

Mitchell Baseball Association
(a/k/a MBA)
Amended and Restated Bylaws, revised March 2021

ARTICLE 1

Name of Organization

The name of this organization shall be the "Mitchell Baseball Association" a/k/a "MBA"

ARTICLE 11

Objectives

The objectives of the MBA shall be to organize a baseball program for the enjoyment and enrichment of youth in the Mitchell Community and to conduct said program in accordance with the guidelines, rules and regulations set forth in these Bylaws.

ARTICLE 111

Goals

The goals of the MBA shall be, to provide Players with the opportunity to gain a basic understanding of the rules and concepts of the game of baseball, to acquire basic baseball skills, and to play the game of baseball in an atmosphere that promotes good sportsmanship and respect for teammates, opponents, coaches, game officials, and the game of baseball itself.

ARTICLE IV

Membership

All parents of players and coaches of teams organized during the current playing season shall be Members of the Association. All Members will be extended rights and privileges as defined in these Bylaws. All Members will assume the responsibility to abide by the guidelines, rules and regulations defined in these Bylaws.

ARTICLE V

Board of Directors and Officers

The Association will be governed by a Board of Directors, which shall consist of a President, Vice President, Secretary, Treasurer, Director of Operations and Parent Representatives. Upon vacancy on the current MBA Board, New Board Members shall be nominated and voted on by the board. Any community member wishing to be considered for an open position on the board shall contact a current MBA member with their interest in that position. Nominees receiving majority votes from the board shall become new members. No absentee or proxy voting is allowed.

The Board of Directors officers shall consist of a President, Vice President, Treasurer and Secretary. The positions of the Board shall be reorganized at the first meeting of the Board of Directors in the month of January each year. The terms and general duties of these positions are as follows:

President: The President shall conduct and schedule Board meetings, help and advise

Committees, be responsive to questions and concerns of players and parents, promote Mitchell Baseball within the Mitchell community and to outside organizations and shall perform whatever other duties the Board may from time-to-time prescribe.

Vice President: The Vice President shall conduct and schedule Board meetings in the absence of the President and shall assist the President with his/her duties, as the President directs, and shall perform whatever other duties the Board may from time-to-time prescribe.

Treasurer: The Treasurer shall have custody of funds of the Association. The Treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit all monies and other valuable effects of the Association in the name and to the credit of the Association in a depository designated by the Board of Directors. The Treasurer shall disburse the funds of the Association and shall render to the President or the Board, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Association. Any disbursements from the association greater than \$1000.00 shall require signatures of both the Treasurer and the Board President.

Secretary: The Secretary shall attend all meetings of the Board of Directors. The Secretary is responsible for taking and maintaining a true and complete record of the proceedings of each Board meeting, timely mailing or electronically mailing the minutes to each Board Member and updating the Bylaws with any amendments made pursuant to policies and procedures of these by-laws and distributing a copy to each Board Member. The Secretary shall give or cause to be given notice of all meetings of the Board and shall perform whatever additional duties the Board or President may from time-to-time prescribe.

Parent Representatives: The MBA Board shall include at least (5) parent representatives of current MBA players representing any of the following teams: (1) VFW-13, (2) VFW-14, (3) VFW 15-16, (4) American Legion, (5) High-School. The Parent Representatives are responsible for reporting concerns relating to the league that they represent, for communicating with the coaches in their respective leagues about rule changes and current events, helping to initiate new coaches to the league, and shall perform whatever additional duties the President may from time to time prescribe.

Director of Baseball Operations: The Director is responsible for informing the Board of the status of all teams, schedules, tournaments and any participant or parent concerns.

ARTICLE VI

Qualifications of Members of Board of Directors

Section 1. Number

The Board of Directors shall consist of not more than sixteen (16) members or no less than twelve (12) members of which the majority must not be non-parent members of current players.

Section 2. Appointment

Thereafter all members of the Board of Directors shall be appointed to qualify at the first meeting, whether regular or special, following the first board meeting of January each year.

Section 3. Vacancies, Attendance and Resignations

- A vacancy or vacancies shall be deemed to exist from the membership of the Board of Directors in case of death, resignation or other circumstance which may arise.
- Resignation. Any member of the Board of Directors may resign at any time by giving written notice to the President or other member of the Board of Directors. Such resignation shall take effect two (2) weeks from the time said resignation is submitted. The acceptance of such resignation shall not be necessary to make it effective.
- Any Board Director may be removed by a majority vote of the MBA whenever, in the judgment of the board members, removal would be in the best interest of the Association.

Section 4. Director of Baseball Operations

The Board of Directors shall appoint a Director of Baseball Operations who shall receive compensation as determined by the Board. Duties of this Director are outlined in the Job Description for this position.

ARTICLE VII

Meetings

Section 1. Board Meetings will be announced to interested parties on the MBA website. If a member of the community has business to discuss with the board they must notify the Board President prior to the meeting

Section 2. The Board shall hold periodic meetings as needed, at least annually. The Board will determine the time and place of each meeting. Meetings may be postponed and rescheduled by the Board. Special meetings may be called at any time when called for by two or more Board Directors. The format of the meetings will be as follows:

Section 3. The first 30 minutes will be open for public input to the Board of Directors. After the first 30 minutes, the Board of Directors will meet with no other Association Members present, except for the Director of Baseball Operations. A majority of the Board of Directors will constitute a quorum for conducting business. Any Board action requiring a vote shall be by majority of the quorum, unless otherwise provided herein. Each Board Member shall have one vote on all Board issues. Any tie votes are broken by the Board President.

Section 4. Notice of all meetings of the Board of Directors shall be given by written notice delivered personally and/or sent by mail or email to each Director at his or her address as shown by the records of the corporation.

Section 5. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

ARTICLE VIII

Eligibility, Registration, Hardship and Exclusions

Section 1. Eligibility

All youth residing in the Mitchell Community may register to play on a team organized by the MBA. Special exceptions may be made by the Board for unusual circumstances. The Board will consider age guidelines set forth by the VFW, American Legion and State Associations.

Section 2. Registration

Registrations will be accepted at sign-up meetings between January and March of each year. The Director of Operations shall publicize registration through the local media and the Mitchell Baseball website. Late registration will be handled at the discretion of the Board.

Section 3. Registration Fees

All players registering with the Association will be required to pay a participation fee according to the schedule set by the Board. The MBA has a pay to play policy. Fees are to be collected in full by the first official game. Parents are also required to participate in the "Parent Hours" policy as set by the MBA.

Section 4. Hardships

If for some reason the fees to participate create a hardship for a family, notification to a Board Member will allow the MBA to consider their situation and take this matter under advisement. All hardship cases will be kept in confidence with the MBA.

Section 5. Player Exclusions

The Board of Directors retains the right by two-thirds majority vote of the board to deny participation of any individual who would otherwise qualify under the age guidelines set forth by these by-laws.

ARTICLE IX

Team Coaches

Coaches for teams organized under the Association will be selected through expression of interest to the Board. Coaches of all teams must be at least 18 years old. Coaches will be selected at the discretion of the Board. The Board will resolve any conflicts arising over the selection of coaches. All coaches will complete an application of employment with the Mitchell Baseball Association and be subject to a back-ground check. All coaches are expected to comply with the guidelines set forth in the Coaches Conduct Policy. This policy will be reviewed on an annual basis.

ARTICLE X

Team Organization

The organization of teams under the Association will be done by the Board according to the following guidelines, which may vary according to age divisions of the team being formed:

- Each team shall include one (1) head coach and one (1) assistant coach, unless otherwise approved by the Board.

- Teams will follow all South Dakota, State VFW and American Legion Rules.
- Placement of players upon teams will be done by coaches and the Director of Baseball Operations utilizing eligibility guidelines set forth in Article VIII of these by-laws.

ARTICLE XI

Association Funding

Association revenues will be generated by the following mechanisms and by other mechanism approved by the Board:

Section 1. Registration Fees

Fees shall be collected annually from all players according to guidelines previously outlined by these Bylaws.

Section 2. Fund Raisers and Tournaments

The Association from time to time may generate revenue by conducting specific fund-raising activities and by sponsoring baseball tournaments during the playing season. The fund-raising activities shall be approved by the Board.

Section 3. Community Support

The Association recognizes that to successfully accomplish its objectives and goals, financial support- from -the-community--will be required. Annually-the-Association will-solicit financial contributions from businesses, service organizations and individuals.

ARTICLE XII

Misconduct

Policies pertaining to misconduct by players, parents and coaches are set forth in the Association's Misbehavior Policies. Any player, parent or coach guilty of conduct contrary to these policies or the spirit of these Bylaws is subject to removal from participation in MBA sponsored teams by a two-thirds majority vote of the Board.

ARTICLE XIII

Grievances

Any Member may file a written grievance with the Board utilizing the form provided by the Association. The Grievance will be heard by the MBA at their next meeting. The Board will make resolution of the issue and prescribe a course of action.

ARTICLE XIV

Insurance

The Mitchell Baseball Association carries an ACCIDENTAL INSURANCE PLAN. This plan is not intended as a primary insurance plan. All participants are expected to have a primary accidental insurance plan. All Players participate at their own risk.

Claim forms for the MBA Insurance Plan are available from the board treasurer. Completion and submission of claim forms are the responsibility of the participant.

ARTICLE XV
Amendments

These Bylaws may be amended by the Board according to the following

procedure: Any member of the Board of Directors may propose to amend the Bylaws by presenting in writing the proposed amendment to all Board Members at least 48 hours prior to the next regular or special meeting. Following discussion, the proposed amendment will be adopted, rejected or tabled by a two-thirds majority vote of the Board.

ARTICLE XVI
Dissolution Clause

The MBA is organized as a 501 (c)(3) organization under the Internal Revenue Code. Upon the dissolution of the MBA, the MBA shall, after paying or making provisions for the payment of all the liabilities of the MBA, dispose of all the assets of the MBA exclusively for the purposes of the MBA in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association 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.


ARTICLE XVII
Definitions

As used in these Bylaws, the following terms have the following meanings:

- "MBA" means the Mitchell Baseball Association.
- "Board of Directors" means the Board of Directors of the MBA.
- "Bylaws" mean the Bylaws of the MBA.
- "Coach's Code of Ethics" means the policy issued by the Board of Directors addressing the MBA's expectations of its coaches, as amended from time to time. ● "Coaches Misbehavior Policy" means the policy issued by the Board of Directors outlining standards of behavior and consequences for breach of such standards for coaches in the MBA.
- "Parents' Misbehavior Policy" means the policy issued by the Board of Directors outlining standards of behavior and consequences for breach of such standards for parents in the Association.

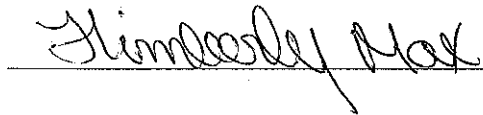
"Mitchell Baseball Association" MBA By-Laws Amended this 1st day of March 2021.

BY:

A handwritten signature in cursive script, appearing to read "Jeff Schmidt", written over a horizontal line.

President – Jeff Schmidt

ATTEST:

A handwritten signature in cursive script, appearing to read "Kimberly Max", written over a horizontal line.

Secretary – Kimberly Max