

**Bylaws  
of  
SANTA FE BABE RUTH CAL RIPKEN INC**

**ARTICLE I - GENERAL**

**A. Name**

The name of this organization shall be Santa Fe Babe Ruth Cal Ripken Inc, hereinafter referred to as SFBRCR.

**B. Purpose**

The purpose of SFBRCR shall be the following:

1. To educate the local area youth about the skills needed to play baseball, essential mental and physical development, a respect for the rules of the game of baseball, and the basic ideals of teamwork, sportsmanship, and fair play,
2. To instill honesty, loyalty, courage and reverence in the youth, so they may be finer, stronger and happier youths who will grow to be good, clean, healthy adults,
3. To guide the youth, showing them how to treat others fairly and equitably,
4. To emphasize fun and healthy participation and diminish overzealous competitiveness,
5. To provide participants the very best educational, sports experience possible that is consistent with this purpose, and
6. To use all allowable means including charity to ensure that every child with a desire to play baseball be afforded that opportunity.

**C. Affiliation**

In order to achieve its purpose, SFBRCR shall operate a local baseball league (local league) in affiliation with Babe Ruth League, Inc, a New Jersey corporation, in conformity with and pursuant to the principles, rules and regulations enunciated by said Babe Ruth League, Inc, hereinafter referred to as BRL. SFBRCR through the medium of a supervised, competitive baseball program, guided and governed by said BRL shall maintain this affiliation in good standing and shall comply with the principles, rules and regulations enunciated and decreed by BRL.

**D. Principal Place of Operation**

The principal operations of SFBRCR shall be in and about the cities of Alachua and High Springs, in the County of Alachua, and State of Florida, but may extend into such areas as provided for by the rules and regulations of BRL. The principal place of operation shall be the Alachua "Hal Brady" Recreation Center located at 14300 NW 146th Terrace, Alachua, FL 32615. The mailing address shall be PO Box 1720, Alachua, FL 32616-1720.

## **E. Non-profit Corporation**

1. SFBRCR is a non-profit corporation, incorporated in the State of Florida. The members of the corporation are the members of the baseball league.
2. The purpose of SFBRCR, as stated herein, shall be carried out in a manner that will enable SFBRCR to qualify as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder. Specifically, the purpose as stated herein comprises educational and charitable purposes.
3. SFBRCR may exercise all powers necessary or convenient to effect any or all of the purposes for which SFBRCR is formed; provided, however, that no such power shall be exercised in a manner inconsistent with the applicable state law or the requirements contained in Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder.
4. Notwithstanding any powers granted to SFBRCR by these Bylaws or by applicable law the following limitations upon said powers shall apply and be paramount.
  - (i) No part of the net earnings of SFBRCR shall inure to the benefit of any member, director, officer of SFBRCR, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for SFBRCR in furtherance of one or more of its purposes. No member, director, officer of SFBRCR or any private individual shall be entitled to share in the distribution of any of SFBRCR's assets upon the dissolution of SFBRCR.
  - (ii) Notwithstanding any other provision of these Bylaws, SFBRCR shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by an organization to which contributions are deductible under Sections 170(c)(2) and 2055(a) of the Internal Revenue Code; and
  - (iii) Upon dissolution of SFBRCR or the winding up of its affairs, the assets of SFBRCR shall be distributed as the following describes. Upon the dissolution of SFBRCR, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of SFBRCR is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
5.
  - (i) SFBRCR will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws;
  - (ii) SFBRCR will not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws;

- (iii) SFBRCCR will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws;
  - (iv) SFBRCCR will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws; and
  - (v) SFBRCCR will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal Tax laws.
6. No substantial part of the activities of SFBRCCR shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and SFBRCCR 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.
  7. SFBRCCR shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose as stated herein.
  8. SFBRCCR shall abide by federal, state, and local laws.
  9. SFBRCCR shall not conduct unrelated trade or business, which is defined by the IRS as a trade or business that is not substantially related to an exempt purpose of an organization, except that it provides funds to carry out such a purpose.
  10. The members, directors, and officers of SFBRCCR shall not be personally liable for any debt, liability or obligation of SFBRCCR. All persons, corporations or other entities extending credit to, contracting with, or having any claim against SFBRCCR may look only to the funds and property of SFBRCCR for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from SFBRCCR.
  11. All references to the "Internal Revenue Code" shall be deemed to refer to the Internal Revenue Code now or hereafter in effect and the regulations promulgated thereunder or corresponding provisions of any subsequent Federal tax laws.
  12. SFBRCCR shall not incur a profit nor a loss from year-to-year, except that SFBRCCR may maintain:
    - i) Building Fund, which may not be funded from registration fees or similar capitation fees which are contingent on a child's participation in SFBRCCR. The building fund may be used only for the acquisition of or improvement to playing fields and related facilities that are desirable in the furtherance of the purpose as stated herein. Such acquisition or improvement may be donated to a local government, so that it may be publicly owned.
    - ii) Contingency Fund, which may be used for any purpose approved by the Board consistent with these Bylaws. The balance of the Contingency Fund may not exceed \$8,000 or 15% of SFBRCCR annual income, whichever is greater.

## ARTICLE II - BOARD OF DIRECTORS

### A. Composition

The Board of Directors (the Board) shall be comprised exclusively of all elected officers, who are elected by SFBRCCR membership to oversee the affairs of SFBRCCR. Elected officers shall include a President, a Vice-president, a Secretary, and a Treasurer. Other elected officers are identified in Article IV.

### B. Powers

The Board 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 BRL,
2. To decide all matters pertaining to the property, finances and contractual obligations of SFBRCCR, in a manner consistent with these Bylaws,
3. To fill officer, director, coaching, or other vacancies as soon as possible after the vacancy occurs,
4. To determine, establish, regularly update, and publicize *SFBRCCR operating procedures* that identify certain rules for how the baseball league should operate, including but not limited to draft procedures, volunteer requirements, home team requirements, post-season (all-star) player and coach selection procedures, local league competition rules, etc.,
5. To otherwise set SFBRCCR policies that are in the furtherance of the purpose stated herein,
6. To select non-elected persons or create dedicated committees to carry out specific assigned duties and responsibilities,
7. To nominate individuals for consideration as elected officers,
8. To bestow *Honorary Membership* upon exemplary individuals in the community,
9. To select team managers (head coaches) and coaches (assistants),
10. To reassign the duties of members when in the best interests of SFBRCCR in the furtherance of the purposes stated herein, and
11. To discipline directors, officers, managers, coaches, and members who do not abide by rules or who, in the opinion of the Board, act in opposition to the purpose as stated herein.

### C. Terms of office

The directors and officers shall assume their responsibilities following their election at the annual meeting and shall serve one-year terms.

#### **D. Vacancies**

The Secretary shall notify the Board of vacancies. Vacancies on the Board shall be filled upon nomination by any officer or director by a majority vote of the sitting directors at a duly constituted meeting. Such directors elected for an unexpired term shall serve for the remainder of that term. The Executive Committee may tentatively fill such position, subject to approval by the Board at the next opportunity at a duly constituted meeting.

#### **E. Removal and Censure**

Any director and officer may be removed as a director and officer by a two-thirds vote of the other sitting directors in attendance at a duly constituted meeting. The Board shall ensure that due process is used in such removal.

In lieu of removal, by majority vote at a duly constituted meeting, the Board may censure one of its members in order to demonstrate categorical disapproval. Censure is not required for removal.

The general membership may vote to remove the Board in its entirety as provided in Article III-D.

#### **F. Attendance**

Any director who misses three (3) consecutive meetings of the Board, either regular or special, without reason acceptable to the Board, shall be deemed to have resigned as a director, subject to acceptance of the resignation by the Board. Any vacancies created by such resignations may be filled as outlined in Article II, Section D.

#### **G. Executive Committee**

The *Executive Committee* comprises the following board members and elected officers: President, Vice-president, Secretary, and Treasurer. The President breaks ties on the Executive Committee.

#### **H. Financial and Accounting**

1. The Board shall place all income in a common treasury, directing expenditure of same in such a manner as will give no individual or team an advantage over other individuals or teams in the league.
2. The Board shall refrain from the contribution of funds or property to individual teams and shall solicit for the common treasury, thereby to discourage favoritism amongst teams and to endeavor to equalize benefits in the league.
3. No director, officer, coach, or member of SFBRCR shall receive, directly or indirectly, any salary or compensation from SFBRCR for services rendered as director, officer, coach, or player.

4. All monies received shall be deposited to the credit of SFBRRCR in the local financial institution selected by the Board and all disbursements shall be made by check or debit card. Checks shall be signed by either the Treasurer or the President. Debit card shall be used only by the President, the Treasurer, or the President's designee.
5. The fiscal year ends June 30<sup>th</sup>.
6. *Spending Authorizations*: All expenditures must be specifically approved by a majority vote of the Board and must be consistent with these Bylaws.
7. *Operating Budget*: The Board may authorize expenditures, as required by *Spending Authorizations* above, through the approval or amendment of a budget or budgets. Such budgets shall be applicable to a specific period of time, not to exceed one year, and shall specifically designate a Board member who shall be responsible for authorizing each budgeted disbursement.
8. *Disbursement Controls*: The Treasurer, or in the absence of the Treasurer, the President shall be responsible for controlling all disbursements. No disbursements shall be made, except as noted in above in *Operating Budget*, without the specific approval of the Treasurer, or in the absence of the Treasurer, the President. No disbursements shall be made to any member of SFBRRCR without adequate proof that a legitimate expense was incurred nor may a disbursement be made to a non-member without the proper presentation of a bill.
9. *Spending Authorization Exceptions*: In addition to setting *Operating Budgets* as noted above, there are two other exceptions to permitting disbursements without specific item Board approval. First, the President or Treasurer can authorize a *Customary Authorization*, which is a fee that SFBRRCR is required to pay each year, such as Insurance or BRL Charter fees. Second, the President or Treasurer can authorize (up to \$750) an *Emergency Authorization* that permits SFBRRCR to operate as intended in keeping with its purpose as stated herein.
10. *Subject to Review*: Each instance of a *Spending Authorization Exception* is subject to review by the Board.
11. *Liability for Unauthorized Expenditures*: SFBRRCR does not and shall not authorize any expenditures not in keeping with the Bylaws. SFBRRCR is not responsible for any debts or expenses incurred by the authorization of any individual unless such debts or expenses were incurred in keeping with these Bylaws.
12. *Dues and Fees*: The Board shall have full and sole authority to levy membership dues and other fees necessary to meet expenses.

## **I. Authority**

In the event that a circumstance or ruling arises that is not covered by these Bylaws, the Executive Committee has the authority to make provisions for a process to determine the best course of action to resolve the issue.

## ARTICLE III - MEETINGS

### A. Annual Meeting

At each Annual Meeting, the members shall determine the number of elected officers and directors to be elected for the ensuing year and shall elect such number. All elections shall be by majority vote of all members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting. The Annual Meeting should be held on the first Thursday of December and in any case, its exact time and place shall be pre-announced.

The Board may appoint a *Nominating Committee* consisting of not less than one director and other appointed members as the Board deems appropriate. The committee if appointed shall investigate and consider eligible candidates and submit at or prior to the Annual Meeting a slate of candidates for consideration by the membership. The Board shall always approve the ballot provided by the Nominating Committee and as time permits shall create absentee ballots for the membership but is not required to do so.

Before the Annual Meeting, any member in good standing may petition the Board to have that member considered for an office, and that member's name shall be included in the absentee ballots as time permits. During the Annual Meeting, a further member in good standing may be nominated by any member in good standing for a particular office prior to the actual election for that office.

The exact date, place and remaining order of business shall be fixed by the President, under the advice of the Board. The remaining order of business should include consideration for annual legal requirements for SFBRRCR.

### B. Board Meetings

The Board shall attempt to meet at least monthly and at the call of the President. The date, place and order of business shall be fixed by the President, under the advice of the Board.

### C. Executive Committee Meetings

The Executive Committee of the Board shall meet quarterly and at the call of the President. The date, place and order of business shall be fixed by the President. The order of business should include consideration for any quarterly legal requirements for SFBRRCR.

### D. Special Meetings and General Meetings

Special Meetings may be called by written petition of twenty-five percent (25%) of the membership. Using due notice to the membership, the Board shall set the date, place, and order of business but must address the motivation for the Special Meeting.

The motivation of a Special Meeting may be to replace the Board of Directors. In this case, a vote must be taken subject to Article III-E below to remove the Board. A majority vote removes the Board and relieves the board members of their duties. At the same meeting after the Board is removed, a new Board must be elected to fill out the remaining term. All members in good standing, including old Board Members, are eligible for the new Board.

General Meetings of the membership may be called by the President or by a majority vote of the Board and such may coincide or occur prior to or just after a Board Meeting or Executive Meeting. The date, place and order of business shall be fixed by the President, under the advice of the Board.

#### **E. Quorum**

A quorum for a meeting shall be as follows:

1. Special Meeting to vote to remove Board of Directors: 25% of active membership.
2. Meeting of the Executive Committee or other committee sanctioned by the Board: a majority of the voting members of the committee must be present.
3. Other Special Meeting, General Meeting, or Board Meeting: half of the members of the Board then holding office must be present.

#### **F. Parliamentary Authority**

Robert's Rules of Order Newly Revised shall be the parliamentary guide at all meetings on all questions of procedure not specifically covered by these Bylaws.

#### **G. Voting**

Voting by proxy at any meeting of the membership, the Board or any committee, including the Executive Committee, is prohibited. The only approved use of absentee ballots is provided in Article III-A above.

A majority vote corresponds to a ratio of yes-votes-to-total-votes that exceeds 50%, e.g. 5 out of 8. A two-thirds vote corresponds to a ratio of yes-votes-to-total-votes that exceeds 67%, e.g. 11 out of 16.

While these Bylaws empower the Board to run the league, the Board should value the input of the membership at a Special or General Meeting. Accordingly, any member may vote at such a meeting subject to the following. From time-to-time, certain motions, subsequent questions and votes, may infringe on the powers explicitly reserved for the Board by these Bylaws. In consideration of this, the Board may vote independently during such a meeting to (i) rule such a motion out-of-order or (ii) table such a motion for later consideration by the Board itself.

For any given vote, the President has the authority to decide how the vote is taken (e.g. voice or written ballot).



## **ARTICLE IV - ELECTED OFFICERS**

### **A. Composition**

Elected officers shall include a President, a Vice President, a Secretary, a Treasurer, a Player Agent, a League Coordinator, a Commissioner for each age group, an Equipment Manager, a Fields Coordinator, and a Head Concessionaire. The Bylaws permit this list to be approved or changed at the Annual Meeting.

### **B. Election and Terms of Office**

Officers are elected at the Annual Meeting as described in Article III, Section A. The terms are one year each and are effective after the Annual Meeting. The terms coincide with terms as directors on the Board.

### **C. Vacancies**

Vacancies shall be filled as outlined in Article II, Section D. Such officers elected for an unexpired term shall serve for the remainder of that term.

### **D. Qualifications**

The Board shall make every effort to nominate individuals who meet the criteria established by BRL as well as the criteria established by SFBRCC that ensure the furtherance of the purpose stated herein.

Such persons shall:

1. Be members in good standing in the league and the community;
2. Possess standards of honesty, integrity, and reputation as the Board deems necessary.

### **E. President**

The President shall perform the following duties:

1. Preside at all Board Meetings, Executive Committee Meetings, and meetings of the league membership,
2. Assume full responsibility for the general operation of SFBRCC, as directed by *SFBRCC operating procedures* and policies approved by the Board,
3. Appoint all committees and supervise the activity thereof,
4. See that the league adheres to the rules, regulations and policies of BRL,
5. Be sure the charter application or continuation form is submitted to BRL,
6. Resolve league protests and disputes,
7. Direct website content, act as *Webmaster*, or appoint a non-elected one for a prescribed period,

8. Act as the *Publicity Director*, or appoint a non-elected one for a prescribed period,
9. Review finances with the Treasurer,
10. Ensure that within reason SFBRCR fulfills the legal requirements of local, state, and federal governments, e.g. tax returns and the like, and notify the Board when such requirements are not reasonable or possible,
11. Evaluate league needs and prepare a budget in conjunction with the Executive Committee, and
12. Serve as a co-signatory on the SFBRCR checking account.

## **F. Vice President**

The Vice President shall perform the following duties:

1. Preside in the absence of the President and carry out such duties and assignments as may be delegated by the President,
2. Act as *Umpire in Chief* for the league, who
  - i) Assigns umpires to all league games,
  - ii) Conducts clinics on rules and field positions,
  - iii) Is responsible for notifying umpires of cancellations,
  - iv) Recruits new umpires,
  - v) Is responsible for proper dress and conduct of all umpires, and
  - vi) Is sure all umpires know proper local league protest procedures,
3. Schedule practices and games for all teams,
4. Organize the coaches clinic and the players clinic, and
5. Serve on the Executive Committee.

## **G. Secretary**

The Secretary records the minutes of meetings. The secretary is also responsible for sending out notice of regular and special meetings, maintaining an official record of the league's activities, notifying all officers of election and the names of newly elected members of the Board and performing such other duties as this office may require or as assigned. The Secretary serves on the Executive Committee. Additionally, the Secretary shall act as the *Chief Scorekeeper*, a person who does the following:

1. Secures enough trained scorekeepers for all local league games,
2. Assign official scorers to tournament games,
3. Makes sure official scorers for local league games are properly documenting local league games as identified in the *SFBRCR Operating Procedures*, and
4. Is responsible for all scorebooks needed as part of tournament documents.

## **H. Treasurer**

The Treasurer signs checks, dispenses league funds as approved by league officers, reports on the status of league funds, keeps financial records, prepares budget in conjunction with the Executive Committee, and assumes the responsibility for all league finances. The Treasurer

serves on the Executive Committee. The Treasurer works with the President to file financial and legal forms with the IRS, State of Florida, and local governments.

## **I. Player Agent**

The Player Agent does the following:

1. Conducts annual league registration and try-outs, presides at and governs player selection meetings (drafts), supervises and coordinates the transfer of players, keeps up-to-date records of team rosters, checks players' eligibility,
2. Orders uniforms, under advice of the Board,
3. Acts as *Insurance Coordinator*, a person who is responsible for obtaining proper accident and liability insurance coverage for the protection of the league players, volunteers, and the Board. This person completes insurance applications, maintains records of injuries and incidents, and is also responsible for filing claims with the insurance companies. The Board is obligated to help in this capacity as necessary.

## **J. League Coordinator**

The League Coordinator acts as the *Fundraising Coordinator* and instructs and supervises the so-called *Team Coordinators* as to what administrative duties the league requires of the individual teams, wherein such administrative duties are identified in the *SFBRCR Operating Procedures* and wherein such duties include but are not limited to supervision of team volunteers and of the fundraising efforts of the team on behalf of the league. The League Coordinator coordinates fundraising volunteers (concessions, etc.) during Jamboree and during tournaments hosted by the league.

## **K. Commissioner**

Each age group, e.g. T-ball, shall have a dedicated *Commissioner* who is responsible for administering the policies of the Board for that age group. The Commissioner collects a list of possible candidates for head coaches and presents such list to the Board for selection immediately after registration period has concluded. A list of candidates for possible assistant coaches shall likewise be provided to the Board for consideration at the next opportunity following player selections (drafts).

The Commissioner is responsible for interacting with each coach in the age group to ensure each coach knows the *SFBRCR Operating Procedures*, including the competition rules. The Commissioner and the coaches shall meet regularly to discuss such and shall identify and propose to the Board for approval any competition rules that deviate from those provided in the *BRL Baseball Rules and Regulations and Official Playing Rules* or those provided by the Florida Babe Ruth State Commissioner wherein same meant for tournament play are typically used in local league play.

## **L. Equipment Manager**

The Equipment Manager shall do the following:

1. Maintain an accurate inventory of equipment,
2. Supervise the distribution, collection, and storage of team equipment,
3. Propose purchase request for new equipment and supplies,
4. See an adequate supply of baseballs is available for all games, and
5. Make arrangements for the tournament teams to have the proper equipment.

## **M. Fields Coordinator**

The Fields Coordinator shall do the following:

1. Secure necessary personnel required for maintaining fields and implementing field improvements during designated *Field Days*,
2. Identify and recommend necessary improvements and required supplies, recommend a budget, secure necessary supplies, and
3. Oversee Field Days.

## **N. Head Concessionaire**

A Head Concessionaire shall be a board member and be assigned one of the concessions to manage. Concessionaires for the remaining concessions can be appointed by the Head Concessionaire subject to approval by the Board. Each concessionaire shall do the following:

1. Secure necessary supplies for the designated stand,
2. Maintain records of purchases, and
3. Make the necessary arrangements for income to be turned over to Treasurer.

## **ARTICLE V - TEAM MANAGERS AND COACHES**

### **A. Qualifications**

Each Team Manager or Coach shall:

1. Be a member of the league,
2. Be an individual who is well respected in the league and in the community,
3. Be an individual who is a good leader and a good listener,
4. Be an individual who can be respected by the team's players and provide each player with the proper and appropriate inspiration in keeping with the purpose of SFBRCC as stated herein, and
5. Be able to deal directly and fairly with young players and their parents.

The Board reserves the right to conduct background checks selectively, on any manager or coach.

### **B. Responsibility**

Team Managers and Coaches shall:

1. Coordinate all field activities for their team,
2. Supervise team activities to ensure that each player will benefit from participation,
3. Provide proper mental and physical discipline for all players participating,
4. Further the purpose of SFBRCC as stated herein, and
5. Enforce and adhere to all policies, rules, and regulations of SFBRCC and BRL.

The Manager of a team shall:

1. Be the authority for the team on behalf of the Board.

### **C. Selection Process**

All members interested in being a manager must contact the commissioner of the appropriate age group prior to the end of registration. The commissioner subsequently assembles a list of such candidates and provides this list to the Board for consideration. The Board subsequently selects the required number of managers from the Commissioner's list as the following describes.

The selection of managers requires a duly constituted Board Meeting. For each age group, a ballot shall be prepared from the corresponding list of candidates. Board members must attend the meeting in order to submit a ballot. On the submitted ballot, each board member identifies the required number of approved candidates, i.e. one per team. The resulting selection of the Board weighs each ballot equally. The resulting selection must then be approved by the Board.

Remaining candidates not chosen as managers are then eligible for consideration as assistant coaches. Assistant coaches shall be nominated by the manager, as provided by *SFBRCR operating procedures*, for subsequent approval by the Board.

The selection process for managers and coaches of post-season (all-star) tournament teams is as follows. The managers and coaches are recommended to the Board based on a process identified in the *SFBRCR operating procedures*, or specifically the prevailing *All Star Selections Procedure*. The Board must subsequently approve these managers and coaches. With the exception of the recommendation process, the requirements for managers and coaches of post-season tournament teams are the same as those for regular season teams.

#### **D. Vacancies**

Vacancies shall be filled by the Board as contemplated in Article II, Section D.

#### **E. Reassignment**

A manager or coach may be reassigned to another team as a manager or coach by a two-thirds vote of the Board when in the opinion of the Board it is in the best interests of SFBRCR in the furtherance of the purpose as stated herein. The Board shall use due diligence in such dealings.

#### **F. Removal**

A manager or coach may be removed from such position by a two-thirds vote of the Board at a duly constituted meeting, provided that the Board has justification that the manager or coach frequently, continuously, wantonly or grossly violated the policy of the Board or exhibited behavior in gross violation of the purpose as stated herein. Removal constitutes suspension for the remainder of the season as described in Article VI, Section E. The Board may administer additional penalties as described in Article VI, Section E.

The Board shall ensure that due process is used in such dealings.

#### **G. Other Disciplinary Actions**

The Board reserves the right to sanction, suspend, or expel a manager or coach as described in Article VI, Section E.

## ARTICLE VI - MEMBERSHIP

### A. Member

A player becomes a member upon the receipt by SFBR CR of a fully executed Player Agreement (Registration Form) and payment of registration fee. Membership ends on December 31st of the year in which the player has last completed and must be renewed at the time of Spring registration. As most members are underage, a parent or legal guardian shall act as the representative of such player, vote for such player and otherwise generally carryout the adult roles of officer, manager, coach, or volunteer as such roles are contemplated herein. Such a member, whether a player or representative of a player, shall be referred to as a *Regular Member*.

Since the furtherance of the purpose stated herein contemplates consideration of those who cannot pay the registration fee to attain or maintain membership, the Board can by majority vote provide full or partial scholarships to those in need, as funds are available. Such financial support shall be confidential, considered yearly, and shall not detract or diminish in any way the rights of such member.

From time-to-time, such an individual of exemplary character may be in the community, whose presence or continued presence the Board feels is tantamount to the furtherance of the purpose as stated herein. The Board accordingly may by majority vote bestow upon this individual the title of *Honorary Member*. An Honorary Member possesses all of the rights of a Regular Member, including holding office, being manager, player, etc. Honorary Membership is established in perpetuity but is revocable in accordance with Section E of this Article.

### B. Member Requirements

Any child meeting the requirements as to age and residence as set forth by BRL Rules shall be eligible to participate as a player in the league with the following exception. A child that suffers a physical or mental impairment which interferes with or prevents normal achievement may not be capable of safely participating as a player in the league, and the league is not obligated to accept such child as a player member. The Board must consider input from parents or legal guardians but shall make the final, necessary determination about whether a child suffers such an impairment that precludes participation.

The Board shall make its best effort in placing each registered player on a team. However, from time-to-time, it may be necessary to place late signing players on a waiting list, when existing teams are full.

SFBR CR shall not discriminate in any way based on race, nationality, creed, religion, color, age, ethnic origin, social status, economic status, sex, or sexual orientation.

### **C. Voting**

Each member shall cast one vote. Each player shall be allowed one vote, which shall be cast by a designated parent or legal guardian. A given parent or legal guardian may only represent one player at a time and therefore cast a single vote at a time.

The Board is entitled to additional votes, cast en bloc, as the following contemplates. In the event an underage player has no apparent parent or legal guardian or each such parent or legal guardian is a suspended member as provided in Section E below, the Board shall represent such player and cast a vote for such player whenever votes of the general membership are cast.

### **D. Reassignment**

The duties of a member may be reassigned by a two-thirds vote of the Board when in the opinion of the Board it is in the best interests of SFBR CR in the furtherance of the purpose as stated herein. This includes but is not limited to the duty of a member to be a player on a particular team, and the Board may place the member on a different team at any point in the season. The Board must use due diligence in such dealings.

### **E. Member Discipline**

1. *Sanction:* A member may be sanctioned by a majority vote of the Board. Such a sanction conveys appropriate moral pressure that acts to ensure compliance or conformity. Sanctioned members are eligible for office and coaching positions and as players are eligible to play, and the Board shall afford such members due consideration. The Secretary shall keep record of the number and nature of the sanctions for each member.
2. *Suspension:*
  - i) Any member of SFBR CR whose conduct is considered detrimental to the best interest of SFBR CR, in opposition to the policies of the Board or to the furtherance of the purpose stated herein, may be suspended by the Board upon a two-thirds vote of the directors present at any duly constituted meeting. The period and terms of such suspension shall be properly identified in such vote. If immediate action is deemed necessary, the President may issue the suspension, pending approval by the Board. In that case, such a vote must take place as soon as possible at a duly constituted Board Meeting, but no longer than 10 days.
  - ii) Such suspension identified in the foregoing shall be considered separately or additionally from a particular member being relieved of the duties of an officer or director as provided in Article II, Section E.
  - iii) A suspended member is not in good standing unless the member is reinstated or the period of the suspension has elapsed.
  - iv) Sanctioning is not a required to suspend a member. However, an accumulation of sanctions on a member can constitute grounds for suspension, and the Board is obligated to consider such accumulations.



- v) A suspended member may not interact with players during the period of suspension. In addition to manager or coach, this includes a team mom or dugout parent. Each such member when suspended is banned from interacting with players in any way during the period of suspension. If the member is a player, the player must sit out all practices and all games played during the period of the suspension.
  - vi) Any suspended member shall have the opportunity to request reinstatement by submitting a written request to the Board after such suspension. There may be no more than one such request per month, or more often as the terms of suspension would allow. The Board is obligated to respond to each such request.
  - vii) Any suspended member may be reinstated, or the terms and period changed, upon a two-thirds vote of the directors present at any duly constituted meeting.
  - viii) The membership and associated rights and privileges of a suspended member shall be considered revoked during the period of suspension, unless the terms for suspension explicitly provide otherwise.
  - ix) A member may be suspended indefinitely or permanently.
  - x) The Board shall use due process in such dealings.
3. *Expulsion:*
- i) Expulsion is equivalent to suspension with the added restriction that the expelled member cannot be on the premises of any SFBRCR league sponsored activity, e.g. practice, game, or pizza party.
  - ii) The Board shall use all due consideration and deliberation in contemplating the expulsion of a member.

## **ARTICLE VII - DUES**

The annual dues/fees shall be set by the Board. Any active member who does not meet fiscal obligations by opening day shall be removed from active membership, and the player affiliated with that member may not continue to participate.

The Board has the right to offer full or partial scholarships in case of financial hardship (Article VI, Section A). The Board is not obligated to offer an unlimited number of scholarships but should adopt a method for award that is consistent with these Bylaws.

## **ARTICLE VIII - MISCELLANEOUS**

### **A. Amendment**

These Bylaws may be amended by a two-thirds vote of the Board at a duly constituted meeting. Amendment of existing Articles or sub-Articles shall carry a suffix "Amended" with the date, e.g. "[Amended: 01 Jan 2001]". New Articles or sub-Articles shall carry a suffix "Adopted" with the date, e.g. "[Adopted: 01 Jan 2001]".

## **B. Availability of Bylaws**

These Bylaws shall be provided to any member of SFBRCR who so requests and may be provided to any other person. These Bylaws shall be published on the SFBRCR website.

## **C. Financial Review**

A review of the books and records of SFBRCR shall be conducted by the Board upon the completion of each fiscal year. A tax return shall be prepared by an independent CPA firm and made available to the Board.

## **D. Due Process**

Any member or individual affiliated with SFBRCR who has a grievance or conflict may file such complaint with the Board within thirty (30) days and shall be entitled to be heard prior to the Board's resolution of such matters.