

**SPEARFISH AMERICAN LEGION BASEBALL, INC.**  
**DBA: Spearfish Baseball Association (SBA)**

***2024 AMENDED AND RESTATED BY-LAWS***

**ARTICLE I.**

**OFFICES OF THE CORPORATION**

A place where the principal business of the corporation shall be transacted and the location of its business office is 540 Heritage Drive, Spearfish, South Dakota, 57783.

**ARTICLE II.**

**MEMBERSHIP OF THE CORPORATION**

**SECTION ONE**

This corporation is a charitable corporation and has and will issue no capital stock but will be composed of its members. Those eligible for membership are as follows:

The parents/guardians of each baseball player on the roster of Spearfish Baseball Association (SBA) teams (High School, Legion, Youth), this includes all players through the last year of their playing eligibility until the Corporation's Annual Meeting.

**SECTION TWO**

Membership shall not be transferable.

**SECTION THREE**

All members of the corporation shall be entitled to one vote on any matter upon which members are entitled to cast a vote.

**ARTICLE III.**

**MEETINGS OF MEMBERS**

**SECTION ONE - PLACE OF MEETING**

Meetings of members of this corporation shall be held at such a location in Spearfish, South Dakota, as shall be designated by the Board of Directors. Location of meetings shall be published within accordance of Article III, Section 5 of these bylaws.

## SECTION TWO - REGULAR ANNUAL MEETING

The regular annual meeting of the members of the corporation shall be held at a Spearfish location designated by the Board of Directors on or before the 2nd week of October each year..

## SECTION THREE - SPECIAL MEETINGS

Special meetings of the members may be held at any time at a Spearfish location designated by the Board of Directors upon such notice of such meeting or upon waiver of the notice by the members of the corporation.

## SECTION FOUR - SCOPE OF MEETINGS

Any corporate business that may come before the members may be transacted at the Annual Meeting. All nominations for any open or soon to be open three-year term Board of Director positions will be solicited from the general membership and any current Board of Directors by the annual meeting.

## SECTION FIVE - MEETING CALLS AND NOTICES

Notices setting out the location, date and time of all meetings shall be published on the Corporation's Official Website and social media pages, at least 24 hours prior to said meeting. Notification will also be disseminated through the current season's established email or soft-contact list. The notice shall designate whether the meeting is an annual meeting or a special meeting, and as to both regular and special meetings, the purpose for which such meeting is called shall be clearly and concisely set forth in such notice. Agendas for meetings shall be published on the Corporation's Official Website and social media pages no later than 24 hours prior to meeting.

In cases where the Board of Directors deems an emergency Special Meeting of membership is necessary, a minimum of 24 hours of advance notice is required.

The Board of Directors may call an Executive Session for closed meetings to conduct personnel and contractual business pursuant to South Dakota Codified Law (SDCL).

## SECTION SIX - QUORUM

At all meetings of the members of the corporation, a majority of such members represented at such meetings, either by person or by proxy or power of attorney, shall constitute a quorum for the transaction of any business properly coming before such meeting.

## SECTION SEVEN - ADJOURNMENTS

Any meetings of the members, either regular or special, may be adjourned upon a majority vote of those present.

## **ARTICLE IV.**

### **DIRECTORS AND PARENT REPRESENTATIVES**

#### **SECTION ONE - POWERS AND ELIGIBILITY**

The corporate power, business and property of the corporation shall be exercised, conducted and controlled by the Board of Directors consisting of up to eleven directors. Each directorship shall be assigned a specific area of oversight responsibility to assist in the overall management of the corporation. The eleven directorship positions will serve a term of three years to be voted on by the Board of Directors at/or after the annual meeting.

No director shall be elected from the membership or outside the membership if that individual is a paid employee of the corporation.

#### **SECTION TWO - ELECTION AND TENURE OF OFFICE**

Directors of the Corporation shall be elected in the following manner and shall serve for the following terms or until their successors are elected and qualified as hereinafter provided.

Following the election of the initial directors, seven directors shall be nominated by the membership and elected by the seated Board of Directors to serve three-year terms. All possible attempts will be made to find interested persons from outside the membership to be elected by the Board of Directors for the three-year terms.

A Director may serve two consecutive three year terms before they must take no less than one year off after serving their second consecutive three year term. A Director may serve no more than four 3 year terms.

The Board of Directors must elect a three-year term representative to serve in the Officer Positions.

#### **SECTION THREE - VACANCIES**

In event a vacancy occurs on the Board of Directors by reason of death, resignation, inability to act or other cause, such vacancy may be filled through appointment by the remaining Board of Directors for the remaining term. In the event the vacancy occurs on the Board of Directors in a three-year term directorship, such vacancy shall be filled by appointment by the Board of Directors after soliciting interest statements from any qualified individuals from the membership or community. A majority of the Board must approve the selection.

#### **SECTION FOUR - COMPENSATION**

The directors of the corporation shall serve without direct compensation for work performed in the course of the normal and customarily accepted conduct of their duty as a director except

that the Board by appropriate resolution may from time to time at their election, provide for reimbursement of out-of-pocket expenses of directors incidental to their service of the corporation. Any compensation or other financial related decisions by the Board of Directors that affect or may appear to affect any individual board member, that board member must declare a conflict and abstain from discussion and casting a vote on that respective decision and it shall be recorded in the official minutes as such.

## **ARTICLE V.**

### **MEETINGS OF DIRECTORS**

#### **SECTION ONE - TIME AND PLACE OF MEETING**

Meetings of the Board of Directors of the Corporation shall be held at such time and at such Spearfish locations as the Board of Directors may determine. Either upon its own motion or at the call of the president or any one director, a 24-hour notice must be given to each director specifying time, place, location and purpose of any such meeting. The directors may by resolution adopt a time and place and may dispense with notice thereof. While notices of meetings shall generally specify the purpose of the meeting and its character as either regular or special, any business of the corporation which may be properly transacted by the Board of Directors may be transacted by such Board at any regular or special meeting held by the Board of Directors irrespective of whether it is a regular or special meeting and irrespective of that purpose that may have been stated in the notice. Notices setting out the time, place and location of all meetings shall be posted on the Corporation's Official Website and social media pages no later than 24 hours prior to said meeting. Agendas for meetings shall be posted on the Corporation's Official Website and social media pages no later than 24 hours prior to said meeting. All such meetings of the Board of Directors shall be open to all members of the Corporation.

#### **SECTION TWO - ADJOURNMENT**

The Board of Directors may adjourn any of the meetings from day to day without further notice to Directors.

#### **SECTION THREE - QUORUM**

A majority of the Directors present at any duly noticed meeting shall constitute a quorum for the transaction of any business properly within the powers and province of the Board of Directors. If at any time the Board of Directors shall be constituted by an even number of persons, one-half of such number constitute a quorum. No fewer than five of the current Board of Director members authorized to vote on any given issue shall constitute a quorum.

#### **SECTION FOUR - RECORDS**

The Board of Directors shall cause to be complete a record of minutes of all its proceedings at any and all meetings held by the Board of Directors and all resolutions acted upon by such Board, whether passed or rejected, shall be set forth in such record of minutes. The secretary of the corporation shall act as a recording secretary for the Board of Directors and shall keep and have custody of the record of proceedings of the Board of Directors which record of the proceedings shall constitute a record of the corporation. Previous meeting minutes of the Board of Directors shall be provided prior to the next meeting for potential amendment and final official approval into record. Once officially approved by the Board of Directors, minutes will then be available upon request to the secretary not later than 7 days following that scheduled meeting. Minutes will not be recorded during Executive Session pursuant to SDCL. Financial reports will be approved by the Board of Directors.

## **ARTICLE VI.**

### **OFFICERS OF THE CORPORATION**

#### **SECTION ONE - DIRECTORS ELECT OR APPOINT OFFICERS' TERMS**

The Board of Directors shall appoint or elect all officers of the corporation, which officers shall hold their offices until their successors are appointed or elected by the Board of Directors.

#### **SECTION TWO - OFFICERS**

The officers of the corporation shall consist of a president, a vice-president, secretary and treasurer and such other offices as from time to time shall be chosen and appointed by the Board of Directors. All officers shall hold their offices at the will of the Board of Directors and shall at all times be under the direction and control of the Board of Directors. The Board of Directors shall serve without any salary with the only compensation being that of reimbursement of out-of-pocket expenses for the corporation. The Board of Directors may delegate powers to officers of the corporation and assign duties not herein specifically designated for such officers, and may authorize such officers to employ and discharge employees in connection with the department of such officers or in connection with any duties assigned to such officers. Any one person may be designated by the Board of Directors to hold more than one office.

#### **SECTION THREE - PRESIDENT**

The president of the corporation shall be a Director and shall be chief executive officer of the corporation and shall be chairman of the Board of Directors and preside at all meetings of the Directors and members and shall have general charge of and control of the affairs of the corporation subject to control of the Board of Directors.

#### **SECTION FOUR - VICE PRESIDENT**

The vice president shall be a Director and shall perform such duties as may be assigned by the Board of Directors. In the case of death, disability, or absence of the president, that person shall perform and be vested with all the duties and powers of the President.

## **SECTION FIVE - SECRETARY**

The Secretary of the corporation shall keep a record of the minutes of the proceedings at all meetings of members and Directors and shall give notice of such meetings as required by these By- Laws. The Secretary shall have custody of all books, records, contracts, and papers of the corporation except such as shall be in the charge of some other officer or person authorized to have custody or possession thereof by resolution of the Board of Directors.

## **SECTION SIX - TREASURER**

The Treasurer shall be a Director and chief accounting officer of the corporation and responsible for the accounts thereof. The Treasurer shall have custody of all monies and valuables of the corporation and shall keep accounts of all monies of the corporation received and disbursed and shall deposit monies and valuables of the corporation in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors from time to time designate. All checks for the payment of money shall be signed by the Treasurer or authorized agent; provided, however, that the Board of Directors may from time to time by resolution authorize any person or persons specifically designated by the Board to sign checks.

## **SECTION SEVEN - COMPENSATION**

Officers of the corporation shall not borrow money or pledge any of the assets of the corporation as security for any loans and shall not enter into contracts involving the corporation or in any obligations or commitments without express authorization of the Board of Directors. The officers of the corporation may incur permanent or ordinary obligations in connection with the ordinary current expenses of their department and the officers without specific authorization from the Board of Directors but all such items of expenses and obligations incurred shall be promptly reported by the officer incurring the same to the Treasurer of the corporation and by the Treasurer to the Board of Directors at such intervals as the Board of Directors shall fix to receive such reports of the Treasurer.

# **ARTICLE VII.**

## **MISCELLANEOUS PROVISIONS**

### **SECTION ONE - CORPORATE SEAL**

The corporation shall have a corporate seal which shall bear the name of the corporation and the name of the State of South Dakota and the words "corporate seal". The corporate seal will remain in the custody of the Treasurer or the Secretary of the Board.

### **SECTION TWO - FISCAL YEAR**

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December each year.

### SECTION THREE - REPORTS OF CONDITION

There should be presented by the president and treasurer under direction of the Board of Directors with the aid of such managing employees and other employees as may be required and submitted to the members at their regular annual meeting, a report of the financial condition of the corporation covering the preceding year and generally outlining the progress and status of the business and affairs of the corporation. Reports may be made to or required by the members of the Board of Directors at any time relating to the affairs and conditions of the business of the corporation. The Annual Budget shall be completed and approved by the Board of Directors no later than December 31st and posted on the Corporation's Official Website and social media pages no later than January 14th. The Annual Financial Condition Report shall be completed prior to the Annual Membership Meeting to be held no later than October 31st. The report will be approved at the Annual Membership Meeting by the Board of Directors and posted on the Corporation Official Website and social media pages no later than 20 days following said meeting.

At minimum, one mid-season Financial Condition Report will be approved by the Board of Directors at a regular meeting and published on the Corporation's Official Website and social media pages but not later than July 15th annually.

The corporation will file all required Internal Revenue Service (IRS) and State of South Dakota forms by the deadlines established by such agencies. A competent member of the membership, the Treasurer, or a professional Certified Public Accounting firm may complete these forms. The forms will be reviewed and approved by the Board of Directors prior to filing with the corresponding agency.

### SECTION FOUR - AD HOC COMMITTEES

The Board of Directors shall be authorized to create such ad hoc committees as it shall in its discretion deem necessary and appropriate to assist in the conduct of the affairs of the corporation. Such a committee(s) shall be charged with the responsibility to carry out the specific direction given to such a committee by the Board of Directors. Each such committee shall cease upon the completion of its prescribed duties subject to continuation as the discretion of the Board of Directors.

### SECTION FIVE - PLAYER CODE OF CONDUCT

The player code of conduct shall be approved by the Board of Directors and reviewed annually prior to each season. The approved code will be published on the Corporation's Official Website and social media pages.

### SECTION SIX - COACHES' CODE OF CONDUCT

The coaches' code of conduct shall be approved by the Board of Directors and reviewed annually prior to each season. The approved code will be published on the Corporation's Official Website and social media pages.

Coaches are deemed to be independent contractors for the corporation and will receive required tax forms for such status. The Board of directors shall define the coaches' responsibilities and requirements in an annual contract to be agreed upon by the coaches and the board.

## **ARTICLE VIII.**

### **AMENDMENTS**

Amendments may be made to these By-Laws as the same may be approved by the Board of Directors and as are not in conflict with the laws of the State of South Dakota.