

**ARTICLES OF ORGANIZATION AND BYLAWS OF
THE BOBCATS BASEBALL SOFTBALL CLUB**

Revised and Adopted, September 10, 2019

ARTICLE I

NAME

This Association shall be known as the Bobcats Baseball Softball Club (hereinafter referred to as club and/or organization).

ARTICLE II

PURPOSE

SECTION 1: The purpose of the BOBCATS BASEBALL SOFTBALL CLUB shall be to provide physical and recreational activities for youth, by promoting and administering the games of baseball and softball within the Beaver Area School District.

SECTION 2: The BOBCATS BASEBALL SOFTBALL CLUB is organized exclusively to provide nonprofit, public, educational baseball, softball and tee-ball instruction and competition and includes, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (IRC) (or corresponding section of any future federal tax code).

No part of the net earnings of the BOBCATS BASEBALL SOFTBALL CLUB shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons. The BOBCATS BASEBALL SOFTBALL CLUB shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and compensation for services rendered and to make distributions in furtherance of IRC Section 501(c)(3) purposes. No substantial part of the activities of the BOBCATS BASEBALL SOFTBALL CLUB shall be the carrying on of propaganda or otherwise attempting to influence legislation and the BOBCATS BASEBALL SOFTBALL CLUB shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. THE BOBCATS BASEBALL SOFTBALL CLUB shall maintain its tax-exempt status under the IRC of 1986 or as it may be amended.

Notwithstanding any other provision of these Articles and Bylaws, the BOBCATS BASEBALL SOFTBALL CLUB shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (IRC) (or corresponding section of any future federal tax code) or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (IRC) (or corresponding section of any future federal tax code).

ARTICLE III MEMBERSHIP

SECTION 1: A General Member is anyone who is interested in the purpose of the organization and is willing to subscribe to its guidelines and Little League and Softball Official Regulations.

SECTION 2: A Voting Member is any General Member that is the parent or legal guardian of any child officially registered and participating in the current season, or in the event of an off-season vote, had a child registered and participating during the previous season, and/or is an officer or a Board approved coach. **Members must attend three meetings in the prior twelve months in order to be eligible to vote.**

SECTION 3: Each such adult member accepted for membership and otherwise in good standing shall be entitled to voting rights at any general or special meetings of the membership of THE BOBCATS BASEBALL SOFTBALL CLUB as provided herein, provided that they have attended three THE BOBCATS BASEBALL SOFTBALL CLUB meetings in the previous twelve months. Each eligible parent/guardian (i.e. mother and father or legal guardian for mother/father) shall have I vote each in voting matters.

SECTION 4: The acceptance of membership obligates the member to comply with the provisions of these Articles and Bylaws and any Rules and Regulations of the BOBCATS BASEBALL SOFTBALL CLUB as they shall be promulgated.

ARTICLE IV OFFICERS

SECTION 1: The officers of the BOBCATS BASEBALL SOFTBALL CLUB shall be a President, Vice President, Secretary, Treasurer, Baseball Commissioner, TeeBall Commissioner, Softball Commissioner, Fundraising Coordinator and Field / Maintenance Coordinator.

These officers shall perform the duties prescribed by these Articles and Bylaws and the parliamentary authority adopted by the BOBCATS BASEBALL SOFTBALL CLUB. More specifically, the duties and responsibilities of each officer are as follows:

President:

Prepares meeting agendas, presides over meeting, and responsible for the general operation of the BOBCATS BASEBALL SOFTBALL CLUB. He/she shall, with the Treasurer, sign all written contracts or other financial obligations of the club which are authorized by the governing board.

Vice President:

In the event that the President cannot perform his/her duties and responsibilities then the Vice President shall act in the capacity of the President. Responsible for ordering and distributing player awards to be presented at the conclusion of each season, and securing photographer for annual pictures and coordinating player pictures. Provides consultation and assistance to the President as needed.

Secretary:

Acts as the historian of the BOBCATS BASEBALL SOFTBALL CLUB. Responsible for recording and preparing meeting minutes, maintaining a record of all organization documents including but not limited to meeting minutes, By Laws, insurance certificates and documents, official correspondence, committee reports, etc. Responsible for coordinating information to be placed on the BOBCATS BASEBALL SOFTBALL CLUB website, and communication with the BOBCATS BASEBALL SOFTBALL CLUB members (via US Postal or electronically) at the direction of the President or Executive Board.

In the absence of both the President and Vice President, the Secretary shall perform the duties of the President.

Treasurer:

Responsible for all financial matters including but not limited to: preparation of the annual budget, payment of invoices as authorized by the Executive Board, preparation of refund requests, maintenance of bank records and receipts, investment of funds as authorized by the Board and deposits. The Treasurer shall maintain the books of the organization in a current and accurate manner, keeping the books open at all times for inspection by the Board. The Treasurer shall make a financial report at all club meetings. In the absence of the President, Vice President and Secretary, the Treasurer shall perform the duties of the President.

Commissioners:

Responsible for reporting the present situation of their respective leagues to the Board. He/she is responsible for all practice and game scheduling, distribution and collection of equipment and proposes equipment needs to the Board. This officer will nominate qualified coaches to lead the teams (EXCEPTION: All County League coaches will be voted on by the entire Board).

These duties and responsibilities of the BOBCATS BASEBALL SOFTBALL CLUB officers are subject to change or modification by action of the BOBCATS BASEBALL SOFTBALL CLUB Board of Directors.

ARTICLE V
ELECTION OF OFFICERS

SECTION 1: All nominations for officers will be made at the October General Membership meeting. Nominations can be made by any voting member of the club. A second to this nomination from another voting member is required.

SECTION 2: Elections will be held during the October meeting, immediately following nominations. The president or vice president will conduct a verbal vote. The Secretary will record the totals. In the case of multiple candidates, the candidate with the most votes wins. Ties will be broken by the president, or if the president is involved, the vice president will break ties. Any member of the committee who is running for a board position is not permitted to be involved in the election activities.

SECTION 3: Newly elected board members from the October meeting will begin their term during the next General Membership meeting. This meeting will be the second Tuesday in November.

SECTION 4: No BOBCATS BASEBALL SOFTBALL CLUB member shall hold more than one office at the same time.

ARTICLE VI **BOARD OF DIRECTORS**

SECTION 1: The Board shall consist of the President, Vice President, Secretary, Treasurer, Baseball Commissioner, Softball Commissioner, TeeBall Commissioner, Fundraising Coordinator and Field / Maintenance Coordinator. Directors shall serve for a term of two (2) years from November to October of the following year

SECTION 2: A meeting of the Board of Directors may be held at any time. In order to take action on any item, a meeting of the Board must include either the President or Vice-President, in addition to four of the eight remaining elected officers to achieve a quorum of five. Board may only be called by the President or at the request of a majority of the Board of Directors.

SECTION 3: The Board may authorize actions on behalf of the BOBCATS BASEBALL SOFTBALL CLUB. However, the Board shall make a full report of all of its actions/decisions at the next regular membership meeting of the BOBCATS BASEBALL SOFTBALL CLUB.

SECTION 4: In the event of a matter deemed emergent by the President, members of the Board may take action on any matter by virtue of telephonic or electronic communication as long as a quorum of said Board participates on that item. Any such action must be ratified by the Board at its next scheduled meeting.

SECTION 5: The governing of the BOBCATS BASEBALL SOFTBALL CLUB, with the authority set out herein, shall be vested in a Board Of Directors in accordance with the provisions of Section 501(c)(3) of the IRC.

SECTION 6: The Board of Directors shall have general supervision of the affairs of the BOBCATS BASEBALL SOFTBALL CLUB, fix hours and places of meetings, and supervise all activities in accordance with these Articles and By Laws.

SECTION 7: Any member of the Board of Directors may be removed from office and relieved of all duties by two-thirds (2/3's) vote of the membership present at any general or special meeting of the THE BOBCATS BASEBALL SOFTBALL CLUB, provided that notice of the proposed removal is given to the President in order that notice may be given in the call of the meeting.

ARTICLE VII **DUTIES OF THE BOARD OF DIRECTORS**

SECTION 1: All officers, directors and commissioners will relinquish all records pertaining to said office or committee to the newly elected President, or as directed, not later than two (2) weeks after the

annual election.

SECTION 2: The board shall have general supervision of the organization. The board shall determine policy and guidelines, adopt budgets, approve expenditures, etc., to operate the organization as needed. All results will be explained to the general membership during the monthly General Membership meetings.

SECTION 3: Proposed changes to any guideline, policy, budget or expenditures must be presented in writing and signed by the proponent thereof, and a majority vote by the Board of Directors is needed for any change.

SECTION 4: Any board member who misses four (4) meetings, either Board or General Membership meetings, during the current BOBCATS BASEBALL SOFTBALL CLUB year, would go on probation, and if that person would miss another meeting, he/she would remove himself/herself from the Board of Directors. Any board member who cannot attend a scheduled meeting should notify the Secretary in advance.

SECTION 5: All board members must support all BOBCATS BASEBALL SOFTBALL CLUB decisions and scheduled events during their term of office. Any violations could cause suspension or expulsion from the organization.

ARTICLE VIII **RESIGNATION/VACANCIES**

SECTION 1: A resignation from Officers and Directors shall be sent to the Secretary, in writing, who shall refer it to the remaining Board of Directors for action.

SECTION 2: Any vacancies occurring on the Board shall be filled by appointment of the Board of Directors by a two-third (2/3's) majority vote of the Board. Appointees to vacancies shall serve out the un-expired term of that position to September's membership meeting.

ARTICLE IX **MEETINGS**

SECTION 1: Unless otherwise ordered by the Board of Directors, the BOBCATS BASEBALL SOFTBALL CLUB shall hold regular monthly meetings. Regular meeting dates and locations will be set by the President. There must be a quorum of 5 Board members present at a meeting to vote on any official actions or issue.

SECTION 2: The regular schedule is to hold the General Membership meetings on the second Tuesday of each month.

SECTION 3: Special meetings of the Board of Directors can be called by the President and shall be called upon written request of three (5) members of the Board. The President (or Vice President in the absence of the President) shall conduct the meetings of the Board of Directors and shall receive requests for special meetings. The purpose of any Special Meeting must be stated in the call. Except

in cases of emergency (as determined by the President), at least seven (7) days written notice shall be given. The Secretary shall notify each Board member in due time of such meeting.

ARTICLE X **GOVERNMENT**

SECTION 1: The BOBCATS BASEBALL SOFTBALL CLUB shall be governed by these Articles and Bylaws, and by any Rules or Regulations properly adopted by the Board of Directors.

SECTION 2: The rules contained in the current edition of "Roberts Rules of Order Newly Revised" shall govern the BOBCATS BASEBALL SOFTBALL CLUB in all cases to which they are applicable and not otherwise inconsistent with the aforementioned Articles and Bylaws and any Rules or Regulations properly adopted by the Board of Directors.

SECTION 3: The passage of a motion requires the majority vote of the board.

ARTICLE XI **FINANCES**

SECTION 1: The BOBCATS BASEBALL SOFTBALL CLUB shall have a fiscal year beginning on January 1 and ending on December 31 of that calendar year. The BOBCATS BASEBALL SOFTBALL CLUB shall distribute its income for each fiscal year at such time and in such manner so as not to become subject to tax on the undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (26 USC §4942) or corresponding provisions of any subsequent Federal Tax Law.

SECTION 2: Membership dues and other funds which accrue to the BOBCATS BASEBALL SOFTBALL CLUB for use in furthering the aims or purposes of this voluntary organization shall be controlled, disbursed and accounted for in a manner proposed by the Board.

SECTION 3: The Board of Directors shall approve an annual Budget no later than February 1st of each fiscal year. All expenditures must be made from proper appropriations as set forth in the annual Budget unless a re-appropriation is authorized by the Board. The Board must approve all budgeted expenditures exceeding 10% of the budget item appearing in the approved annual budget and any non-budgeted item in excess of \$2500 by a 5/9th majority of the Board. All non-budgeted items less than \$2500 may be approved by the President with consultation with the Vice President and Treasurer.

SECTION 4: Upon dissolution of the BOBCATS BASEBALL SOFTBALL CLUB, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Disposition of assets of the BOBCATS BASEBALL SOFTBALL CLUB in the event of dissolution of the organization shall be

determined by the Board.

SECTION 5: The BOBCATS BASEBALL SOFTBALL CLUB shall not: (1) engage in acts of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954; (2) retain any excess business holdings as defined in Section 4943(d) of the Internal Revenue Code of 1954; (3) make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954; or (4) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954. These prohibitions shall refer to any corresponding provision of any future federal tax code.

ARTICLE XII Appointed Positions

SECTION 1: The Board of Directors shall appoint the following league commissioner positions each November for one (1) year terms: Colt/Legion Commissioner, Pony Commissioner, Little League Commissioner, Minor League Commissioner, Coach Pitch Commissioner, Softball Commissioner 8u/10u, Softball Commissioner 12u-16u, TeeBall Commissioner.

SECTION 2: The appointed league commissioner positions CAN BE HELD BY A PERSON CURRENTLY SERVING ON THE BOARD OF DIRECTORS.

SECTION 3: Responsibilities of league commissioner are as follows:

- Responsible for reporting the present situation of their respective leagues to the Board.
- All practice and game scheduling
- Distribution and collection of equipment and proposes equipment needs to the Board.
- This officer will nominate qualified coaches to lead the teams.
- Organizing all star teams and nominating coaches
- Promoting and organizing summer all star tournaments

ARTICLE XIII COACHES

SECTION 1: All County League coaches will be voted on by the board members at a previously announced spring meeting. Anyone interest in coaching the baseball, teeball or softball teams must submit a letter of intent at the time of league registration. This process will be done each year.

SECTION 2: All in-house coaches will be selected by the commissioners of their respective leagues, with the consultation and consent of the board. The commissioners will bring any coaching problems to

the board, and a solution to the problem must be passed by a majority vote.

SECTION 3: All tournament or travelling team coaches must also be approved by a majority of the entire board. Anyone interested in coaching one of these teams must also submit a letter of intent at or prior to the June meeting. Tournament coaches will be elected at or prior to the June meeting. A special vote will be scheduled in the case of a travelling team.

ARTICLE XIV **LEAGUE RULES**

SECTION 1: For Legion, Colt, Pony and Fastpitch Softball, County League rules apply.

SECTION 2: For all in-house leagues, head coaches and commissioners will decide on any rules that are different from the standard Little League or Fastpitch Rules. The commissioners are responsible for printing these modifications and delivering them to the coaches and umpires.

ARTICLE XV **PLAYER DRAFT**

SECTION 1: All draft procedures are held in conformance with rules set forth by the applicable league. For instance, softball draft rules will follow rules set forth by Beaver County Fast Pitch Softball League. For Coach Pitch, Minor and Little Leagues, our in-house rules apply. Those rules are to always be posted on website.

SECTION 2: A Head Coach may choose 1 (one) Assistant Coach prior to the draft. The remaining Assistant coaches should not be chosen until after the draft. The relatives of any assistant coaches chosen before the draft are not necessarily on their team.

SECTION 3: It is not necessary for T-Ball to hold a try-out or player draft.

ARTICLE XVI **INDEMNIFICATION**

SECTION 1: The Board of Directors and their respective officers in their capacity as officer, members and volunteers of the BOBCATS BASEBALL SOFTBALL CLUB and in their individual capacity:

1. Shall not be liable for the failure of any service to be obtained or rendered by the BOBCATS BASEBALL SOFTBALL CLUB or for any injury or damage to persons or property resulting from any cause associated with the functions of the BOBCATS BASEBALL SOFTBALL CLUB as herein set forth unless in each such instance such injury or damage has been caused by the willful misconduct or gross negligence of the BOBCATS BASEBALL SOFTBALL CLUB.
2. Shall not be liable as a result of the performance of their duties for

- any mistake of judgment, negligent or otherwise, except for their own willful misconduct or gross negligence.
3. Shall have no personal liability to any person or entity under any agreement, check, contract, deed, lease, mortgage, instrument or transaction entered into by them on behalf of the BOBCATS BASEBALL SOFTBALL CLUB in the performance of the BOBCATS BASEBALL SOFTBALL CLUB duties.
 4. Shall not be liable for loss or damage caused by theft of or damage to personal property relative to any the BOBCATS BASEBALL SOFTBALL CLUB function.
 5. Shall have no personal liability in tort arising out of the use, misuse or condition of any building, premises, field, equipment, personal or real property, direct or imputed, by virtue of acts performed by or for them, except for their own willful misconduct or gross negligence in the performance of their duties.

SECTION 2: Each member of the Board of Directors in his/her capacity as a Board member, officer, or both, shall be indemnified and held harmless by the BOBCATS BASEBALL SOFTBALL CLUB against all expenses and liabilities including attorneys' fees reasonably incurred by or imposed upon him/her in connection with any proceedings in which he/she may become involved by reason of his/her being or having been a member and/or officer of the Board, or any settlement of any such proceeding, whether or not he/she is a Board member, officer, or both at the time such expenses are incurred, except in such cases wherein such Board member, officer, or both is adjudged liable of willful misconduct or gross negligence in the performance of his/her duties; provided that, in the event of a settlement, this indemnification shall apply only if and when the Board of Directors, as the case may be, (with the affected member abstaining) approves such settlement and reimbursement as being in the best interests of the organization; and provided further that indemnification hereunder with respect to any criminal action or proceeding is permitted only if such Board member and/or officer had no reasonable cause to believe his/her conduct was unlawful. The indemnification set forth in this Section shall be paid by the BOBCATS BASEBALL SOFTBALL CLUB on behalf of the Board member and/or officer.

SECTION 3: Complaints brought against the BOBCATS BASEBALL SOFTBALL CLUB, the Board of Directors or the members, officers, coaches employees, agents, servants and volunteers of THE BOBCATS BASEBALL SOFTBALL CLUB in their respective capacities as such, shall be directed to the Board for prompt response and, if necessary, defense. The members of the BOBCATS BASEBALL SOFTBALL CLUB shall no right to participate or intervene in such defense except through the Board of Directors.

SECTION 4: The Board of Directors is hereby authorized to obtain insurance to satisfy this indemnification obligation to the extent reasonably available.

ARTICLE XVII **AMENDMENTS**

The Articles of Organization and By-Laws may be amended from time to time or repealed, in whole or in part, by a two- thirds (2/3's) vote of the membership present at any duly

called meeting of the BOBCATS BASEBALL SOFTBALL CLUB provided a quorum is present. Proposals for amendments or repeal must be made in writing and submitted to the Secretary so as to allow thirty (30) days written notice to all members prior to consideration of such proposals at any meeting.

ARTICLE XVIII
REPEALER

All prior By-Laws and/or Articles of the BOBCATS BASEBALL SOFTBALL CLUB are hereby repealed and replaced in their entirety by these Articles of Organization and By-Laws.

The undersigned officers of the Brighton Township Baseball/Softball Club do hereby adopt approve and certify these Articles of Organization and By-Laws on September 10, 2019.

Jason Bumblis, President

James Luckey, Vice President

Christopher Hamilton, Treasurer

Kris Colatriano, Secretary