

# **LONGMEADOW BASEBALL ASSOCIATION, Inc.**

## **BYLAWS**

### **ARTICLE 1 [NAME AND PURPOSE]**

- Section 1: The Association shall be known by the name of the LONGMEADOW BASEBALL ASSOCIATION, INC [LBA].
- Section 2: The purpose of the Association is to provide the youth of Longmeadow with the opportunity to learn and play baseball. The leagues shall be operated in a manner permitting participation in organized games. Games shall be played within the spirit and degree of competitiveness determined by the Board of Directors of the Association [Board].

### **ARTICLE II [FISCAL YEAR AND MEMBERSHIP]**

- Section 1: The fiscal year of the Association shall be from October 1<sup>st</sup> through September 30<sup>th</sup>.
- Section 2: The membership of the Association consists of those individuals who volunteer and/ or serve as heads of the leagues that sponsor youth baseball teams in town of Longmeadow.
- Section 3: The league members shall consist of [1] American Legion [2] Mickey Mantle, [3] Sandy Koufax, [4] Babe Ruth, and [5] Tri-Town. Other leagues may be added upon vote of the Board.

### **ARTICLE III [BOARD OF DIRECTORS AND LEGISLATION]**

- Section 1: The administrative affairs of the Association shall, except as otherwise provided by these bylaws, be under the supervision of the Board.
- Section 2: The Board shall include all league heads and additional members.
- Section 3: There shall be a nominating committee consisting of at least three and no more than five members of the board appointed by the President. The committee shall meet at least 20 days prior to the annual September meeting.
- Section 4: The nominating committee shall select the members of the Board.
- Section 5: The nominating committee shall also select a nominee for each office to be filled, which are President, Vice President, Secretary, and Treasurer and report its selections at the September meeting. Following the report of the nominating committee at the September meeting, additional nominations for officers will be accepted from other members of the Board.

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- Section 6: The Board may discharge any officer or director by a two-thirds vote of the duly elected Board of the Association.
- Section 7: Any officer or director who is absent from three [3] consecutive meetings during the fiscal year may be considered for discharge subject to Section 6 above.
- Section 8: The President, with the approval of the board, may from time to time during the year appoint additional members who are making contributions to the LBA.
- Section 9: Life membership may be voted for those individuals who are at least age 60 and have served 10 years on the board. Life members will not have the right to vote

### **ARTICLE IV [APPOINTMENTS AND ELECTIONS]**

- Section 1: The Board of the Association will take office at the annual meeting in September.
- Section 2: The Board so appointed shall hold office for one year or until their successors are duly appointed and qualified.
- Section 3: At the first meeting of the newly appointed Board, the Board will elect a President, Vice President, Treasurer and Secretary, from its members. The elected officers will hold office for that fiscal year unless a successor is elected in Article V, Section 1.

### **ARTICLE V [SUCCESSORS]**

- Section 1: In case of death, resignation, disability, removal or refusal to act of any member of the Board, a successor may be elected by a majority vote of the Board present at a meeting duly called for that purpose.

### **ARTICLE VI [DUTIES OF THE OFFICERS]**

- Section 1: The President – shall preside at all meetings of the Association and at all meetings of the Board and to manage the affairs of the Association subject to direction by vote of the Board. The President may authorize expenditures from the association account not to exceed \$250 per calendar month without first securing approval from a majority of the Board. The President has the authority to appoint a chairperson for each committee formed in accordance with Article VII.
- Section 2: The Vice President – shall perform the duties of the President in his/her absence and shall discharge the duties of the President when called upon to do so.

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Section 3: The Treasurer - shall receive and safely keep all monies, notes, checks, and negotiable papers, and shall act in such a manner and upon such terms and conditions as the Board of the Association deem proper.

The Treasurer of the Association shall make all duly authorized payments and disbursement for the Association in the name of the Association.

The Treasurer shall prepare and present at each Board meetings a statement of the receipts and disbursements for the preceding period and the year to date, which statement shall set forth with reasonable detail, all assets and liabilities of the association and shall show with reasonable accuracy its financial condition.

The Treasurer may be required to give a bond for the faithful performances of his/her duties which will be paid for by the Association.

The Treasurer shall deposit all funds received by the Association to its credit in its Association name with such banking corporation(s) as the Directors shall approve, to be drawn upon only by a check signed on behalf of the Association by the President or Treasurer.

The Treasurer shall perform the duties of the President in the case of the absence of both that officer and the Vice President

Section 4: The Secretary shall keep an accurate and faithful record of all the votes, acts, doings and proceedings of all the meetings of the Association, the meetings of the Board and all other proceedings of the Association and to perform such duties as the Directors shall from time to time prescribe.

The Secretary shall give all notices required by law, or by these Bylaws, or required by the acts and doings of the Association or the Board.

#### **ARTICLE VII [COMMITTEES]**

Section 1: The President in consultation with the Board may appoint, revise and dissolve committees as circumstance and needs dictate. It is recognized that committees are a vital means of accomplishing organizational goals and it is intended that the greatest flexibility be permitted in the organization of the committee structure.

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### **ARTICLES VIII [MEETINGS]**

- Section 1: The annual meeting of the Association shall be held on the second Monday in September.
- Section 2: Regular meetings will be held on the second Monday of each month except August. Special meetings of the Association shall be called by the Secretary, whenever directed by the President or upon the request, in writing, of a majority of the Board of Directors of the Association.
- Section 3: The President will preside at all meetings of the Association or in his/her absence the Vice President or Treasurer [in the absence of both] will preside. In the absence of all these persons, the presiding officer will be appointed by the President, from among the Directors.
- Section 4: At all meetings of the Board a majority of the Board shall be required to constitute a quorum and majority of those present and voting shall be required to approve any action of the Board.
- Section 5: Notices of regular meetings of the Association shall be given by the Secretary to Officers and Directors by notifying them in advance of the meeting. Officers and Directors may waive receipt of that notice.
- Section 6: Notices of regular meetings of the Association given by the Secretary to the Officers and Directors shall contain a brief statement of the business to be transacted at the meeting for which notice is given and no business other than that so contained in the notice of said meeting, or as an incident thereof, shall be transacted at such meeting.
- Section 7: All meetings shall be conducted under Roberts Rules of Order when not in conflict with the bylaws.
- Section 8: Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if the action is taken by a majority of the Board entitled to vote on the action. The action shall be evidenced by one or more written consents that describe the action taken, bear the date that the members of the Board consented to the action taken, and are delivered to the Association for inclusion with the records of meetings within 60 days of the earliest dated consent. Such consents shall be treated as a vote of the Board for all purposes. If the Board takes action by written consent, the Association shall give such notice of the action to members of the Board who have not signed such consent.

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**ARTICLE IX [CONTRACTS BETWEEN THE ASSOCIATION AND DIRECTORS]**

Section 1: No contract or other transaction between the Association and a Director or any entity in which a Director holds an interest shall be invalid merely because of the relationship of the parties.

**ARTICLE X [INDEMNIFICATION OF OFFICERS]**

Section 1: The Officers and Directors of the Association shall be indemnified for all authorized costs, expenses and payment of money relating to or arising out of any of their actions taken on behalf of the Association or on business of the Association, except in cases of fraud and / or willful misconduct.

**ARTICLE XI [AMENDMENTS]**

Section 1: These Bylaws may be amended, altered or repealed at a meeting of the Board. Notice of such proposed amendment, alteration or repeal shall be given in the call for the meeting. Such notice may be waived in writing by all the Directors and Officers of the Association.

Section 2: A change in the bylaws will require a two-thirds vote of the Directors and Officers attending and voting at the meeting.

**ARTICLE XXI [DISSOLUTION]**

Section 1: The Association may be dissolved by a two-thirds vote of the entire Board.