

CONSTITUTION/BYLAWS

OF

FARGO BABE RUTH LEAGUE, INC.

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Amended 10/18/09

Fargo Babe Ruth League, Inc.
Board of Directors

Bill Killoran
President

Jeff Fiechtner
Member

Bryan Duncan
First Vice President

Joel Swanson
Member

Kristi Ostendorf
Second Vice President

Donn Bryant
Member

Bill Williams
Secretary

Jerry Walsh
Member

Brad Booth
Treasurer

Brady Opheim
Member

Dennis Steiner
Member

Kent Christianson
Member

Tyler Tracy
Executive Director

Mari Jastram
Executive Directors Assistant

TABLE OF CONTENTS

| ARTICLE | TITLE |
|------------|------------------------------|
| I..... | NAME |
| II..... | OBJECTIVE |
| III..... | STATEMENT OF AFFILIATION |
| IV..... | SITES OF PRINCIPAL OPERATION |
| V..... | POWERS |
| VI..... | MEMBERSHIP |
| VII..... | MEMBER MEETINGS |
| VIII..... | BOARD OF DIRECTORS |
| IX..... | OFFICERS |
| X..... | MANAGERS / COACHES |
| XI..... | COMMITTEES |
| XII..... | FINANCIAL POLICIES |
| XIII..... | BOOKS AND RECORDS |
| XIV..... | FISCAL YEAR |
| XV..... | DUES |
| XVI..... | SEAL |
| XVII..... | WAIVER OF NOTICE |
| XVIII..... | AMENDMENTS |
| XIX..... | ORDER OF BUSINESS |
| XX..... | BOARD MEMBER BENEFITS |
| XXI..... | BOARD MEMBER ATTENDANCE |

ARTICLE-I

NAME

1. This organization shall be known as the **FARGO BABE RUTH LEAGUE, INC**, of North Dakota, herein referred to as the "Local League".
2. Boundaries of the Fargo Babe Ruth League shall include personnel primarily in the Fargo School District. The Local League shall consist of an American League and a National League.

ARTICLE-II

OBJECTIVE

1. The purpose for which this Corporation is organized is to develop and operate a baseball program in affiliation with Babe Ruth League, Inc., a New Jersey Corporation, with and pursuant to the principles, rules, and regulations enunciated by said Babe Ruth League, Inc., in conjunction with such purposes.
2. The objective of the local league shall be to implant firmly in the youths of the community the ideals of good sportsmanship, honesty, loyalty, courage and reverence, so that they may be adjusted, stronger, and happier youths and will grow to be good, clean, healthy and trustworthy adults.
3. The objective will be achieved by providing supervised competitive baseball games. The supervisors shall bear in mind that the modeling of future adults is of primary importance and attainment of exceptional athletic skill or the winning of games is secondary.

ARTICLE-III

STATEMENT OF AFFILIATION

This league, Fargo Babe Ruth Inc., shall be affiliated with Babe Ruth League Inc., a New Jersey Corporation, and shall be governed by, and shall comply with the principles, rules and regulations enunciated and decreed by Babe Ruth League, Inc., a New Jersey Corporation.

ARTICLE-IV

SITES OF PRINCIPAL OPERATIONS

The principal operations of this league shall be in and about the city of Fargo, County of Cass, and State of North Dakota, but may extend into such areas as provided for by the State, Regional, and National Headquarters rules and regulations.

ARTICLE-V

POWERS

This league shall have the following powers in addition to the powers expressly or implicitly conferred on it by law.

1. To make and enforce rules and regulations to govern itself on a local basis, but consistent with and not contrary to any rules and regulations promulgated by Babe Ruth League, Inc., a New Jersey Corporation, or by the Regional, or State echelons of Babe Ruth League, Inc., to which this league is subject.
2. Such other powers as the league seeks to include in its constitution, such as the power to solicit contributions, enter into contracts, hold and own property etc.

ARTICLE-VI

MEMBERSHIP

1. Any youth meeting the requirements as to age set forth in the regulations of Babe Ruth Baseball Inc., and as to residence as set forth in Article I(b) above and including youth living in a surrounding area in North Dakota without a Babe Ruth sanctioned league, shall be eligible for participation in the Fargo Babe Ruth League.
2. Active Members include the Board of Directors, the parents or those standing in loco parentis of the player members, and individuals with prior continuous involvement for two or more years.
3. Player Members are the members of all league teams, of both divisions.
4. Any youth or adult having active interest in assisting in the operation of the local league may be invited by the board to become an active member.
5. Active and Player Members shall perform any reasonable service required or requested of them.
6. The Board of Directors, by a two-thirds vote at any duly constituted meeting, shall have the authority to suspend any member of the league whose conduct is considered as detrimental to the best interest of the league. Procedures for reinstatement of a suspended member will be by the suspended member delivering to all the Board Members a written request for reinstatement ten days prior to the next scheduled board meeting. Reinstatement will also take a two-thirds majority vote of the board at that meeting.

ARTICLE-VII

MEMBER MEETINGS

1. ANNUAL MEETING: The annual meeting of the members shall be held in Fargo, North Dakota in the month of August in each year. The purpose of the meeting shall be to elect directors and to conduct any other business that may come before the meeting. Roberts Rules of Order shall govern the proceedings of all meetings.
2. NOTICE OF MEETINGS: Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally, by mail, or through our web mail, to each member entitled to vote at such meeting, not less than ten nor more than 30 days before the date of such meeting, by or at the direction of the President, or any board member.
3. SPECIAL MEETINGS: Special meetings of the members may be called by the President at any time, or upon written request of at least five members of the Board of Directors. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.
4. QUORUM: The members holding ten percent of the votes to be cast at any meeting shall constitute a quorum.
5. There will be **NO SMOKING OR ALCOHOLIC BEVERAGES** at any Babe Ruth meetings.

ARTICLE-VIII

BOARD OF DIRECTORS

1. **GENERAL POWERS**: The affairs of the Local League shall be managed by its Board of Directors. Directors will be residents of North Dakota or members of the corporation. The Board of Directors shall have the power to adopt such rules and regulations for the conduct of its meetings and the management of the league as it may deem proper, as prescribed by Roberts Rules of Order.

2. **NUMBER, TENURE, AND QUALIFICATIONS**: The number of Directors shall be twelve. 9 of these members will be elected at-large; the additional 3 members shall be representatives of the baseball programs of the high schools within our operating boundaries. If a high school program does not provide a representative, the board shall operationally be 9 plus the total number of representatives from the high schools. (i.e. If there are only 2 representatives, then the board is functionally an 11 member board) Each director shall hold office for a three year term, such terms to be staggered among directors, and each director shall hold office until the annual meeting of members and until a successor shall has been elected and qualified.

3. **REGULAR MEETINGS**: A regular annual meeting of the Board of Directors to elect new officers shall be held within 30 days of the Member Annual Meeting. Regular meetings of the Board of Directors shall be held at the discretion of the President.

4. **SPECIAL MEETINGS**: Special meetings of the Board of Directors may be called by or at the request of the President or any five directors. In the case of a special meeting, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

5. **NOTICE**: Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice delivered personally or sent by mail or by phone to each director at his address as shown by the records of the corporation.

6. **QUORUM**: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board.

7. **MANNER OF ACTING**: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is required by law or by these bylaws.

8. **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 Board of Directors. A director to fill a vacancy shall be elected for the unexpired term of predecessor in office.

ARTICLE-IX

OFFICERS

1. OFFICERS: The officers of the Local League shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, and the League Commissioners. The board 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 officers have the authority and perform the duties prescribed from time to time by the board.

- a. At a meeting not later than one month after the Annual Meeting, a majority of the Board of Directors will convene for election of officers. All officers shall be elected for two year terms and are eligible for reelection.

2. PRESIDENT: This position shall be elected for a term of two years by the Board of Directors at the regular annual meeting of the Board of Directors and shall be elected every even year. The President shall preside at the league meetings and assume full responsibility for the operation of the local league. This person is the chairperson of the audit committee, and protest committee, receives mail and other communications from Babe Ruth Headquarters, and sees to it that the league personnel are properly briefed on all phases of rules, regulations and policies of Babe Ruth Baseball.

3. FIRST VICE PRESIDENT: This position shall be elected for a term of two years by the Board of Directors at the regular annual meeting of the Board of Directors and shall be elected every odd year. In the absence of the President, the First Vice President shall preside at the league meetings and shall have the powers of the President and shall perform the duties thereof. In the event of the Office of the President is vacated, the First Vice President shall call and preside at a special meeting for the nomination and election of a successor. The First Vice President shall supervise the administration and operation of the league, and assist the President with the annual audit of leagues financial records. This person shall also be responsible for the preparation of the leagues annual summary of operations and shall assist the Secretary and Treasurer in the preparation of said report.

4. SECOND VICE PRESIDENT: This position shall be elected for a term of two years by the Board of Directors at the regular annual meeting of the Board of Directors and shall be elected every even year. In the absence of the 1st Vice President, the Second Vice President shall preside at the league meetings and shall preside in the absence of the President and First Vice President and shall perform the duties of the President. In the event the offices of President and First Vice President are vacated, this person shall call and preside at a special meeting to nominate and elect the successors. The Second Vice President shall assist the President and First Vice President with the annual audit of the league's financial records.

5. SECRETARY: This position shall be elected for a term of two years by the Board of Directors at the regular annual meeting of the Board of Directors and shall be elected every **odd** year. The duties of this position are:

Section 5.01 to keep minutes of all of the proceedings and record the same,

Section 5.02 to give notice of all meetings to board members and coaches,

Section 5.03 to type and mail correspondence as directed by the President, and

Section 5.04 assist the First Vice President with the preparation and distribution of leagues annual summary of operations.

6. TREASURER: This position shall be elected for a term of two years by the Board of Directors at the regular annual meeting of the Board of Directors and shall be elected every **odd** year. The duties are to sign checks, dispense league funds as approved by the Board of Directors, report on the status of the league funds, keep local league books and financial records, prepare budgets and assume responsibility for all local league finances. This person shall make out an annual report of receipts and disbursements, including inventory property owned by the league, amount and nature of property acquired during the year immediately preceding the date of the report, and manner of acquisition, amounts applied to said property, appropriated or expended, and in general, a financial status of the organization.

7. LEAGUE COMMISSIONERS: There will be seven (7) League Commissioners as follows:

Cal Ripken League

- a. 8 Year Old League – 1 commissioner
- b. 9 Year Old League – 1 commissioner
- c. 10 Year Old League - 1 commissioner
- d. 11 Year Old League - 1 commissioner
- e. 12 Year Old League - 1 commissioner

Babe Ruth League

- a. 13 Year Old League - 1 commissioner
- b. 14 & 15 Year Old League - 1 commissioner
- c. 16-18 Year Old League- 1 commissioner

These positions shall be appointed for a one year term by the Board of Directors at a regular meeting of the Board of Directors. Duties of these positions will consist of administering all league activities through the Board of Directors, and any duties assigned by the League President. Commissioners are also responsible for receiving all grievances and personnel concerns connected with local teams.

ARTICLE-X
MANAGERS / COACHES
TEAM ASSEMBLY

1. Managers/Coaches of competitive teams shall be selected annually and approved by the Board of Directors with a two thirds majority vote. All managers are responsible for their actions and those of their coaches and players on the field.
2. Managers may only have two coaches on their team at any given time.
3. All managers are to pass a local background check and certification through the National Babe Ruth Organization to be completed before practices or games may begin.
4. Cal Ripken teams 8-9 years will be assembled via the Fargo Babe Ruth office. The following apply when assembling a team: Coach and coaches' child, sponsor requested, twin siblings, school and neighborhood. Due to the size of a division, all aspects of team assembling may not apply. Players with a parent as a coach are guaranteed. Twins and/or brothers/sisters who are in the same division will be guaranteed placement on the same team. If there is a request to separate two players, Fargo Babe Ruth will honor this request over a request to play two players together.
5. Cal Ripken teams 10-12 years will be assembled via a draft day. Players with a parent as a coach are guaranteed. Twin and/or brothers/sisters who are in the same division will be guaranteed placement on the same team. If it is requested to separate two players, Fargo Babe Ruth will honor this request over a request to play two players together
6. Babe Ruth teams 13-18 will be assembled via a draft day. Players with a parent as a coach are guaranteed. Twin and/or brothers/sisters who are in the same division will be guaranteed placement on the same team. If it is requested to separate two players, Fargo Babe Ruth will honor this request over a request to play two players together

ARTICLE-XI

COMMITTEES

All committees shall be appointed by the President of the league, subject to a majority vote of the Board of Directors. The chairpersons of these committees will be appointed by the League President. The League President shall have authority to establish other committees, with the consent and approval of the Board of Directors, as may be necessary for the proper conduct of Local League special functions or normal course of operations.

1. FACILITIES COMMITTEE: This committee procures the necessary fields for local league teams. Close coordination with the Fargo Park Board is strongly urged. This committee arranges for necessary upkeep and maintenance of the fields. Confirmation of the availability of playing fields for the current season should be made to the Board of Directors no later than the March regular meeting.
2. EXECUTIVE COMMITTEE: The Executive Committee is responsible for the annual performance review of the Executive Director and review of salary. This committee is composed of the President, First Vice President and Second Vice President.
3. EQUIPMENT COMMITTEE: This committee is responsible for the administration of all equipment used in the operation of the local league. This committee shall arrange for inventory of all equipment at the end of each season. Based on the usable equipment on hand after completion of this inventory, the committee shall make a study of the equipment needed for the following season. This estimate shall be submitted to the Board of Directors for approval. Recommendations for purchase or replacement of equipment should be made by the committee no later than the February regular meeting.
4. PROTEST COMMITTEE: To be composed of the President, First Vice President and Second Vice President and Divisional Commissioner affected. Final decision of protest shall be decided by the League President and his appointed committee, provided the decision does not violate official baseball rules or Babe Ruth Rules and regulations.
5. AUDIT COMMITTEE: Will be composed of the President, First Vice President, and Second Vice President. Purpose of committee is to review and audit the financial transactions of the previous year. Make an annual report to the Board of Directors in December of each year. Insure that a formal audit is completed by a certified accountant each year.
6. DISCIPLINE COMMITTEE: This committee will consist of the Executive Committee (or a committee appointed by the league president) and the affected League Commissioner. Purpose of this committee is to investigate and gather information on a formal complaint of an infraction by a manager/coach, player or any persons associated with Fargo Babe Ruth which shows to be detrimental of the League. Written complaints may be submitted to a Board Member, Executive Director or League Commissioner. This committee, based on the findings of its investigation, will forward to the League President and First Vice President its recommendations of discipline. This action will conclude within 72 hours of receipt of the complaint.

7. TRI-CITY COMMITTEE: This committee will be held by one or more board of directors including the President and second Vice President. The committee shall appear at all Tri-City gatherings. The committee will see that all suggestions from participating cities in our league are taken and considered for a well run league as a whole.

ARTICLE-XII

FINANCIAL POLICIES

1. The Board of Directors shall decide all matters pertaining to the finances of the league and it shall place all income in the common league treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over the others to equipment, etc.
2. The Board of Directors shall not permit the contribution of funds, equipment, or awards to individuals or teams and shall solicit funds for the common treasury of the league. The above regulation is to discourage favoritism among teams and to endeavor to equalize the benefits of the league.
3. **CHECKS, DRAFTS:** All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation above the amount of five hundred dollars (\$500.00), will be signed by the League Treasurer **AND** one of the following individuals, League President, First Vice President or Second Vice President. All other checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation will be signed by one (1) of the aforementioned individuals.
4. **DEPOSITS:** All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the board may select.
5. **GIFTS:** The board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose for any special purpose of the corporation.

ARTICLE-XIII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceeding of its members, Board of Directors, and committees having any of the authority of the board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitles to vote.

This fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE-XV

DUES

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members. The time of payment of dues shall be determined by the board.

ARTICLE-XVI

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and words "Corporate Seal" and "North Dakota".

ARTICLE-XVII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of North Dakota or under the provisions of the Articles of Incorporation or the Bylaws/Constitution of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE-XVIII

AMENDMENTS TO BYLAWS/CONSTITUTION

These Bylaws/constitution may be altered, amended or repealed and new ones may be adopted by a two-thirds majority vote of the Board of Directors at any regular meeting or at any special meeting, if at least ten days written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws/Constitution at such meeting.

ARTICLE-XIX

ORDER OF BUSINESS

1. Call to Order, by the President
2. Roll Call, by the Secretary
3. Reading of the minutes of the previous meeting, by the Secretary
4. Executive Director's Report
5. Treasurers Report
6. Reports of Committees
7. Unfinished Business
8. New Business
9. Review Board Meeting
10. Adjournment

ARTICLE-XX

BOARD MEMBER BENEFITS

Board members shall receive, as their only compensation for serving, exemption from regular and travel league fees for their immediate dependents. No provision for compensation is made for board members without dependents in the Fargo Babe Ruth program

ARTICLE-XXI

Board Member Attendance

Any Board member missing 2 consecutive meetings can be removed by a 2/3 vote of the current members unless a valid absence is provided in advance. Valid absences include: illness, family commitment and/or work commitment. Board members shall provide advance notice to the Executive Director and/or League President.