Special Meeting

Special meetings of the members may be called by the board of directors or by the secretary or president at their discretion. Upon the written request of 10 members, the president shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members.

Section 4 Quorum

The presence in person of 2/3 of the official position of the Local League Board of Directors shall be necessary to constitute a quorum. This shall allow the Board of Directors to conduct business.

Section 5 Voting

Only regular members shall be entitled to vote at any meeting of the local league. Each regular member shall be entitled to one vote in person.

Section 6 Proxies

No proxy votes are allowed.

Section 7 Rules of Order

Roberts Rules of Order shall govern the proceedings of all meetings, except where they conflict with the Constitution and by laws of the local league.

ARTICLE VI- BOARD OF DIRECTORS

Section 1 Board and Number

The management of the property and affairs of the local league shall be vested with the board of directors. The number of directors shall be not less than 5 no more than 15. The newly elected board of director's officers shall begin their term with the commencement of the next regular meeting of the board of directors after their election and shall continue in office until their successors shall have been duly elected and qualified.

Section 2 Annual election and Term of Office

At each annual meeting, the members shall determine the number of directors to be elected for the ensuing term and shall elect such number of directors. The number fixed may, within the limits prescribed by the foregoing Section 1, be increased at any regular or special meeting of the members, and if the number is increased, the additional directors may be elected at the meeting at which the increase is voted, or at any subsequent meeting.

The nominating committee shall present its slate of candidates who have accepted nominations for each office, at the annual meeting.

The chair at the annual meeting shall call for additional nominations from the floor for the offices to be filled. Nominations shall be closed when no more are forthcoming.

The nominating committee shall handle the election procedures, qualify voters, distribution and collect the ballots, tally them, and report the results.

Voting shall be by a single ballot for all offices. Each ballot shall be provided a number of blanks for write-ins for each office equal to the number of candidates to be elected for that office. In addition to the blanks, the names of the candidates presented by the

nominating committee may be preprinted on the ballot. Candidates nominated from the floor may also be added to preprinted ballot.

Candidates shall be elected based on plurality vote count (candidate (s) with the most votes win) A tie vote shall be resolved by a re-ballot for that office. After five re-ballots, the president shall declare a winner.

Beginning election year of 2009, the term of office shall be for 2 (two) years for the following positions: 1 (one) President, 1 (one) Vice President, 1 (one) Secretary, and 3 (three) Player Agents. These positions shall be up for nominations every 2 (two) years there after.

In the election year of 2010 the term of office shall be for 2 (two) years for the following positions: 3 (three) Vice Presidents, one of which shall be designated for the Babe Ruth level, 1 (one) Treasurer, and 5 (five) Player Agents. These positions shall be up for nominations every 2 (two) years there after.

Any member who had held an elected position for not less than twenty-four (24) consecutive months leading up to the next annual vote, and is a Merrimack resident, may be nominated for the position of president.

Section 3: Vacancies

If any vacancy occurs in the board of directors, by death, resignation or otherwise, it may be filled by a majority vote of the board of directors at any regular board meeting or special board meeting called for the purpose.

Section 4: Meetings and Notices

Regular meetings of the board of directors shall be held within 10 days following the annual election and on such days thereafter as shall be determined by the board. The president or the secretary may whenever either of them deems it advisable, and the secretary shall, at the request in writing of two-thirds (2/3) of the Directors, issue a call for a special meeting of the board of directors. Notice of each meeting shall be given by the secretary to each director either by mail at least 3 days before the time appointed for the meeting to the last recorded address of each director, or by telephone or personal notice twenty-four (24) hours preceding the meeting.

In case of special meeting of the board, such notice shall include the purpose of the meeting and no matter not so stated may be acted upon at the meeting.

Section 5: Duties and Powers

The board of directors shall have the power to appoint such standing committees and appointed positions as it shall determine appropriate, and to delegate such powers to them as the board shall advise and which it may properly delegate.

The board may adopt such rules and regulations for the conduct of its meetings and the management of the local league at it may deem proper.

The board shall have the power by a two-thirds (2/3) vote of a full board at any regular board meeting or special board meeting to discipline, suspend or remove any director or officer or committee member of the local league, for just cause, in accordance with the procedure set forth in Article III, Section 4 (A).

The board shall receive at the annual meeting of the members of the local league a report verified by the president and treasurer, or by a majority of the directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding, the date of the report and the manner of the acquisition: the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made, and the names and places of residence of the person who have been admitted to membership in the local league during the year, which report shall be filed with the records of the local league and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

ARTICLE VII- Repealed 2010

ARTICLE VIII- OTHER COMMITTEES

Section 1: Nominating Committee

The board of directors shall appoint a nominating committee consisting of three (3) directors and other appointed regular members at least 30 days prior to the annual meeting.

The committee shall investigate and consider eligible candidates and present at the annual meeting a slate of candidates for the board of directors.

The committee shall also present for consideration by the board of directors a slate of committee members.

Section 2: Membership Committee

The Board of Directors may appoint a membership committee consisting of three (3) directors and other appointed regular members.

The committee shall receive the names of prospective honorary, sustaining and regular members investigate for eligibility and recommend those qualified for election at the annual or any special meeting of the members of the Board of Directors as the case may be.

Section 3: Finance Committee

The Board of Directors may appoint a finance committee consisting of not less than three (3) no more than five (5) directors.

The treasurer shall be an ex-officio member of the committee.

The committee shall investigate ways and means of financing the local league including team sponsorships, and submit recommendations.

It shall be responsible for taking up collections at games, if such collections are authorized by the local league, and shall turn over said collections to the treasurer in a timely manner.

Section 4: Building, Property and Grounds Committee

The Board of Directors may appoint a building and property committee consisting of three (3) directors and other appointed regular members.

The committee shall investigate and recommend available suitable sites and plans for development, including ways and means, the latter in cooperation with the finance committee.

It shall be responsible for repair and improvement recommendations, other than normal maintenance, and supervise the performance of approved projects. It shall be responsible for the care and maintenance of the playing field (s), buildings, and grounds.

It shall operate within the amount appropriated in the approved budget for that purpose.

Section 5: Playing Equipment Committee

The Board of Directors may appoint a playing equipment committee, which shall secure bids on needed supplies or equipment and make recommendations for their purchase to the board.

The committee shall be responsible for the proper insurance of such supplies and equipment and for the repair, cleaning, and storage thereof at the close of the season.

Section 6: Managers Committee

The Board of Directors may appoint a managers committee consisting of three (3) or more directors.

The committee shall interview and investigate prospective managers and coaches, for all teams, and recommend acceptable candidates to the president for approval by the Board of Directors.

It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the president of the Local League.

It shall at the request of the president of the Board of Directors, investigate complaints concerning managers and coaches and make a report thereof to the president or Board of Directors as the case may be.

Section 7: Umpire Committee

The Board of Directors may appoint an umpire committee consisting of three (3) directors and other appointed regular members.

The Local League president shall be chairman of any such committee.

The committee shall recruit, interview and recommend to the Board for appointment a staff of umpires, including a chief umpire and replacements.

When appointed the staff of umpires shall be under the personal direction and responsibility of the Local League president and assisted by the chief umpire who shall train, observe and schedule the staff.

Section 8: District Committee

The Board of Directors may appoint a district committee consisting of the Local League president as chairman and two (2) other directors.

The committee shall assist the district administrator in inter-league district functions including the selection of members of the district administrator's advisory committee and the selection of tournament sites and area tournament directors.

Section 9: Auditing Committee

The Board of Directors shall appoint an auditing committee consisting of three (3) directors. The president, treasurer or signatories are not eligible.

The committee shall review the Local League's books and records annually prior to the annual meeting and attach a statement of their findings to the annual financial statement of the president and treasurer; or may, if directed by the Board of Directors secure the services of a certified public accountant to accomplish such review.

Note: The appointment of this committee shall be subject to MYA auditing requirements.

ARTICLE IX- OFFICERS, DUTIES AND POWERS

Section 1: Election

Immediately following the election at the annual meeting, the chair will receive the election results, and qualifying individuals elected shall be announced for the ensuing term.

Section 2: Officers

The officers of the Local League shall consist of a president, one or more vice presidents, a secretary, a treasurer and a player agent or agents, all of whom shall hold office for a term of office or until their successors are duly elected.

The Board of Directors may appoint such agents as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur of any agent.

Section 3: President

The president shall:

- (A) Conduct the affairs of the Local League and execute the policies established by the Board of Directors.
- (B) Present a report of the condition of the Local League at the annual meeting.
- (C) Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the Local League.

- (D) Be responsible for the conduct of the Local League in strict conformity to the policies, principles, rules and regulations of the National Organization Affiliation, as agreed to under the conditions of the charter issued to the local league by that organization.
- (E) Designate, in writing, other officers as necessary to have power to make and execute for, and in the name of the Local League such contracts and leases as may have received prior approval of the board.
- (F) Investigate complaints, irregularities and conditions detrimental to the Local League and report thereon to the board as circumstances warrant.
- (G) Countersign checks issued and signed by the treasurer
- (H) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.

Section 4: Vice President (s)

In cases of the absence or disability of the president, and provided he / she is authorized by the president or board, the vice president (s) shall perform the duties of the president (s) and when so acting, shall have all the powers of that office, and shall have such other duties as from time to time may be assigned by the Board of Directors or by the president (s). One (1) vice president shall be appointed annually as senior vice president by the Board of Directors at the first regular board meeting following the election. This person shall be the first to be authorized by the board in the absence or disability of the president to perform the duties of the president.

- (A) With the assistance of the player agent, examine the application and support proof-of-age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.
- (B) Act as president to countersign (when appointed by the board) all checks signed by the treasurer when the president is not available.

Section 5: Secretary

The secretary shall:

- (A) Have the responsibility for recording the activities of the Local League and maintain appropriate files, mailing lists and necessary records.

- (B) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of secretary or as may be assigned by the Board of Directors.
- (C) Maintain a list of all regular, sustaining and honorary members, directors and committee members and give notice of all meetings of the Local League, the Board of Directors and Committees.
- (D) Issue registration members to regular members
- (E) Prepare a permanent set of the minutes of the proceedings of the meetings of the members and the Board of Directors, and cause them to be recorded in a book kept for that purpose.
- (F) Conduct all correspondence not otherwise specifically delegated in connection with said meetings and be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- (G) Notify members, directors, officers and committee members of their election or appointment

Section 6: Treasurer

The treasurer shall:

- (A) Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the office of treasurer or may be assigned by the Board of Directors.
- (B) Receive all moneys and securities and deposit same in a depository approved by the Board of Directors.
- (C) Keep records for the receipt and disbursement of all moneys and securities of the Local League, approve all payments from allotted funds and draw checks.
- (D) Prepare an annual budget, under the direction of the president for submission to the Board of Directors at the annual meeting
- (E) Prepare an annual financial report, under the direction of the president, for submission to the Board of Directors at the annual meeting
- (F) Prepare and sign all checks for the president or vice president to countersign
- (G) Present a written financial statement at each board meeting

Section 7: Player Agent

The player agent shall:

- (A) Record all player transactions and maintain an accurate and up-to-date record thereof.
- (B) Receive and review applications for player candidates and assist the vice president (s) in checking residence and age eligibility.
- (C) Conduct the player auction or draft and all other player transaction or selection meetings.
- (D) Prepare the player agent list.
- (E) Prepare for the president's signature and submission to the National Organization Affiliation headquarters, team rosters, including players claimed, and the tournament team eligibility affidavit.
- (F) Notify Local League headquarters of any subsequent player replacements or trades.

ARTICLE X- MANAGERS, COACHES AND UMPIRES

Section 1

Team managers and coaches shall be appointed annually by the president and be approved by the Board of Directors. Managers shall be responsible for the selection of their teams and for their actions on the field. Regulation 1 (b)

Section 2

Umpires shall be appointed annually by the president, with the approval of the Board of Directors and the president shall be responsible for their assignments and for their actions of the field. Regulation 1 (b)

Section 3

While holding such office, the president shall not manage or coach or other wise umpire in any league. Vice presidents and player agents shall not manage, coach or umpire in their respective divisions. Any and all deviations must be approved by a majority of the Board of Directors.

ARTICLE XI- AFFILIATION

Section 1: Charter

The Local League shall annually apply for a charter from the National Organization Affiliation and shall do all things necessary to obtain and maintain such charter.

The Local League shall devote its entire energies to the activities authorized by such charter and it shall not be affiliated with any other program or organization or operate any other program.

Section 2: Rules and Regulation

The official playing rules and regulations as published by the National Organization Affiliation shall be binding on this local league.

Section 3: Local League Rules

The local rules of this Local League shall be adopted by the Board of Directors at a meeting to be held not less than one month prior to the first scheduled game of the season; but shall in no way conflict with the rules and regulations of the National Organization Affiliation.

ARTICLE XII- FINANCIAL AND ACCOUNTING

Section 1

The Board of Directors shall decide all matters pertaining to the finances of the Local League and it shall place all income in a common league treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

Section 2

The board shall not permit the contribution of funds or property to individual teams but shall solicit same for the common treasury of the local league, thereby discouraging favoritism among teams and endeavoring to equalize the benefits of the local league.

Section 3

The board shall not permit the solicitation of funds in the name of local league unless all of the funds so raised are placed in the local league treasury.

Section 4

The board shall not permit the disbursement of local league funds for other than the conduct of local league activities in accordance with the rules and policies of the National Organization Affiliation

Section 5

No director, officer or member of the local league shall receive, directly or indirectly any salary, compensation or emolument from the local league for services rendered as director, officer or member.

Section 6

All moneys received, shall be deposited to the credit of the local league (as required by MYA policy) in their approved accounts, and all disbursements shall be made by check. All checks shall be signed by the local league treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

Section 7

The fiscal year of the Local league shall begin on the first day of September and shall end on the last day of August.

Section 8: Distribution of Property upon Dissolution

Upon dissolution of the local league and after all outstanding debts and claims have been satisfied, the members shall distribute the property of the local league to such other organization or organizations which maintain an objective similar to that set forth herein, and which are or may be entitled to exemption under Section 501 (C) (3) of the Internal Revenue Code or any future corresponding provisions.

Section 9: Finance / Accounting

When procuring large dollar value items in excess of one thousand dollars (\$1000.00) said purchases shall go through a structured process to ensure that audit scrutiny can be successfully passed. The structured approach shall include the following.

- (A) Requests for bids shall be published and distributed to a minimum of three (3) vendors.
- (B) Selection criteria per procurement shall be identified prior to vendor selection.
- (C) Selection of vendor shall be documented including price, quality, availability and history of vendor and other pertinent factors.
- (D) The winning vendor offer procurement selected shall be documented on why they were selected and /or why others were not.

ARTICLE XIII- AMENDMENTS

This constitution and by-laws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the members provided notice of the proposed change is included in the notice of such meeting.

A draft of all proposed amendments shall be submitted to the National Organization Affiliation and Merrimack Youth Association Executive Board.